

QUALSTAR CORP  
Form 10-Q  
August 11, 2016

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-Q**

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

**For the Quarterly Period June 30, 2016**

**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 000-30083**

**QUALSTAR CORPORATION**

**CALIFORNIA**                    **95-3927330**  
(State of incorporation)      (I.R.S.  
Employer  
Identification  
No.)

**130 West Cochran Street, Unit C, Simi Valley, CA 93065**

**(805) 583-7744**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its website, 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    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 definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

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

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

Total shares of common stock without par value outstanding at August 2, 2016 are 2,042,020.



**QUALSTAR CORPORATION**

**FORM 10-Q**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2016**

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**PART I — FINANCIAL INFORMATION****ITEM 1. Financial Statements****QUALSTAR CORPORATION AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands)**

|   | <b>June 30,<br/>2016<br/>(Unaudited)</b> | <b>December<br/>31,<br/>2015<br/>(Audited)</b> |
|---|--|--|
| <b>Assets</b>                               |  |  |
| Current assets:                             |  |  |
| Cash and cash equivalents                   | \$ 3,504                                 | \$ 3,963                                       |
| Accounts receivables net                    | 1,668                                    | 1,630  |
| Inventories, net                            | 1,877                                    | 2,444  |
| Prepaid expenses and other current assets   | 132                                      | 219  |
| Total current assets                        | 7,181                                    | 8,256  |
| Non-current assets:                         |  |  |
| Property and equipment, net                 | 365                                      | 446  |
| Other assets                                | 56                                       | 25   |
| Total assets                                | \$ 7,602                                 | \$ 8,727                                       |
| <b>Liabilities and Shareholders' Equity</b> |  |  |
| Current liabilities:                        |  |  |
| Accounts payable                            | \$ 646                                   | \$ 756   |
| Accrued payroll and related liabilities     | 222                                      | 332  |
| Deferred service revenue, short term        | 866                                      | 994  |
| Other accrued liabilities                   | 409                                      | 467  |
| Total current liabilities                   | 2,143                                    | 2,549  |
| Long term liabilities:                      |  |  |
| Other long term liabilities                 | 63                                       | 27   |

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|   |           |           |
|---|-----------|-----------|
| Deferred service revenue  | 97        | 104       |
| Total long term liabilities   | 160       | 131       |
| Total liabilities   | 2,303     | 2,680     |
| Commitments and contingencies (Notes 7 and 8)   |           |           |
| Shareholders' equity:   |           |           |
| Preferred stock, no par value; 5,000 shares authorized; no shares issued  | —         | —         |
| Common stock, no par value; 50,000 shares authorized, 2,042 shares issued and outstanding as of June 30, 2016 and December 31, 2015 | 19,063    | 19,061    |
| Accumulated deficit   | (13,764 ) | (13,014 ) |
| Total shareholders' equity  | 5,299     | 6,047     |
| Total liabilities and shareholders' equity  | \$ 7,602  | \$ 8,727  |

**See notes to condensed consolidated financial statements.**

**QUALSTAR CORPORATION AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)****(In thousands, except per share data)**

