



**ALTIGEN COMMUNICATIONS, INC.**

**Quarterly Report  
For Second Quarter Ended March 31, 2017**

**ALTIGEN COMMUNICATIONS, INC.**  
**QUARTERLY REPORT**  
**FOR SECOND QUARTER ENDED MARCH 31, 2017**

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## FORWARD-LOOKING STATEMENTS

Certain statements made in this Quarterly Report are “forward-looking statements” regarding the plans and objectives of management for future operations and market trends and expectations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving the continued expansion of our business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Forward-looking statements speak only as of the date of this report, and we undertake no obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur. We cannot guarantee future results, outcomes, levels of activity, performance, developments, or achievements, and there can be no assurance that our expectations, intentions, anticipations, beliefs, or projections will result or be achieved or accomplished.

On December 1, 2016, the Company received a notice letter from the OTC Markets stating the Company was not in compliance with the requirements for continued qualifications under Section 3.2 of the OTCQX Rules for U.S. Companies. The Company does not meet the \$5 million Market Capitalization requirement, and as such, will be downgraded to the OTCQB Marketplace effective January 1, 2017. OTCQB is the middle tier of the OTC Market. For more information regarding OTCQB requirements, please visit [www.otcm Markets.com](http://www.otcm Markets.com).

We undertake no obligation, other than as required by applicable law, to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Item 1. Exact Name of the Issuer and the Address of its Principal Executive Offices.**

Exact name of issuer: AltiGen Communications, Inc.

Principal Executive Offices: 679 River Oaks Parkway  
San Jose, CA 95134  
Telephone: (408) 597-9000  
Facsimile: (408) 597-2020  
Website: [www.altigen.com](http://www.altigen.com)

Investor Relations Officer: Philip M. McDermott, Chief Financial Officer and  
Director  
679 River Oaks Parkway  
San Jose, CA 95134  
Telephone: (408) 597-9000  
Email Address: [ir@altigen.com](mailto:ir@altigen.com)

**Item 2. Shares Outstanding.**

The following tables set forth the number of shares outstanding for each class of securities authorized as of the dates set forth below:

<b>As of March 31, 2017</b>					
Class	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares (Public Float) (1)	Total Number of Beneficial Stockholders (2)	Total Number of Stockholders of Record
Common Stock	50,000,000	22,798,683	17,531,246	1,454	81
Preferred Stock	5,000,000	—	—	—	—
<b>As of September 30, 2016</b>					
Class	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares (Public Float) (1)	Total Number of Beneficial Stockholders (2)	Total Number of Stockholders of Record
Common Stock	50,000,000	22,798,683	17,531,246	1,467	88
Preferred Stock	5,000,000	—	—	—	—
<b>As of September 30, 2015</b>					
Class	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares (Public Float) (1)	Total Number of Beneficial Stockholders (2)	Total Number of Stockholders of Record
Common Stock	50,000,000	22,798,683	15,819,781	1,566	89
Preferred Stock	5,000,000	—	—	—	—

- (1) For purposes of this calculation only, shares of common stock held by each of AltiGen's directors and officers on the given date and by each person who AltiGen knows beneficially owned 5% or more of the outstanding common stock on that date have been excluded in that such persons may be deemed to be affiliates.
- (2) Estimate based on beneficial share range analysis, received from Broadridge Financial Solutions, Inc. There are greater than 100 beneficial shareholders owning at least 100 shares of the Company's common stock.

**Item 3. Interim Financial Statements.**

**ALTIGEN COMMUNICATIONS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share amounts)

	March 31, 2017	September 30, 2016
	(Unaudited)	(1)
<b>ASSETS</b>		
Current assets:		
Cash, cash equivalents and restricted cash .....	\$ 3,830	\$ 4,490
Accounts receivable, less allowance for doubtful accounts of \$1 and \$6 at March 31, 2017 and September 30, 2016, respectively .....	309	306
Inventories .....	—	38
Prepaid expenses and other current assets .....	210	95
Total current assets .....	4,349	4,929
Property and equipment, net .....	81	125
Long-term deposit .....	36	36
Total assets .....	\$ 4,466	\$ 5,090
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable .....	\$ 141	\$ 62
Accrued expenses .....	551	1,274
Deferred revenue, short-term .....	1,407	1,470
Revolving line of credit .....	1,019	1,019
Total current liabilities .....	3,118	3,825
Rent, long-term .....	32	43
Deferred revenue, long-term .....	295	279
Total liabilities .....	3,445	4,147
Commitments and contingencies (Note 3)		
Stockholders' equity:		
Convertible preferred stock, \$0.001 par value; Authorized—5,000,000 shares; Issued and outstanding—none at March 31, 2017 and September 30, 2016 .....	—	—
Common stock, \$0.001 par value; Authorized—50,000,000 shares; Issued and outstanding—22,798,683 shares at March 31, 2017 and September 30, 2016 .....	25	25
Treasury stock at cost—1,918,830 shares at March 31, 2017 and September 30, 2016 .....	(1,565)	(1,565)
Additional paid-in capital .....	71,815	71,806
Accumulated deficit .....	(69,254)	(69,323)
Total stockholders' equity .....	1,021	943
Total liabilities and stockholders' equity .....	\$ 4,466	\$ 5,090

(1) The information in this column was derived from the Company's audited consolidated financial statements as of and for the year ended September 30, 2016.

The accompanying notes are an integral part of the financial statements.

**ALTIGEN COMMUNICATIONS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited; amounts in thousands, except per share amounts)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2017	2016 (1)	2017	2016 (1)
<b>Net revenue:</b>				
Hosted and service support .....	\$ 1,635	\$ 1,385	\$ 3,167	\$ 2,749
Software .....	271	481	633	1,022
Hardware and other .....	129	295	366	610
Total net revenue .....	2,035	2,161	4,166	4,381
<b>Cost of revenue:</b>				
Hosted and service support .....	284	111	545	210
Software .....	(1)	4	16	7
Hardware and other .....	24	285	66	610
Total cost of revenue .....	307	400	627	827
Gross profit .....	1,728	1,761	3,539	3,554
<b>Operating expenses:</b>				
Research and development .....	721	678	1,418	1,359
Sales and marketing .....	525	580	1,024	1,132
General and administrative .....	473	466	1,000	994
Litigation (2) .....	23	—	23	—
Total operating expenses .....	1,742	1,724	3,465	3,485
(Loss) income from operations .....	(14)	37	74	69
<b>Interest and other (expense) income, net</b>				
Interest and other income, net .....	2	1	3	2
Interest expense .....	(4)	(3)	(7)	(6)
Total interest and other (expense) income, net .....	(2)	(2)	(4)	(4)
(Loss) income before income taxes .....	(16)	35	70	65
Income taxes .....	—	—	(1)	(1)
Net (loss) income .....	\$ (16)	\$ 35	\$ 69	\$ 64
<b>Net (loss) income per share:</b>				
Basic .....	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Diluted .....	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
<b>Shares used to compute net income per share:</b>				
Basic .....	22,799	22,799	22,799	22,799
Diluted .....	22,799	23,829	23,304	23,789

(1) Certain prior year amounts have been reclassified to conform to current year presentation.

(2) One-time litigation expense related to a civil lawsuit filed against the Company by a former Board member. Please refer to Note 3, "Commitments and Contingencies" and Item 5, "Legal Proceedings" of this quarterly report.

The accompanying notes are an integral part of the financial statements.