|   | <b>Three Months<br/>Ended</b> |             | <b>Six Months<br/>Ended</b> |             |
|---|-------------------------------|-------------|-----------------------------|-------------|
|   | <b>June 30,</b>               |             | <b>June 30,</b>             |             |
|   | <b>2016</b>                   | <b>2015</b> | <b>2016</b>                 | <b>2015</b> |
| Net revenues                                | \$2,370                       | \$3,249     | \$4,520                     | \$6,054     |
| Cost of goods sold                          | 1,596                         | 2,120       | 3,097                       | 4,008       |
| Gross profit                                | 774                           | 1,129       | 1,423                       | 2,046       |
| Operating expenses:                         |                               |             |                             |             |
| Engineering                                 | 223                           | 352         | 618                         | 666         |
| Sales and marketing                         | 357                           | 529         | 657                         | 981         |
| General and administrative                  | 519                           | 502         | 888                         | 1,110       |
| Total operating expenses                    | 1,099                         | 1,383       | 2,163                       | 2,757       |
| Loss from operations                        | (325 )                        | (254 )      | (740 )                      | (711 )      |
| Other income                                | (11 )                         | -           | (10 )                       | (30 )       |
| Loss before income taxes                    | (336 )                        | (254 )      | (750 )                      | (741 )      |
| Provision for income taxes                  | -                             | -           | -                           | -           |
| Net loss                                    | \$(336 )                      | \$(254 )    | \$(750 )                    | \$(741 )    |
| Loss per common share:                      |                               |             |                             |             |
| Basic and diluted                           | \$(0.16 )                     | \$(0.12 )   | \$(0.37 )                   | \$(0.36 )   |
| Weighted average common shares outstanding: |                               |             |                             |             |
| Basic and diluted                           | 2,042                         | 2,042       | 2,042                       | 2,042       |

**See notes to condensed consolidated financial statements.**



**QUALSTAR CORPORATION AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(In thousands)**

|   | <b>Six Months<br/>Ended</b> |                 |
|---|-----------------------------|-----------------|
|   | <b>June 30,</b>             |                 |
|   | <b>2016</b>                 | <b>2015</b>     |
| <b>Cash flows from operating activities:</b>                                |                             |                 |
| Net loss  | \$(750 )                    | \$(741 )        |
| Adjustments to reconcile net loss to net cash used in operating activities: |                             |                 |
| Depreciation and amortization   | 93                          | 116             |
| Loss on disposal of assets  | 15                          | 52              |
| Provision for inventory obsolescence  | 339                         | 440             |
| Provision for (recovery of) bad debts and returns                           | (23 )                       | (58 )           |
| Share based compensation  | 2                           | 40              |
| Loss on sale of marketable securities                                       | —                           | 3               |
| Changes in operating assets and liabilities:                                |                             |                 |
| Accounts receivable   | (15 )                       | 362             |
| Inventories   | 228                         | (319 )          |
| Prepaid expenses and other current assets                                   | 56                          | 213             |
| Accounts payable  | (110 )                      | (349 )          |
| Accrued payroll and related liabilities                                     | (110 )                      | 48              |
| Deferred service revenue  | (135 )                      | (156 )          |
| Other accrued liabilities   | (22 )                       | (116 )          |
| Total adjustments   | 318                         | 276             |
| Net cash used in operating activities                                       | \$(432 )                    | \$(465 )        |
| <b>Cash flows from investing activities:</b>                                |                             |                 |
| Proceeds from sale of assets  | —                           | 62              |
| Purchases of equipment  | (27 )                       | (143 )          |
| Net cash used in investing activities                                       | \$(27 )                     | \$(81 )         |
| <b>Net decrease in cash and cash equivalents</b>                            | <b>\$(459 )</b>             | <b>\$(546 )</b> |
| <b>Cash and cash equivalents at beginning of period</b>                     | <b>\$3,963</b>              | <b>\$5,242</b>  |
| <b>Cash and cash equivalents at end of period</b>                           | <b>\$3,504</b>              | <b>\$4,696</b>  |

**Supplemental cash flow disclosures:**

|                   |     |     |
|-------------------|-----|-----|
| Income taxes paid | \$8 | \$— |
|-------------------|-----|-----|

**See notes to condensed consolidated financial statements.**

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**QUALSTAR CORPORATION AND SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

In the opinion of management, the accompanying unaudited condensed consolidated financial statements, including balance sheets and related interim statements of operations and cash flows, include all adjustments, consisting primarily of normal recurring items, which are necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Preparing condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Examples include estimates of loss contingencies, product life cycles and inventory obsolescence, bad debts, sales returns, share-based compensation, forfeiture rates, the potential outcome of future tax consequences of events that have been recognized in our financial statements or tax returns, and determining when investment impairments are other-than-temporary. Actual results and outcomes may differ from management’s estimates and assumptions.

The condensed consolidated financial statements include our accounts and the accounts of our wholly-owned subsidiary in Singapore. All significant intercompany accounts and transactions have been eliminated in consolidation.

Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with information included in the Qualstar Corporation Annual Report on Form 10-KT for the transition year ended December 31, 2015, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 30, 2016.

### ***Revenue Recognition***

We recognize revenue in accordance with Accounting Standards Codification (“ASC”) 605, “Revenue Recognition,” when there is persuasive evidence that an arrangement exists, title and risk of loss have passed, delivery has occurred or the services have been rendered, the sales price is fixed or determinable and collection of the related receivable is reasonably assured. Title and risk of loss generally pass to our customers upon shipment. In limited circumstances where either title or risk of loss pass upon destination or acceptance or when collection is not reasonably assured, we defer revenue recognition until such events occur.

Service contracts are sold by Qualstar to customers for a period of time to provide product support after the warranty expires. The service contracts allow customers to call Qualstar for technical support, replace defective parts and to have onsite service provided by Qualstar’s third party contract service provider. The Company records revenues for contract services at the amount of the service contract, but such amount is deferred at the beginning of the service term and amortized ratably over the life of the contract.

Deferred service revenue is shown separately in the condensed consolidated balance sheets as current and long term. At June 30, 2016, we had deferred service revenue of approximately \$963,000. At December 31, 2015, we had deferred service revenue of approximately \$1,098,000.

### ***Fair Value of Financial Instruments***

We measure fair value on all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the condensed consolidated financial statements on a recurring basis (at least quarterly). See “Note 5 – Fair Value Measurements.”

## **QUALSTAR CORPORATION AND SUBSIDIARY**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

#### *Allowance for Doubtful Accounts*

We estimate our allowance for doubtful accounts based on an assessment of the collectability of specific accounts and the overall condition of accounts receivable. In evaluating the adequacy of the allowance for doubtful accounts, specific trade receivables, historical bad debts, customer credits, customer credit-worthiness and changes in customers' payment terms and patterns are analyzed. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make additional payments, then additional allowances may be needed. Likewise, if it is determined that more of our receivables may be realized in the future than previously estimated, we would adjust the allowance to increase income in the period of this determination.

#### *Inventory Valuation*

We record inventories at the lower of cost (first-in, first-out basis) or market value. We assess the value of our inventories periodically based upon numerous factors including expected product or material demand, current market conditions, technological obsolescence, current cost and net realizable value. If necessary, we write down our inventory for estimated obsolescence, potential shrinkage, or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If technology changes more rapidly than expected, or market conditions become less favorable than those projected by management, additional inventory write-downs may be required.

#### *Warranty Obligations*

We provide for the estimated cost of product warranties at the time the related revenue is recognized. We engage in extensive product quality programs and processes, including active monitoring and evaluation of product failure rates, material usage and estimation of service delivery costs incurred in correcting a product failure. However, should actual product failure rates, material usage, or service delivery costs differ from our estimates, then revisions to the

estimated warranty liability would be required. Historically, our warranty costs have not been significant.

### *Legal and Other Contingencies*

The outcomes of legal proceedings and claims brought against us are subject to significant uncertainty. An estimated loss from a loss contingency such as a legal proceeding or claim is accrued by a charge to income if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. When legal costs that the entity expects to incur in defending itself in connection with a loss contingency accrual are expected to be material, the loss should factor in all costs and, if the legal costs are reasonably estimable, they should be accrued in accordance with ASC 450, regardless of whether a liability can be estimated for the contingency itself. Disclosure of a contingency is required if there is at least a reasonable possibility that a loss has been incurred. Changes in these factors could materially impact our condensed consolidated financial statements.

### *Reclassifications*

Certain prior period amounts have been reclassified to conform to the current period presentation, with no changes to previously reported stockholders equity or net loss.