**ALTIGEN COMMUNICATIONS, INC.**  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Amounts in thousands, except share data)

	<u>Common Stock</u>		<u>Treasury Stock</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>				
<b>BALANCE, SEPTEMBER 30, 2016</b>	22,798,683	\$ 25	\$ (1,565)	\$ 71,806	\$ (69,323)	\$ 943
Net income .....	—	—	—	—	69	69
Stock-based compensation .....	—	—	—	9	—	9
<b>BALANCE, March 31, 2017</b>	<u>22,798,683</u>	<u>\$ 25</u>	<u>\$ (1,565)</u>	<u>\$ 71,815</u>	<u>\$ (69,254)</u>	<u>\$ 1,021</u>

The accompanying notes are an integral part of the financial statements.

**ALTIGEN COMMUNICATIONS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Six Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(Unaudited, amounts in thousands)</b>	
<b>Cash flows from operating activities:</b>		
Net income .....	\$ 69	\$ 64
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization .....	44	99
Stock-based compensation .....	9	197
Changes in operating assets and liabilities:		
Accounts receivable .....	(3)	74
Inventories .....	38	148
Prepaid expenses and other current assets .....	(115)	(104)
Accounts payable .....	79	(24)
Accrued expenses .....	(723)	(68)
Deferred rent .....	(11)	(6)
Deferred revenue .....	(47)	48
Net cash (used in) provided by operating activities .....	(660)	428
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment .....	—	(86)
Net cash used in investing activities .....	—	(86)
<b>Cash flows from financing activities:</b>		
Net cash provided by financing activities .....	—	—
Net change in cash and cash equivalents during year .....	(660)	342
Cash and cash equivalents, beginning of year .....	4,490	4,560
Cash and cash equivalents, end of year .....	\$ 3,830	\$ 4,902

The accompanying notes are an integral part of the financial statements.



**ALTIGEN COMMUNICATIONS, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**ORGANIZATION AND BASIS OF PRESENTATION**

AltiGen Communications, Inc. was incorporated in the state of California in May 1994, and reincorporated in the State of Delaware in June 1999. We are a leading provider of premise and cloud-based IP-PBX and Contact Center solutions. We design, deliver and support Voice over Internet Protocol (VoIP) phone systems and call center solutions that combine high reliability with integrated IP communications applications. As one of the first companies to offer VoIP solutions, AltiGen has been deploying systems since 1996.

The accompanying audited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial reporting. In our opinion, these unaudited condensed consolidated financial statements include all adjustments necessary (which are of a normal and recurring nature) for a fair presentation of the Company’s financial position, results of operations and cash flows for the periods presented. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. Certain prior year amounts in the consolidated financial statements and notes thereto have been reclassified to conform to the current year’s presentation.

These consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the fiscal year ended September 30, 2016, included in the Company’s 2016 Annual Report filed through the OTC Disclosure and News Services on December 21, 2016. The Company’s results of operations for any interim period are not necessarily indicative of the results of operations for any other interim period or for a full fiscal year.

**CASH, CASH EQUIVALENTS AND RESTRICTED CASH**

Cash and cash equivalents consist of cash on hand and highly liquid investments, such as time deposits. We consider all highly liquid investments with original maturities of three months or less to be cash equivalents. Restricted cash represents cash that serves as collateral for our revolving line of credit and is restricted as to withdrawal or use. At March 31, 2017, cash, cash equivalents and restricted cash totaled approximately \$3.8 million, as compared to \$4.5 million at September 30, 2016. The decrease in cash, cash equivalents and restricted cash was primarily attributable to a one-time litigation expense related to a civil lawsuit paid in the first quarter of fiscal year 2017. Please refer to Note 3, “Commitments and Contingencies” and Item 5, “Legal Proceedings” of this quarterly report. Restricted cash was approximately \$1.4 million as of March 31, 2017 and is presented as part of our cash and cash equivalents in our consolidated balance sheets.

**INVENTORIES**

During the first quarter of fiscal 2015, we commenced a company-wide restructuring plan to accelerate the Company’s move to the cloud and its transition to a subscription-based business model. As a result of this transition, we sought to reduce all hardware product and component inventories and transitioned physical software delivery to cloud and electronic delivery. As of March 31, 2017, net inventories value was zero.

Inventories (which include costs associated with components assembled by third-party assembly manufacturers, as well as internal labor and allocable overhead) are stated at the lower of standard cost (which approximates actual cost on a first-in, first-out basis) or market value. Provisions, when required, are made to reduce excess and obsolete inventories to their estimated net realizable values. We regularly monitor inventory quantities on hand and record a provision for excess and obsolete inventories based primarily on our estimated forecast of product demand and production requirements for the next six months. We record a write-down for product and component inventories that have become obsolete or are in excess of anticipated demand or net realizable value. Raw material inventory is considered obsolete and is fully reserved if it has not moved in 365 days.

The components of inventories include (in thousands):

	March 31, 2017	September 30, 2016
Raw materials.....	\$ —	\$ —
Work-in-progress .....	—	—
Finished goods .....	—	38
Total .....	\$ —	\$ 38

## PROPERTY, PLANT AND EQUIPMENT, NET

Property and equipment are stated at cost, which includes purchase cost, applicable taxes and freight costs, less accumulated depreciation and amortization. We compute depreciation and amortization using the straight-line method over the estimated useful lives of the assets, which is three years except for tooling and leasehold improvements. We depreciate leasehold improvements over the shorter of the lease term or the improvement's estimated useful life.

We periodically review our portfolio of equipment for impairment. Based on our impairment assessment, we determined there were no impairment losses for the periods referenced in the table below.

Property, plant and equipment, net, consist of (in thousands):

	March 31, 2017	September 30, 2016
Machinery and equipment.....	\$ 7	\$ 7
Furniture and equipment .....	593	593
Computer software .....	677	677
Leasehold improvements.....	100	206
Total .....	1,377	1,483
Accumulated depreciation and amortization .....	(1,296)	(1,358)
Property and equipment, net.....	\$ 81	\$ 125

## SOFTWARE DEVELOPMENT COST

For software to be marketed and sold, the Company capitalizes eligible computer software development costs upon the establishment of technological feasibility, which it has defined as completion of a working model. The amount of costs eligible for capitalization, after consideration of factors such as realizable value, was not material for the three and six months ended March 31, 2017. For internal use software used for hosted software sales, the amounts of costs eligible for capitalization relating to such software for internal use for hosting was not material for the three and six months ended March 31, 2017. Accordingly, all software development costs for this reporting period have been charged to research and development expense in the accompanying consolidated statements of operations.

## REVENUE RECOGNITION

We derive our revenue from the sales of hardware, software licenses, hosted services and service support, known as software assurance programs. Revenue from sales to end-users and resellers is recognized upon shipment or delivery of services, when risk of loss has passed to the customer, collection of the receivable is reasonably assured, persuasive evidence of an arrangement exists, and the sales price is fixed and determinable. If the Company determines that any one of the four criteria is not met, recognition of revenue is deferred until all the criteria are met. Revenue from sales to our distributors is deferred until the distributors have sold the products, as evidenced by monthly "sales-out" reports that the distributors provide to us.

## HOSTED SERVICES

Hosted services consist primarily of our proprietary hosted VoIP Unified Communications system. The cloud-based model focuses on serving the needs of enterprise business that require the highest quality voice and integrated business productivity applications. The hosted offering includes hosted IP PBX service, Session Initiation Protocol (SIP) Trunk Service, call center solutions, voice and video calling, conference calling, and a variety of long distance services. Our solutions are used by businesses and

organizations in industries such as financial services, healthcare, retail and business services. Our hosted services are sold through reseller partners and direct arrangements with end-user customers. Our customers will typically enter into a one-year service agreement whereby they are billed for such services on a monthly basis. Revenue from our hosted services is recognized on a monthly basis as services are delivered.

Cost of hosted services consists primarily of costs associated with hosting our services, providing customer support as well as costs associated with data center capacity and certain fees paid to various third parties for the use of their technology, services and data.

## **SERVICE SUPPORT PROGRAMS**

Our service support programs, also referred to as “software assurance” are post-contract customer support (“PCS”) services and provide our customers with the latest software updates, patches, new releases, and technical support for the applications they are licensed to use. These programs have an annual subscription and are generally structured with a one-year or three-year term. Sales from our service support programs are recorded as deferred revenue and recognized to revenue over the terms of their subscriptions. Subscriptions with expiration dates of less than one year are classified as “deferred revenue, short-term” and greater than one year are classified as “deferred revenue, long-term” in the accompanying consolidated balance sheets.

The estimated cost of providing software assurance is insignificant and the upgrades and enhancements offered at no cost during software assurance arrangements have historically been, and are expected to continue to be, minimal and infrequent. All estimated costs of providing the services, including upgrades and enhancements, are spread over the life of the software assurance contract term.

## **CONCENTRATIONS**

Our customers are primarily end-users, resellers and distributors. We have distribution agreements with Altisys Communications, Inc. (“Altisys”) and Synnex Corporation (“Synnex”) in North America. Our agreements with Altisys and Synnex have initial terms of one year. Each of these agreements are renewed automatically for additional one year terms, provided that each party has the right to terminate the agreement for convenience upon ninety (90) days’ written notice prior to the end of the initial term or any subsequent term of the agreement. In addition, our agreements with Altisys and Synnex also provide for termination, with or without cause and without penalty, by either party upon thirty (30) days’ written notice to the other party or upon a party’s insolvency or bankruptcy. For a period of sixty (60) days following termination of the agreement, Altisys and Synnex may distribute any products in their possession at the time of termination or, at their option, return any products to us that are in their inventories. Upon termination of the distribution agreement, all outstanding invoices for the products will become due and payable within thirty (30) days of the termination.

In North America, we also have a reseller agreement with Fiserv Solutions, Inc. (“Fiserv”). Our agreement with Fiserv has an initial term of ten years ending on August 28, 2019, and shall be renewed automatically for additional five year terms unless either party provides the other party with ninety (90) days’ written notice of termination prior to the end of the initial term or any subsequent term of the agreement. The agreement can also be terminated for, among other things, material breach or insolvency of either party. Upon termination, AltiGen would continue to have support obligations for products that Fiserv distributed subject to Fiserv’s obligation to remain current on maintenance fees.

The foregoing statements are subject to, and are qualified in their entirety by reference to, the agreements with Fiserv, Synnex and Altisys described above, which have been filed with the SEC as exhibits to the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2009, Annual Report on Form 10-K for the fiscal year ended September 30, 2003, and Quarterly Report on Form 10-Q for the quarter ended December 31, 2001, respectively.

Altisys, Synnex and Fiserv, together represented approximately 15% and 26% of our total revenue for the three and six months ended March 31, 2017 and 2016, respectively.

## SEGMENT REPORTING

The Company manages its business primarily on a geographic basis. Accordingly, the Company determined its operating segments, which are generally based on the nature and location of its customers, to be North America and Rest of World. The North America segment is comprised of the United States, Canada, Mexico, Central America and the Caribbean. The Rest of World segment is primarily comprised of Europe.

The following table shows our sales by geographic region and as percentage of total sales for the periods indicated:

	Three Months Ended March 31, 2017		Three Months Ended March 31, 2016		Six Months Ended March 31, 2017		Six Months Ended March 31, 2016	
	Net Revenue	% of Net Revenue	Net Revenue	% of Net Revenue	Net Revenue	% of Net Revenue	Net Revenue	% of Net Revenue
North America .....	\$2,044	100%	\$2,155	100%	\$4,141	99%	\$4,297	98%
Rest of World.....	(9)	—	6	—	25	1	84	2
Total.....	\$2,035	100%	\$2,161	100%	\$4,166	100%	\$4,381	100%

## PRODUCT WARRANTY

The Company provides a warranty for hardware products for a period of one year following shipment to end users. We have historically experienced minimal warranty costs. Factors that affect our reserves for warranty liability include the number of installed units, historical experience and management's judgment regarding anticipated rates of warranty claims and cost per claim. We assess the adequacy of our reserves for warranty liability every quarter and make adjustments to those reserves if necessary.

Changes in the reserves for our warranty liability for the three and six months ended March 31, 2017 and 2016, respectively, are as follows (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
Accrued warranty, beginning of year .....	\$ 20	\$ 22	\$ 20	\$ 25
Provision for warranty liability .....	—	8	—	1
Warranty cost including labor, components and scrap.....	—	(4)	—	—
Accrued warranty, end of year .....	\$ 20	\$ 26	\$ 20	\$ 26

## 2. REVOLVING LINE OF CREDIT

On September 1, 2016, we amended the credit agreement governing our Revolving Line of Credit Note (“Line of Credit”) with our primary financial lender, Wells Fargo Bank. Under the renewed terms, the Line of Credit was extended for a period of one year and expires on August 31, 2017. The total amount available for the Company to borrow was reduced to \$1.4 million. Furthermore, the terms of the Line of Credit also require us to maintain restricted cash with Wells Fargo Bank equal to the aggregated principal amount of \$1.4 million as collateral. The restricted cash is included in our cash, cash equivalents and restricted cash in our consolidated balance sheets as of March 31, 2017. Under the amended credit agreement, we are not subject to any restrictive financial covenants.

The Line of Credit is available to finance working capital and for general corporate purposes and requires monthly interest payments based on the prevailing 30-day LIBOR rate plus 0.75% (1.7333% at March 31, 2017), and the interest rate is reset monthly. For the three and six months ended March 31, 2017 and 2016, interest expense associated with the Line of Credit was approximately \$4,000 and \$7,000, respectively, as compared to \$3,000 and \$6,000, respectively, for the same period in fiscal year 2016.

As of March 31, 2017, the availability under the Line of Credit was approximately \$381,000 and we had outstanding borrowings of \$1.0 million, which was included in current liabilities on the accompanying consolidated balance sheet. The unpaid balance of the Line of Credit may increase or decrease with each payment or new advance. Any outstanding borrowings and accrued interest shall be due and payable in full on September 1, 2017.

### 3. COMMITMENTS AND CONTINGENCIES

#### *Commitments*

On December 31, 2013, the Company entered into an operating lease for its corporate headquarters, located in San Jose, California. The lease term commenced on May 15, 2014 and terminates in May 2019, with an option to renew for an additional five years. Under the terms of the lease agreement, we will pay rent of approximately \$1.4 million for a period of five years. The terms of the lease required a security deposit of approximately \$31,000, which is classified as long-term deposit in the Consolidated Balance Sheets. Furthermore, the terms of the lease include rent escalations and a tenant allowance of \$64,000 for certain leasehold improvements, which was recorded as part of deferred rent liability to be amortized over the term of the lease.

Future non-cancellable minimum lease payments required under all existing operating leases as of March 31, 2017 are as follows:

Fiscal Year	Future Lease Payments	
	(In thousands)	
2017.....	\$	144
2018.....		295
2019.....		175
Thereafter .....		—
Total.....	\$	614

#### *Contingencies*

On March 30, 2016, CTI Communications, LLC, a former reseller of the Company (“CTI”), filed a complaint against the Company, Affiliated Technology Solutions, LLC, a current reseller of the Company (“Affiliated”), James Jerome Cruz, a former CTI employee, and Thomas W. Welsh, a manager of Affiliated, in the United States District Court of Colorado, County of Larimer. The complaint alleges misappropriation of trade secrets and breach of contract, and CTI is seeking in a currently pending motion to amend the complaint to include civil conspiracy and tortious interference claims. On March 17, 2017, CTI filed an amended complaint adding certain members of management and executive officers as additional defendants. The amended complaint named the Company’s CEO, Jeremiah J. Fleming, Vice President of Sales, Michael Plumer and Regional Sales Manager, Matthew Nielson. The Company has responded to the amended complaint. Although the outcome of this matter is not determinable as of the date of this report, we believe CTI’s claims are without merit and we intend to vigorously defend ourselves. The Company has determined that this liability is neither probable nor estimable at this time and therefore we have not recorded an accrual with respect to this litigation as of March 31, 2017.