## QUALSTAR CORPORATION AND SUBSIDIARY

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

#### *Share-Based Compensation*

Share-based compensation is accounted for in accordance with ASC 718, "Compensation – Stock Compensation." The Black-Scholes option-pricing model is used to determine fair value of the award at the date of grant and recognize compensation expense over the vesting period. The inputs for the model require the use of judgment, estimates and assumptions regarding the expected volatility of the stock, the expected term the average employee will hold the option prior to the date of exercise, expected future dividends, and the amount of share-based awards that are expected to be forfeited. Changes in these inputs and assumptions could occur and actual results could differ from these estimates, and our results of operations could be impacted.

#### *Accounting for Income Taxes*

We estimate our tax liabilities based on current tax laws in the statutory jurisdictions in which we operate in accordance with ASC 740, "Income Taxes." These estimates include judgments about deferred tax assets and liabilities resulting from temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes, as well as about the realization of deferred tax assets. We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures.

We maintain a valuation allowance to reduce our deferred tax assets due to the uncertainty surrounding the timing of realizing the benefits of net deferred tax assets in future years. We have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for such a valuation allowance. In the event we were to determine that we would be able to realize all or part of our net deferred tax asset in the future, the valuation allowance would be decreased accordingly.

We may periodically undergo examinations by the federal and state regulatory authorities and the Internal Revenue Service. We may be assessed additional taxes and/or penalties contingent on the outcome of these examinations. Our previous examinations have not resulted in any unfavorable or significant assessments.

## **NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS**

### ***Recently adopted accounting guidance***

In January 2015, the FASB issued ASU 2015-01 to eliminate the concept of extraordinary and unusual items, simplifying the income statement presentation. The standard was effective for fiscal and interim periods within those fiscal years, beginning after December 15, 2015. Adoption of this new guidance did not impact our condensed consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02 to change the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The standard was effective for fiscal and interim periods within those fiscal years, beginning after December 15, 2015. Adoption of this new guidance did not impact our condensed consolidated financial statements.



**QUALSTAR CORPORATION AND SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

In April 2015, the FASB issued ASU 2015-03 to reduce complexity in the balance sheet presentation of debt issuance costs, discounts and premiums. The standard was effective for fiscal and interim periods within those fiscal years, beginning after December 15, 2015. Adoption of this new guidance did not impact our condensed consolidated financial statements.

In June 2015, the FASB issued ASU 2015-10 to cover a wide range of topics in the codification and are generally categorized as follows: amendments related to differences between original guidance and the codification; guidance clarification and reference corrections; and minor improvements. The standard was effective for fiscal and interim periods within those fiscal years, beginning after December 15, 2015. Adoption of this new guidance did not impact our condensed consolidated financial statements.

***Recent accounting guidance not yet adopted***

In May 2014, the FASB issued ASU 2014-09 to clarify the principles for recognizing revenue and to develop a common revenue standard for U.S. GAAP and IFRS that will remove inconsistencies and weaknesses in revenue requirements, provide a more robust framework for addressing revenue issues, improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets, provide more useful information to users of financial statements through improved disclosure requirements, and simplify the preparation of financial statements by reducing the number of requirements to which an entity must refer. In August 2015, the FASB issued ASU 2015-14 as an update of ASU 2014-09. The purpose is to allow more time to implement the guidance in Update 2014-09. This Update defers the effective date of Update 2014-09 to annual reporting periods beginning after December 15, 2017. The Company is still evaluating the impact on the condensed consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12 to resolve the diverse accounting treatment of share-based payment awards that require specific performance targets to be achieved in order for employees to become eligible to vest in the awards. The new guidance will be effective for us beginning after December 15, 2017, and is not expected to impact our condensed consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15. This standard sets forth management's responsibility to evaluate, each reporting period, whether there is substantial doubt about our ability to continue as a going concern, and if so, to provide related footnote disclosures. The standard is effective for annual reporting periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. We are currently evaluating this new standard and after adoption, we will incorporate this guidance in our assessment of going concern. This new standard is not expected to impact our condensed consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11 to simplify the measurement of inventory. The objective is to identify, evaluate, and improve areas of GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The standard is effective for fiscal years beginning after December 15, 2016, and is not expected to impact our condensed consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. For related party leases, the basis will be the legally enforceable terms and conditions of the arrangement. This standard is effective for fiscal years beginning after December 15, 2018. The Company is evaluating the impact it may have on its condensed consolidated financial statements.