On April 3, 2015, Gilbert Hu, a former member of our Board of Directors, filed a civil lawsuit against the Company in the Superior Court of California, County of Santa Clara. The lawsuit alleges (i) unpaid wages, (ii) breach of employment contract, (iii) breach of agreement, (iv) indemnity and violation of labor code section 2802, (v) conversion, (vi) fraud and (vii) intentional interference with prospective economic advantages. Mr. Hu seeks damages for unpaid wages, along with unspecified damages and attorneys’ fees as permitted by law. In July 2015, both parties formally entered into arbitration. The arbitration was conducted under the rules of Judicial Arbitration & Mediation Services, Inc. (“JAMS”). Both sides presented evidence over two hearing days ending on April 27, 2016. On August 5, 2016, after a full evidentiary hearing, the arbitrator issued an interim award granting relief to Mr. Hu for compensation claims along with court costs and attorneys’ fees. The Company disagreed with the arbitrator’s findings and conclusion and on September 14, 2016, filed an opposition with respect to this interim award. On November 28, 2016, the arbitrator issued a Final Award in favor of Mr. Hu in the amount of approximately \$725,000, consisting of compensation claims plus legal interest and attorneys’ fees and costs. Pursuant to the final award, we recorded an accrual of \$568,000 in our financial statements in the fourth quarter of fiscal year 2016 and \$157,000 in the second quarter of fiscal year 2014. The Company paid the full award in the first quarter of fiscal year 2017.

From time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. Litigation can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of a particular lawsuit or proceeding could have a material adverse effect on our results of operations, financial position or cash flows. Except as noted above, the Company is not a party to any material legal proceedings nor is the Company aware of any pending or threatened litigation that, in its opinion, would have a material adverse effect on its business or its financial position, results of operations or cash flows should such litigation be resolved unfavorably.

#### 4. STOCKHOLDERS' EQUITY AND STOCK-BASED COMPENSATION EXPENSE

The Company accounts for stock-based compensation, including grants of stock options, as an operating expense in the income statement at fair value. The Company has estimated the fair value of stock-based compensation for stock options at the date of the grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model incorporates various assumptions including expected volatility, expected life and interest rate. The Company uses historical data to estimate option forfeitures. Expected volatility is based on historical volatility and the risk-free interest rate is based on U.S. Treasury yield in effect at the time of the grant for the expected life of the options. The Company does not anticipate paying any dividends in the foreseeable future and therefore used an expected dividend yield of zero in the option valuation model.

The following table presents the Company's stock option plan as of October 1, 2016 and changes during the six months ended March 31, 2017:

	Number of Shares	Weighted- Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at October 1, 2016 .....	4,148,820	\$ 0.30		
Granted .....	15,000	0.18		
Exercised .....	—	—		
Forfeitures and cancellations .....	(99,801)	0.85		
Outstanding at March 31, 2017.....	4,064,019	\$ 0.29	7.32	\$ 224,560
Exercisable at March 31, 2017.....	3,917,946	\$ 0.29	7.26	\$ 223,146

The following table summarizes stock-based compensation expense recognized related to employee and director stock options for the periods indicated (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
Research and development .....	\$ 3	\$ 21	\$ 6	\$ 52
Sales and marketing .....	1	18	2	44
General and administrative .....	—	41	1	101
Total .....	\$ 4	\$ 80	\$ 9	\$ 197

#### *Equity Offering*

In the first quarter of fiscal year 2014, the Company completed a private placement offering with certain accredited investors and management, pursuant to which the Company sold to the purchasers an aggregate of 6.7 million shares of Company common stock at a purchase price of \$0.15 per share for aggregate gross proceeds of \$1.0 million. Each purchaser also received a warrant to purchase one share of common stock for every share of common stock acquired in the offering with an exercise price of \$0.30 per share. The warrants had a term of three years. The securities offered pursuant to the private placement were not registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. On November 19, 2016, all warrants expired without being exercised.

## **5. SHAREHOLDER RIGHTS PLAN**

The Company adopted a Preferred Stock Rights Agreement (the “Plan”) and declared a dividend distribution of one right for each outstanding share of the Company’s common stock. The record date for the distribution was May 7, 2009. The Company designed the plan to protect the long-term value of the Company for its shareholders during any future unsolicited acquisition attempt. The Company did not adopt the Plan in response to any specific attempt to acquire the Company or its shares and the Company is not aware of any current efforts to do so. These rights will become exercisable only upon the occurrence of certain events specified in the Plan, including the acquisition of 15% of the Company’s outstanding common stock by a person or group. Should a person or group acquire 15% or more of the outstanding common stock or announce an unsolicited tender offer, the consummation of which would result in a person or group acquiring 15% or more of the outstanding common stock, shareholders other than the acquiring person may exercise the rights, unless the Board of Directors has approved the transaction in advance. Each right will initially entitle stockholders to purchase one one-thousandths (0.001) of the Company’s preferred stock for \$4.00. However, the rights are not immediately exercisable and will become exercisable only upon the occurrence of certain events. If a person or group acquires, or announces a tender or exchange offer that would result in the acquisition of, fifteen percent (15%) or more of our common stock while the stockholder rights plan remains in place, then, unless the rights are redeemed by us for \$0.001 per right, the rights will become exercisable by all rights holders, except the acquiring person or group, for shares of AltiGen or shares of the third party acquirer having a value of twice the right’s then-current exercise price. The rights will expire on May 7, 2019 or upon earlier exchange or redemption of the rights as described above. The foregoing statements are subject to, and are qualified in their entirety by reference to, the Plan including the certificate of designation, the form of rights certificate and the summary of rights attached thereto, which have been filed as exhibits to the exhibit filed with the Company’s Registration Statement on Form 8-K on April 23, 2009.

## **6. SUBSEQUENT EVENTS**

On November 8, 2016, Philip M. McDermott, the Company’s Chief Financial Officer, Secretary and Director, notified the Company of his decision to retire after 18 years of service. His retirement will be effective June 1, 2017. Mr. McDermott will continue to serve on the Board of the Company as a director. AltiGen’s Chief Executive Officer, Jeremiah J. Fleming will oversee all financial matters until a permanent successor is appointed.

We have performed an evaluation of subsequent events through March 23, 2017, the date on which these financial statements were disclosed on the OTCQB. Except as noted above, there were no events or transactions occurring during this subsequent event reporting period that require recognition or disclosure in the financial statements.

#### **Item 4. Management’s Discussion and Analysis of Plan of Operation.**

These statements are based on current expectations and assumptions regarding future events and business performance and involve known and unknown risks, uncertainties and other factors that may cause industry trends or our actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. You should carefully review the cautionary statements contained in our Annual Report for the fiscal year ended September 30, 2016, filed through the OTC Disclosure and News Services on December 21, 2016. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### **Overview**

AltiGen Communications, Inc. (“AltiGen,” the “Company,” “we,” “us” or “our”) is a leading provider of premise and cloud-based IP-PBX and Contact Center solutions. We design, deliver and support Voice over Internet Protocol (VoIP) phone systems and call center solutions that combine high reliability with integrated IP communications applications. As one of the first companies to offer VoIP solutions, AltiGen has been deploying systems since 1996.

AltiGen’s Unified Communications solutions are designed with an open architecture, built on industry standard communication protocols, and Microsoft Windows-based applications. This adherence to widely used standards allows our solutions to both integrate with and leverage a company’s existing technology investment. AltiGen’s award winning, integrated IP applications suite provides customers with a complete business communications solution. Voicemail, Contact Center, Unified Messaging, Automatic Call Distribution, Call Recording, Call Activity Reporting, and Mobility solutions take advantage of the convergence of voice and data communications to achieve superior business results.

AltiGen was formed in 1994 as a California corporation and was reincorporated in the State of Delaware in 1999. Our fiscal year end is September 30 of each year. The Company’s common stock trades on the OTCQB tier under the symbol “ATGN.” Trading in the common shares of the Company commenced on March 16, 2010 and Pink OTC Markets, Inc. provides quotes and other information at [www.otcmarkets.com](http://www.otcmarkets.com). The Company has not been in bankruptcy, receivership, or any similar proceeding.

We focus our sales efforts on first and second tier hosted voice service providers, medium and enterprise sized businesses, multi-site businesses, corporate branch offices, and call centers. Our first products began shipping in 1996. Our Unified Communications solutions are primarily sold to small-to-medium sized businesses, multi-site businesses, corporate branch offices, call centers, credit unions and community banks.

AltiGen’s software products are available from independent authorized resellers and strategic partners.

#### **OTC Market Change**

On December 1, 2016, the Company received a notice letter from the OTC Markets stating the Company was not in compliance with the requirements for continued qualifications under Section 3.2 of the OTCQX Rules for U.S. Companies. The Company does not meet the \$5 million Market Capitalization requirement, and as such, will be downgraded to the OTCQB Marketplace effective January 1, 2017. Additionally, effective January 1, 2017, as a result of certain OTC Market requirement changes, the Company will not be required to retain a Designated Advisor for Disclosure. OTCQB is the middle tier of the OTC Market. For more information regarding OTCQB requirements, please visit [www.otcmarkets.com](http://www.otcmarkets.com).

#### **Critical Accounting Policies and Estimates**

Management’s discussion and analysis of the Company’s financial condition and consolidated results of operations is based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company’s management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The Company’s estimates are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for the Company’s conclusions. The Company continually evaluates the information used to make these estimates as its business and the economic environment change. The Company’s management believes that certain estimates, assumptions and judgments derived from the accounting policies have significant impact on its financial statements, so the Company considers the following be its critical accounting policies.



### ***Hardware Transition***

Beginning in the first quarter of fiscal 2015, the Company made a strategic decision to structurally transition from a hardware Company in order to leverage our cloud-based offering. This transition has enabled us to focus on more scalable and profitable software and cloud service solutions. The Company currently relies on third-party vendors for many critical functions of our cloud-based business. The Company has entered into contracts with multiple vendors for these third party network services.

### ***Revenue Recognition***

Revenue from the sales of our hardware and software licenses consist of direct sales to end-users, resellers and distributors, while revenue from the sales of our hosted services and service support, also referred to as “software assurance” consist of direct sales to end-users and resellers. Revenue from sales of hardware and software licenses to end-users and resellers is recognized upon shipment, when risk of loss has passed to the customer, collection of the receivable is reasonably assured, persuasive evidence of an arrangement exists, and the sales price is fixed and determinable. We provide for estimated sales returns and allowances and warranty costs related to such sales at the time of shipment. Such estimates are based on historical experience. Net revenue consists of product revenue reduced by estimated sales returns and allowances. Sales to distributors are made under terms allowing certain rights of return and protection against subsequent price declines on our products held by the distributors. Upon termination of such distribution agreements, any unsold products may be returned by the distributor for a full refund. These agreements may be canceled without cause for convenience following a specified notice period. As a result of these provisions, we defer recognition of distributor revenue until such distributors resell our products to their customers, as evidenced by monthly “sales-out” reports that the distributors provide to us.

The cloud-based business generates recurring revenue by providing services to customers, in which the customers pay a minimum monthly fee to use a specified number of software licenses, plus any overages. Customers are billed the greater of their minimum monthly fee or actual usage, and revenue is recognized monthly as the service is performed.

Revenue from our service support programs is deferred and recognized ratably over the service coverage periods, generally twelve or thirty-six months. Our service support programs provide our customers with the latest updates, new releases and technical support for the applications they are licensed to use.

Revenue that is deferred as a result of our revenue recognition policy is classified as “deferred revenue” in the accompanying consolidated balance sheets. The related cost of such revenue for hardware is also deferred and reported in the consolidated balance sheets as inventory. The related cost of software revenue is immaterial for deferral purposes. As of March 31, 2017, and September 30, 2016, the Company had approximately \$1.4 million and \$1.5 million, respectively, in short-term deferred revenue. Long-term deferred revenue is primarily comprised of revenue generated from our service support programs and is discussed below under the heading “Service Support Programs.”

### ***Hosted Services***

Hosted services consist primarily of our proprietary hosted VoIP Unified Communications system. The cloud-based model focuses on serving the needs of enterprise business that require the highest quality voice and integrated business productivity applications. The hosted offering includes hosted IP PBX service, Session Initiation Protocol (SIP) Trunk service, call center solutions, voice and video calling, conference calling, and a variety of long distance services. Our solutions are used by businesses and organizations in industries such as financial services, healthcare, retail and business services. Our hosted services are sold through reseller partners and direct arrangements with end-user customers. Our customers will typically enter into a one-year service agreements whereby they are billed for such services on a monthly basis. Revenue from our hosted services is recognized on a monthly basis as services are delivered. Hosted revenue accounted for 35% and 21% of our total revenue as of March 31, 2017 and September 30, 2016, respectively. Hosted revenue is included within operating revenue as “hosted and service support” in the accompanying Consolidate Statement of Operations.

Cost of hosted services consists primarily of costs associated with hosting our services, providing customer support as well as costs associated with data center capacity and certain fees paid to various third parties for the use of their technology, services and data.

### ***Service Support Program***

Our service support programs, also referred to as “software assurance” are post-contract customer support (“PCS”) services and provide our customers with the latest software updates, patches, new releases, and technical support for the applications they are licensed to use. These programs have an annual subscription and are generally structured with a one-year or three-year term. Sales from our service support programs are recorded as deferred revenue and recognized as revenue over the terms of their subscriptions. Subscriptions with expiration dates of less than one year are classified as “deferred revenue, short-term” and greater

than one year are classified as “deferred revenue, long-term” in the accompanying consolidated balance sheets. Short-term service support deferred revenue was approximately \$1.4 million and \$1.5 million as of March 31, 2017 and September 30, 2016, respectively. Long-term service support deferred revenue was approximately \$295,000 and \$279,000 as of March 31, 2017 and September 30, 2016, respectively. Our service plan offering remains a key part of our business as we continue to add new service customers.

The estimated cost of providing software assurance is insignificant and the upgrades and enhancements offered at no cost during software assurance arrangements have historically been, and are expected to continue to be, minimal and infrequent. All estimated costs of providing the services, including upgrades and enhancements, are spread over the life of the software assurance contract term.

### ***Software Revenue***

Software revenue consists of license revenue that is recognized upon the delivery, usually a download from the Company’s website with a specified one-time download key/password that the Company provides to each customer upon sale. Our software revenue consists of direct sales to end-users, resellers and distributors. The software license is sold on a standalone basis with no other services or products bundled in. There is no maintenance or post-contract customer support (“PCS”) included with the software sale when it is not purchased with hardware. The Company will only provide such PCS on a rare and limited basis consisting primarily of technical support and bug fixes on installation if the download with the passcode key did not work. The Company does not provide any further PCS after installation in connection with the software license sale. The related cost of software revenue is immaterial.