**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)****NOTE 3 – SIGNIFICANT CUSTOMERS, CONCENTRATION OF CREDIT RISK, AND GEOGRAPHIC INFORMATION**

We are exposed to interest rate risks. Our investment income is sensitive to changes in the general level of U.S. interest rates. We have no outstanding debt nor do we utilize auction rate securities or derivative financial instruments in our investment portfolio. Cash and other investments may be in excess of FDIC insurance limits.

Our financial results could be affected by changes in foreign currency exchange rates or weak economic conditions in foreign markets. As all sales are currently made in U.S. dollars, a strengthening of the dollar could make our products less competitive in foreign markets.

|  | <b>Three Months Ended</b> |          |                    |          | <b>Six Months Ended</b> |          |                    |          |
|--|---------------------------|----------|--------------------|----------|-------------------------|----------|--------------------|----------|
|  | <b>June 30,</b>           |          | <b>2015</b>        |          | <b>June 30,</b>         |          | <b>2015</b>        |          |
|  | <b>(unaudited)</b>        |          | <b>(unaudited)</b> |          | <b>(unaudited)</b>      |          | <b>(unaudited)</b> |          |
| <b>Revenue – geographic activity (in thousands):</b> | <b>\$</b>                 | <b>%</b> | <b>\$</b>          | <b>%</b> | <b>\$</b>               | <b>%</b> | <b>\$</b>          | <b>%</b> |
| North America  | \$ 1,207                  | 50.9 %   | \$ 1,369           | 42.1 %   | \$ 2,458                | 54.4 %   | \$ 2,595           | 42.9 %   |
| Europe   | 473                       | 20.0 %   | 622                | 19.2 %   | 961                     | 21.3 %   | 1,106              | 18.3 %   |
| Asia Pacific   | 636                       | 26.8 %   | 1,082              | 33.3 %   | 1,038                   | 23.0 %   | 2,018              | 33.3 %   |
| Other  | 54                        | 2.3 %    | 176                | 5.4 %    | 63                      | 1.3 %    | 335                | 5.5 %    |
|  | \$ 2,370                  | 100.0 %  | \$ 3,249           | 100.0 %  | \$ 4,520                | 100.0 %  | \$ 6,054           | 100.0 %  |

Two customers accounted for 10.4% and 10.0% of the Company's net revenue for the three month period ended June 30, 2016. These customer accounts receivable balances totaled 21.3% and 7.5%, respectively, of net accounts receivable as of June 30, 2016. One customer accounted for 10.3% of the Company's net revenue for the three month period ended June 30, 2015. The customer's accounts receivable balances totaled 10.0% of net accounts receivable as of June 30, 2015.

One customer accounted for 12.4% of the Company's net revenue for the six month period ended June 30, 2016. The customer's accounts receivable balance totaled 7.5%, of net accounts receivable as of June 30, 2016. Two customers accounted for 11.8% and 11.5% of the Company's net revenue for the six month period ended June 30, 2015. The customer's accounts receivable balances totaled 10.0% and 16.7%, respectively, of net accounts receivable as of June 30, 2015.

**NOTE 4 – NET LOSS PER SHARE**

Basic net loss per share has been computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share has been computed by dividing net loss by the weighted average common shares outstanding plus dilutive securities or other contracts to issue common stock as if these securities were exercised or converted to common stock.

**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

The following table sets forth the computation of basic and diluted net loss per share for the periods indicated, in thousands, except per share amounts. All share and per share amounts in the table below have been adjusted to reflect the 1-for-6 reverse split of our issued and outstanding common stock on June 14, 2016, retroactively:

|  | Three Months<br>Ended |           | Six Months<br>Ended  |           |
|--|-----------------------|-----------|----------------------|-----------|
|  | June 30,<br>2016      | 2015      | December 31,<br>2016 | 2015      |
| In thousands (except per share amounts):                     |                       |           |                      |           |
| Net loss (a)   | \$(336 )              | \$(254 )  | \$(750 )             | \$(741 )  |
| Weighted average outstanding shares of common stock (b)      | 2,042                 | 2,042     | 2,042                | 2,042     |
| Dilutive potential common shares from employee stock options | —                     | —         | —                    | —         |
| Common stock and common stock equivalents (c)                | 2,042                 | 2,042     | 2,042                | 2,042     |
| Loss per share:  |                       |           |                      |           |
| Basic net loss per share (a)/(b)                             | \$(0.16 )             | \$(0.12 ) | \$(0.37 )            | \$(0.36 ) |
| Diluted net loss per share (a)/(c)                           | \$(0.16 )             | \$(0.12 ) | \$(0.37 )            | \$(0.36 ) |

**NOTE 5 – FAIR VALUE MEASUREMENTS**

Our financial assets and liabilities are measured and recorded at fair value on a recurring basis. Our money market funds are included in cash and cash equivalents in our condensed consolidated balance sheets and are valued using quoted market prices at the respective balance sheet dates (in thousands):

|                                 | June 30,<br>2016 | December<br>31,<br>2015 |
|---------------------------------|------------------|-------------------------|
| <b>Level 1:</b>                 |                  |                         |
|                                 | (unaudited)      |                         |
| Cash                            | \$ 666           | \$ 928                  |
| Money Market Funds              | 2,838            | 3,035                   |
| Total cash and cash equivalents | \$ 3,504         | \$ 3,963                |

**NOTE 6 - BALANCE SHEET DETAILS**

The following tables provide details of selected balance sheet accounts (in thousands):

**Inventories**

Inventories are stated at the lower of cost (first-in, first-out basis) or market. Inventories are comprised as follows (in thousands):

|                       | <b>June 30,</b>    | <b>December</b> |
|-----------------------|--------------------|-----------------|
|                       | <b>2016</b>        | <b>31,</b>      |
|                       | <b>(unaudited)</b> | <b>2015</b>     |
| Raw materials         | \$ 336             | \$ 263          |
| Finished goods        | 1,541              | 2,181           |
| Net inventory balance | \$ 1,877           | \$ 2,444        |

**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)****Other Accrued Liabilities**

The components of other liabilities are as follows (in thousands):

|                                 | <b>June 30,</b>    | <b>December</b> |
|---------------------------------|--------------------|-----------------|
|                                 | <b>2016</b>        | <b>31,</b>      |
|                                 | <b>(unaudited)</b> | <b>2015</b>     |
| Accrued commissions             | \$ 29              | \$ 37           |
| Accrued audit fees              | -                  | 149             |
| Deferred rent                   | 40                 | 42              |
| Accrued warranty                | 224                | 187             |
| Accrued legal                   | 75                 | -               |
| Other accrued liabilities       | 41                 | 52              |
| Total other accrued liabilities | \$ 409             | \$ 467          |

**NOTE 7 –CONTINGENCIES****Accrued Warranty**

We provide for the estimated costs of hardware warranties at the time the related revenue is recognized. We estimate the costs based on historical and projected product failure rates, historical and projected repair costs, and knowledge of specific product failures (if any). The specific hardware warranty terms and conditions for tape libraries generally include parts and labor over a three-year period. The warranty for power supplies is generally three years. We regularly re-evaluate our estimates to assess the adequacy of the recorded warranty liabilities and adjust the amounts as necessary.