### ***Hardware Revenue***

Our hardware revenue consists of direct sales to end-users, resellers and distributors. We provide for estimated sales returns and allowances and warranty costs related to such sales at the time of shipment. Net revenue consists of product revenue reduced by estimated sales returns and allowances. Sales to distributors are made under terms allowing certain rights of return and protection against subsequent price declines on our products held by the distributors. Upon termination of such distribution agreements, any unsold products may be returned by the distributor for a full refund. These agreements may be canceled without cause for convenience following a specified notice period. As a result of these provisions, we defer recognition of distributor revenue until such distributors resell our products to their customers, as evidenced by monthly “sales-out” reports that the distributors provide to us. The amounts deferred as a result of this policy are reflected as “deferred revenue” in the accompanying consolidated balance sheets. The related cost of revenue is also deferred and reported in the consolidated balance sheets as inventory.

### ***Cash, Cash Equivalents and Restricted Cash***

Cash and cash equivalents consist of cash on hand and highly liquid investments, such as time deposits. We consider all highly liquid investments with original maturities of three months or less to be cash equivalents. Restricted cash represents cash that serves as collateral for our revolving line of credit and is restricted as to withdrawal or use. At March 31, 2017, cash, cash equivalents and restricted cash totaled approximately \$3.8 million, as compared to \$4.5 million at September 30, 2016. The decrease in cash, cash equivalents and restricted cash was primarily attributable to a one-time litigation expense related to a civil lawsuit paid in the first quarter of fiscal year 2017. Please refer to Note 3, “Commitments and Contingencies” and Item 5, “Legal Proceedings” of this quarterly report. Restricted cash was approximately \$1.4 million as of March 31, 2017 and is presented as part of our cash and cash equivalents in our consolidated balance sheets.

### ***Inventories***

During the first quarter of fiscal 2015, we commenced a company-wide restructuring plan to accelerate the Company’s move to the cloud and its transition to a subscription-based business model. As a result of this transition, we sought to reduce all hardware product and component inventories and transitioned physical software delivery to cloud and electronic delivery. As of March 31, 2017, net inventories value was zero.

Inventory is stated at the lower of cost (first-in, first-out method) or market. We perform a detailed review of inventory each fiscal quarter, with consideration given to future customer demand for our products, obsolescence from rapidly changing technology, product development plans, and other factors. If future demand or market conditions for our products are less favorable than those projected by management, or if our estimates prove to be inaccurate due to unforeseen technological or other changes, we may be required to record an additional inventory obsolescence provision which would negatively affect gross margins in the period when the write-downs are recorded. Our inventory balance was \$0 and \$38,000 as of March 31, 2017 and September 30, 2016, respectively. Provisions for excess and obsolete inventory was not material for the six months ended March 31, 2017 and twelve months ended September 30, 2017.

### Warranty Cost

We accrue for warranty costs based on estimated product return rates and the expected material and labor costs to provide warranty services. If actual product return rate, repair cost or replacement costs differ significantly from management's estimates, adjustments to recognize additional cost of sales may be required in future periods. The reserve is evaluated on an ongoing basis to ensure its adequacy. The reserve for product warranties was \$20,000 for both March 31, 2017 and September 30, 2016. The amount of warranty costs expensed during the six months ended March 31, 2017 and twelve months ended September 30, 2016 were not significant.

### Stock-Based Compensation

The Company has estimated the fair value of stock-based compensation for stock options at the date of the grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model incorporates various assumptions including expected volatility, expected life and interest rate. The Company uses historical data to estimate option forfeitures. Expected volatility is based on historical volatility and the risk-free interest rate is based on U.S. Treasury yield in effect at the time of the grant for the expected life of the options. The Company does not anticipate paying any dividends in the foreseeable future and therefore used an expected dividend yield of zero in the option valuation model.

### Results of Operations

The following table sets forth consolidated statements of operations data for the periods indicated as a percentage of net revenue.

	Three Months Ended March 31,		Six Months Ended March 31,	
	2017	2016 (1)	2017	2016 (1)
Net revenue:				
Hosted and service support .....	80.4 %	64.1 %	76.0 %	62.8 %
Software .....	13.3	22.3	15.2	23.3
Hardware and other .....	6.3	13.6	8.8	13.9
Total net revenue .....	100.0	100.0	100.0	100.0
Cost of revenue:				
Hosted and service support.....	14.0	5.1	13.1	4.8
Software .....	(0.1)	0.2	0.4	0.2
Hardware and other .....	1.2	13.2	1.6	13.9
Total cost of revenue.....	15.1	18.5	15.1	18.9
Gross profit .....	84.9	81.5	84.9	81.1
Operating expenses:				
Research and development .....	35.4	31.4	34.0	31.0
Sales and marketing.....	25.8	26.8	24.6	25.8
General and administrative.....	23.3	21.6	24.0	22.7
Litigation (2) .....	1.1	—	0.5	—
Total operating expenses .....	85.6	79.8	83.1	79.5
(Loss) income from operations .....	(0.7)	1.7	1.8	1.6
Interest and other (expense) income, net .....				
Interest and other income, net.....	0.1	—	0.1	—
Interest expense .....	(0.2)	(0.1)	(0.2)	(0.1)
Total interest and other (expense) income, net .....	(0.1)	(0.1)	(0.1)	(0.1)
(Loss) income before income taxes .....	(0.8)	1.6	1.7	1.5
Income taxes .....	—	—	—	—
Net (loss) income .....	(0.8) %	1.6 %	1.7 %	1.5 %

(1) Prior year results have been reclassified to reflect the addition of hosted and service support streams.

(2) One-time litigation expense related to a civil lawsuit filed against the Company by a former Board member. Please refer to Note 3, "Commitments and Contingencies" and Item 5, "Legal Proceedings" of this quarterly report

The accompanying notes are an integral part of the financial statements.

## ***Results of Operations — Three and Six Months Ended March 31, 2017 Compared to Three and Six Months Ended March 31, 2016***

### **Net Revenue**

Net revenue consists of revenue from direct sales to end-users, resellers and distributors.

We categorize our operations into two operating segments - North America and Rest of World. The North America segment is comprised of the United States, Canada, Mexico, Central America and the Caribbean. The Rest of World segment is primarily comprised of Europe.

Net revenue decreased to \$2.0 million and \$4.2 million for the three and six months ended March 31, 2017, respectively, as compared to \$2.2 million and \$4.4 million for the same periods in fiscal year 2016.

### **Cost of Revenue**

Our cost of revenue consists primarily of component and material costs, direct labor costs, provisions for excess and obsolete inventory, warranty costs and overhead related to the manufacturing of our products. The majority of these costs vary with the unit volumes of product sold. Cost of hosted services consists primarily of costs associated with hosting our service and providing support, costs associated with data center capacity and certain fees paid to various third parties for the use of their technology, services and data. Cost of service support consists principally of cost to provide maintenance and technical support, employee compensation costs and cost of providing period updates.

For the three months ended March 31, 2017, cost of revenue was \$307,000, or 15% of net revenue, as compared to \$400,000, or 19% of net revenue for the same period of fiscal year 2016. For the six months ended March 31, 2017, cost of revenue was \$627,000, or 15% of net revenue, as compared to \$827,000, or 19% of net revenue for the same period of fiscal year 2016.

The decrease in both the three and six months ended March 31, 2017 compared to the same period of fiscal year 2016 was primarily the result of reduced hardware sales, which is largely due to our strategic decision to exit the hardware business in order to leverage our cloud-based offering. As we continue to experience a favorable revenue shift in these product lines, we expect to continue to see overall improved margins.