Activity in the liability for product warranty, which is included in other accrued liabilities in the condensed consolidated balance sheets for the periods presented, is as follows (in thousands):

|                                 | <b>Six<br/>Months<br/>Ended<br/><br/>June 30,<br/>2016</b> | <b>Six<br/>Months<br/>Ended<br/><br/>December<br/>31, 2015</b> |
|---------------------------------|--|--|
|                                 | (unaudited)  |  |
| Beginning balance               | \$ 187   | \$ 154   |
| Cost of warranty claims         | (89 )  | (113 )   |
| Accruals for product warranties | 126  | 146  |
| Ending balance                  | \$ 224   | \$ 187   |

## NOTE 8 –COMMITMENTS

### Lease Agreements

Qualstar's lease agreement for its 15,160 square foot facility located in Simi Valley, California, expires on February 28, 2018. Rent on this facility is \$10,000 per month with a step-up of 3% annually. On July 1, 2015, Qualstar Corporation entered into a one year sublease agreement with Interlink Electronics, Inc. (Interlink). The sublease agreement is for 608 square feet of space in the Qualstar building located at 130 West Cochran Street, Unit C; Simi Valley, 93065. Qualstar will receive rent of \$1,000 per month which is equal to the base rent per square foot in the master lease, plus additional rent for common area services, utilities and other shared expenses. The space will be used for engineering and light manufacturing. As described in Note 14, Interlink is a related party.



**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

Qualstar also leases approximately 5,400 square feet of office space in Westlake Village, California. Our lease on this facility expires on January 31, 2020. Rent on this facility is \$10,000 per month, with a step-up of 3% annually. On March 21, 2016, we signed a sublease agreement for the Westlake Village facility. The tenant will pay Qualstar \$11,000 per month with a step-up of 3% annually.

Effective April 1, 2016, a two year lease was signed for 1,359 square feet for \$2,200 per month in Singapore, which expires on June 30, 2018.

The Company provides for rent expense on a straight-line basis over the lease terms.

Future minimum lease payments under these leases are as follows, in thousands, (unaudited):

| Years Ending December 31, | Minimum<br>Lease<br>Payment | Sublease<br>Revenue | Net                         |
|---------------------------|-----------------------------|---------------------|-----------------------------|
|                           |                             |                     | Minimum<br>Lease<br>Payment |
| 2016                      | \$ 272                      | \$ (91 )            | \$ 181                      |
| 2017                      | 288                         | (139 )              | 149                         |
| 2018                      | 161                         | (143 )              | 18                          |
| 2019                      | 134                         | (147 )              | (13 )                       |
| 2020                      | 11                          | (12 )               | (1 )                        |
| Total Commitment          | \$ 866                      | \$ (532 )           | \$ 334                      |

Net rent expense for the six months ended June 30, 2016 and 2015 was \$112,000 and \$180,000, respectively.

## **NOTE 9 –STOCK INCENTIVE PLANS AND SHARE-BASED COMPENSATION**

The Company recorded share-based compensation associated with outstanding stock options during the three and six months ended June 30, 2016 of approximately \$1,000 and \$2,000, respectively. For the three and six months ended June 30, 2015 the Company recorded share-based compensation associated with outstanding stock options and restricted stock options of \$20,000 and \$40,000, respectively. No income tax benefit was recognized in the condensed consolidated statements of operations for share-based arrangements in any period presented. At June 30, 2016, there was not any unrecognized compensation cost related to share-based compensation.

Effective on June 1, 2016, the Board of Directors approved the employment agreement for Steven N. Bronson, CEO, which cancelled the stock option grant dated October 8, 2014 of 100,000 shares.

### **Stock Options**

The Company did not grant any stock options during the three months ended June 30, 2016 and 2015.

### **Restricted Stock**

The fair value of our restricted stock is the intrinsic value as of the grant date. There were no restricted stock awards granted in the three months ended June 30, 2016 and 2015. The unvested restricted stock of 100,000 shares granted to the former President of the Company, on April 1, 2014, were forfeited upon the termination of his employment on December 31, 2015.