### **Research and Development (“R&D”) Expenses**

Research and development expenses consist primarily of salaries and overhead expenses, non-cash stock based compensation expense, consultant fees, prototype development expenses and other costs associated with the design, development and testing of our products and enhancements of our converged telephone system software. We expense all research and development expenses as incurred and capitalize certain costs of product development when the projects under development reach technological feasibility for software to be sold, and capitalize certain costs as incurred for internal-use software developed as a service.

For the second quarter of fiscal year 2017, research and development expenses were \$721,000, or 35% of net revenue, compared to \$678,000, or 31% of net revenue for the second quarter of fiscal year 2016. For the six months ended March 31, 2017, research and development expenses were \$1.4 million, or 34% of net revenue, as compared to \$1.4 million, or 31% of net revenue for the same period of fiscal year 2016.

We have focused our research and development efforts on expanding the functionality and scalability of our products and enhancing their ease of use, as well as creating new product offerings. Over the long term, we expect our research and development expenses to increase in absolute dollars as we continue to invest in the development of new solutions and improve existing products and services; however, we expect those expenses to fluctuate as a percentage of our revenue in future periods based on fluctuations in our revenue and the timing of those expenses. In the near term, we continue to focus on expense control and we anticipate that our level of R&D expenses will be variable quarter-to-quarter as we increase headcount to further strengthen and enhance our software products.

### **Sales and Marketing Expenses**

Sales and marketing expenses consist primarily of salaries and overhead expenses, commissions and non-cash stock based compensation expense for our employees engaged in sales, sales support, marketing, business development, and customer support functions, as well as costs related to marketing, promotional and co-operative activities.

For the second quarter of fiscal year 2017, sales and marketing expenses were \$525,000, or 26% of net revenue, compared to \$580,000, or 27% of net revenue for the second quarter of fiscal year 2016. For the six months ended March 31, 2017, sales and marketing expenses were \$1.0 million, or 25% of net revenue, as compared to \$1.1 million, or 26% of net revenue for the same period of fiscal year 2016. The decrease for both the three and six month periods was primarily attributable to a decrease in non-cash stock based compensation expense of \$17,000 and \$42,000, respectively.

To the extent we achieve higher sales levels, we expect sales and marketing expenses to increase in the future periods over the long term due to increased staffing levels as well as increased commission expense. We also anticipate that sales and marketing expenses will remain relatively flat in the short term due in part to our continued emphasis on expense control.

### General and Administrative Expenses

General and administrative expenses consist of salaries and overhead expenses, non-cash stock based compensation expense and related expenses for our executive, finance and administrative personnel, facilities and allowance for doubtful accounts. In addition, general and administrative expenses include legal, accounting services and general corporate expenses.

For the second quarter of fiscal year 2017, general and administrative expenses were \$473,000, or 23% of net revenue, compared to \$466,000, or 22% of net revenue for the second quarter of fiscal year 2016. For the six months ended March 31, 2017, general and administrative expenses were \$1.0 million, or 24% of net revenue, as compared to \$994,000, or 23% of net revenue for the same period of fiscal year 2016.

We expect general and administrative expenses will remain relatively flat in the foreseeable future due in part to our continued emphasis on expense control.

### Interest and Other (Expense) Income, Net

Interest expense consists primarily of interest charged on the outstanding borrowing of our revolving line of credit. Interest income relates to amounts earned on our cash and cash equivalents. The Company recorded \$4,000 as interest expense and \$2,000 as interest income in the second quarter of fiscal year 2017, compared to \$3,000 of interest expense and \$1,000 of interest income in the second quarter of fiscal year 2016. For the six months ended March 31, 2017, the company recorded \$7,000 as interest expense and \$3,000 as interest income, compared to \$6,000 of interest expense and \$2,000 of interest income during the same periods in fiscal year 2016.

### Liquidity and Capital Resources

Since inception, we have financed our operations primarily through the sale of equity securities and cash flows from operations. As of March 31, 2017, total cash and cash equivalents represents approximately 88% of total current assets.

The following table shows the major components of our consolidated statements of cash flows for the stated periods (in thousands):

	Six Months Ended March 31,	
	2017	2016
Cash and cash equivalents, beginning of period.....	\$ 4,490	\$ 4,560
Cash (used in) provided by operating activities .....	(660)	428
Cash used in investing activities.....	—	(86)
Cash provided by financing activities .....	—	—
Cash and equivalents, end of period.....	<u>\$ 3,830</u>	<u>\$ 4,902</u>

### *Cash (Used in) Provided by Operating Activities*

During the six months ended March 31, 2017, cash used in operating activities of \$660,000 was a result of a decrease in operating assets and liabilities of \$782,000, non-cash adjustments of \$53,000, offset by net income of \$69,000. Non-cash items consist of depreciation and amortization and stock-based compensation expenses. The decrease in assets and liabilities was primarily attributable to a one-time litigation expense related to a civil lawsuit paid in the first quarter of fiscal year 2017. Please refer to Note 3, "Commitments and Contingencies" and Item 5, "Legal Proceedings" of this quarterly report.

During the six months ended March 31, 2016, cash provided by operating activities of \$428,000 was a result of an increase in operating assets and liabilities of \$68,000, non-cash adjustments of \$296,000, offset by net income of \$64,000. Non-cash items primarily consist of depreciation and amortization and stock-based compensation expenses.

### *Cash Used in Investing Activities*

Cash flows from investing activities primarily relate to capital expenditures related to technological equipment, software licenses and to a lesser degree, office equipment. During the first half of fiscal year 2016, we did not pursue any investing activities. Cash used in investing activities during the first half of fiscal year 2016 was \$86,000.

### *Cash Provided by Financing Activities*

We did not pursue any financing activities during the first half of fiscal year 2017 and 2016.

Based on our recent performance and current expectations, we believe our existing cash and cash equivalents, as well as cash expected to be generated from operating activities will adequately meet our working capital, capital expenditure needs and other liquidity requirements associated with our existing operations over the next 12 months.

Our cash needs depend on numerous factors, including market acceptance of and demand for our products, our ability to develop and introduce new products and enhancements to existing products, the prices at which we can sell our products, the resources we devote to developing, marketing, selling and supporting our products, the timing and expense associated with expanding our distribution channels, increases in manufacturing costs and the prices of the components we purchase, as well as other factors. If we are unable to raise additional capital or if sales from our new products or enhancements are lower than expected, we will be required to make additional reductions in operating expenses and capital expenditures to ensure that we will have adequate cash reserves to fund operations.

Additional financing, if required, may not be available on acceptable terms, or at all. If we cannot raise additional funds in the future if needed, on acceptable terms, we may not be able to further develop or enhance our products, take advantage of opportunities, or respond to competitive pressures or unanticipated requirements, which could seriously harm our business. Even if additional financing is available, we may be required to obtain the consent of our stockholders, which we may or may not be able to obtain. In addition, the issuance of equity or equity-related securities will dilute the ownership interest of our stockholders and the issuance of debt securities could increase the risk or perceived risk of investing in our securities.

We did not have any material commitments for capital expenditures as of March 31, 2017. We had total outstanding commitments on non-cancelable operating leases of approximately \$614,000 as of March 31, 2017. Lease terms on our existing operating leases are generally three years.

## Effects of Recently Issued Accounting Pronouncements

In May 2014, FASB issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers (Topic 606), which is a new standard on revenue recognition. The new standard contains principles that an entity will need to apply to determine the measurement of revenue and timing of when revenue is recognized. The underlying principle is to recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The standard has a five-step approach which includes identifying the contract or contracts, identifying the performance obligations, determining the transaction price, allocating the transaction price, and recognizing revenue. The standard also significantly expands the quantitative and qualitative disclosure requirements for revenue, which are intended to help users of financial statements understand the nature, amount, timing, and uncertainty of revenue and the related cash flows. ASU 2014-09 is effective for annual periods beginning after December 15, 2016. As required, the Company adopted ASU No. 2014-09 in December 2016 with no impact on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements—Going Concern (Sub Topic 205-40) – Uncertainties about an Entity’s Ability to Continue as a Going Concern. ASU 2014-15 clarifies principles and definitions that may be used by an organization’s management for disclosures that are currently made available in financial statement footnotes. Presently U.S. GAAP does not provide an organization’s management guidance regarding its responsibility to assess whether substantial doubt exists regarding the ability to continue as a going concern or to prepare related footnote disclosures. Instead, auditors are responsible for assessing an entity’s ability to continue as a going concern under AUC 570. ASU 2014-15 will move this responsibility to management. ASU 2014-15 will require management to evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as going concern from one year from the date the financial statements are issued. ASU 2014-15 is effective for annual periods ending after December 15, 2016. The Company adopted this new guidance with no impact on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which requires lessees to recognize a liability associated with obligations to make payments under the terms of the arrangement in addition to a right-of-use asset representing the lessee’s right to use, or control the use of the given asset assumed under the lease. The standard will be effective for nonpublic business entities for annual periods beginning after December 15, 2019. Early adoption is permitted. The Company is currently evaluating this new standard and the impact it will have on its financial statements and processes.

In November 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which has the primary purpose of reducing the diversity in practice that exists in the classification and presentation of changes in restricted cash on the statement of cash flows. This ASU will require amounts generally described as “restricted cash” or “restricted cash equivalents” to be presented with cash and cash equivalents when reconciling the beginning and ending amounts shown on the statement of cash flows. Companies are required to disclose how the statement of cash flows reconciles to the balance sheet if restricted cash is shown separate from cash and cash equivalents on the balance sheet. Companies must also disclose information about the nature of the restrictions on cash. The standard will be effective for nonpublic business entities beginning after December 15, 2018. Early adoption is permitted, and should be applied using a retrospective transition method to each period presented. The Company is currently evaluating this new standard and the impact it will have on its consolidated financial statements.

### Item 5. Legal Proceedings

On March 30, 2016, CTI Communications, LLC, a former reseller of the Company (“CTI”), filed a complaint against the Company, Affiliated Technology Solutions, LLC, a current reseller of the Company (“Affiliated”), James Jerome Cruz, a former CTI employee, and Thomas W. Welsh, a manager of Affiliated, in the United States District Court of Colorado, County of Larimer. The complaint alleges misappropriation of trade secrets and breach of contract, and CTI is seeking in a currently pending motion to amend the complaint to include civil conspiracy and tortious interference claims. On March 17, 2017, CTI filed an amended complaint adding certain members of management and executive officers as additional defendants. The amended complaint named the Company’s CEO, Jeremiah J. Fleming, Vice President of Sales, Michael Plumer and Regional Sales Manager, Matthew Nielson. The Company has responded to the amended complaint. Although the outcome of this matter is not determinable as of the date of this report, we believe CTI’s claims are without merit and we intend to vigorously defend ourselves. The Company has determined that this liability is neither probable nor estimable at this time and therefore we have not recorded an accrual with respect to this litigation as of March 31, 2017.

On April 3, 2015, Gilbert Hu, a former member of our Board of Directors, filed a civil lawsuit against the Company in the Superior Court of California, County of Santa Clara. The lawsuit alleges (i) unpaid wages, (ii) breach of employment contract, (iii) breach of agreement, (iv) indemnity and violation of labor code section 2802, (v) conversion, (vi) fraud and (vii) intentional interference with prospective economic advantages. Mr. Hu seeks damages for unpaid wages, along with unspecified damages and attorneys’ fees as permitted by law. In July 2015, both parties formally entered into arbitration. The arbitration was conducted

under the rules of Judicial Arbitration & Mediation Services, Inc. (“JAMS”). Both sides presented evidence over two hearing days ending on April 27, 2016. On August 5, 2016, after a full evidentiary hearing, the arbitrator issued an interim award granting relief to Mr. Hu for compensation claims along with court costs and attorneys’ fees. The Company disagreed with the arbitrator’s findings and conclusion and on September 14, 2016, filed an opposition with respect to this interim award. On November 28, 2016, the arbitrator issued a Final Award in favor of Mr. Hu in the amount of approximately \$725,000, consisting of compensation claims plus legal interest and attorneys’ fees and costs. Pursuant to the final award, we recorded an accrual of \$568,000 in our financial statements in the fourth quarter of fiscal year 2016 and \$157,000 in the second quarter of fiscal year 2014. The Company paid the full award in the first quarter of fiscal year 2017.

From time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. Litigation can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of a particular lawsuit or proceeding could have a material adverse effect on our results of operations, financial position or cash flows. Except as noted above, the Company is not a party to any material legal proceedings nor is the Company aware of any pending or threatened litigation that, in its opinion, would have a material adverse effect on its business or its financial position, results of operations or cash flows should such litigation be resolved unfavorably.

**Item 6. Defaults upon Senior Securities.**

None.

**Item 7. Other Information.**

On November 8, 2016, Philip M. McDermott, the Company’s Chief Financial Officer, Secretary and Director, notified the Company of his decision to retire after 18 years of service. His retirement will be effective June 1, 2017. Mr. McDermott will continue to serve on the Board of the Company as a director. AltiGen’s Chief Executive Officer, Jeremiah J. Fleming will oversee all financial matters until a permanent successor is appointed.

**Item 8. Exhibits.**

The following is a list of all contracts which the Corporation is a party to, and which currently can reasonably be regarded as material to a security holder of the Corporation as of the date of this Quarterly Report:

- Amended Line of Credit Agreement, dated as of September 1, 2016, between Wells Fargo Bank and the Company.
- Lease Agreement for 679 River Oaks Parkway, San Jose, California, dated as of December 31, 2013, between Montague Ridge LLC and the Company.
- Amended and Restated Certificate of Incorporation of the Company.
- Second Amended and Restated Bylaws of the Company.
- Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Company.
- Preferred Stock Rights Agreement, dated as of April 21, 2009, between the Company and Computershare Trust Company, N.A., including the Certificate of Designation, the form of Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B and C, respectively.
- Amended and Restated Executive Employment Agreement by and between Philip McDermott and the Company, dated as of March 6, 2009.
- Executive Employment Agreement by and between Jeremiah J. Fleming and the Company, dated as of December 18, 2007.
- OEM Agreement between AltiSys Communications and the Company, dated as of January 18, 1999.
- Distribution Agreement between Synnex Information Technologies, Inc. and the Company, dated as of December 22, 1999.
- Reseller Agreement between Fiserv Solutions, Inc. and the Company, dated as of August 28, 2009.

Copies of these agreements will be available for inspection at the office of the Corporation located at 679 River Oaks Parkway, San Jose, California 95134, during ordinary business hours.



**Item 9. Certifications.**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Jeremiah J. Fleming, certify that:

1. I have reviewed this quarterly disclosure statement of AltiGen Communications, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 23, 2017

BY: /s/ Jeremiah J. Fleming  
Jeremiah J. Fleming  
Chairman of the Board, President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Philip McDermott, certify that:

1. I have reviewed this quarterly disclosure statement of AltiGen Communications, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 23, 2017

BY: /s/ Philip M. McDermott  
Philip M. McDermott  
Chief Financial Officer and Director