## **QUALSTAR CORPORATION AND SUBSIDIARY**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

#### **NOTE 10 - STOCKHOLDERS' EQUITY**

On June 14, 2016, upon receiving approval from the majority of the Company's shareholders at the 2016 Annual Meeting, the Company filed with the Secretary of State of the State of California a Certificate of Amendment of Restated Articles of Incorporation to implement a one-for-six reverse stock split (the "Reverse Split") of all outstanding shares of common stock, effective as of the close of business on June 14, 2016. Upon the effectiveness of the Reverse Split, each six shares of common stock issued and outstanding immediately prior to the effective time automatically were combined, reclassified and converted into one fully paid and nonassessable share of common stock, subject to the treatment of fractional share interests, determined at the beneficial owner level. Shareholders who otherwise would have been entitled to receive fractional shares as a result of the reverse split instead received a cash payment in lieu thereof equal to the fraction to which such shareholder otherwise would have been entitled multiplied by \$2.52, which represents the last sale price of the common stock as reported on The Nasdaq Capital Market (as adjusted to reflect the reverse split) on June 13, 2016, the last trading day preceding the effective date of the reverse split. In addition, the aggregate number of equity-based awards that remain available to be granted under the Company's equity incentive plans and other benefit plans will be reduced proportionately to reflect the reverse split, and all outstanding options, warrants, notes, debentures and other securities convertible into Common Stock will be adjusted as a result of the reverse split, as required by the terms of these securities.

The reverse split decreased the number of outstanding shares of common stock from 12,253,117 to approximately 2,042,020. The Company's authorized number of shares of common stock remains 50,000,000 and the authorized number of shares of preferred stock of the Company remains 5,000,000.

#### **NOTE 11 – LEGAL PROCEEDINGS**

The Company is also subject to a variety of claims and legal proceedings that arise from time to time in the ordinary course of our business. Although management currently believes that resolving claims against us, individually or in the aggregate, will not have a material adverse impact on our condensed consolidated financial statements, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. We accrue loss contingencies in connection with our commitments and contingencies, including litigation, when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. As of June 30, 2016 we had accrued aggregate current liabilities of \$89,000 in probable fees and costs related to these legal matters.

## NOTE 12 – INCOME TAXES

We did not record a provision or benefit for income taxes for the three months ended June 30, 2016 and 2015. The Company has recorded a full valuation allowance against its net deferred tax assets based on the Company's assessment regarding the realizability of these net deferred tax assets in future periods.

## NOTE 13 – SEGMENT INFORMATION

In its operation of the business, management reviews certain financial information, including segmented internal profit and loss statements prepared on a basis consistent with U.S. GAAP. Our two segments are Power Supplies and Data Storage. The two segments discussed in this analysis are presented in the way we internally manage and monitor performance for the three months ended June 30, 2016 and 2015. Allocations for internal resources were made for the three months ended June 30, 2016 and 2015. The power supplies segment tracks certain assets separately, and all others are recorded in the storage segment for internal reporting presentations. The types of products and services provided by each segment are summarized below:

**Power Supplies** — The Company designs and markets high-efficiency switching power supplies. We utilize contract manufacturers in Asia to produce the power supply products. These power supplies are used to convert AC line voltage to DC voltages, or DC voltages to other DC voltages for use in a wide variety of electronic equipment such as communications equipment, industrial machine tools, wireless systems, as well as medical and gaming devices. We sell our products globally through authorized resellers and directly to original equipment manufacturers (“OEMs”).

**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

**Storage** — The data storage segment designs, develops and markets computer storage solutions that enable businesses to deal with the tremendous growth of digital data in a cost-effective manner. For more than 30 years, Qualstar engineering innovations and customer-oriented focus has led to products that solved our customers' needs for simplicity, ease-of-use, and affordable solutions. Our growing number of partners and resellers world-wide cover not only the traditional market sectors, such as medical, government, and education, but also Cloud infrastructure and internet storage providers. Our main product lines address long-term archive, backup, and recovery of electronic data. These products consist of networked tape libraries that store and move high-density tape cartridges and high-speed tape drives that stream data to and from the tape cartridges. In addition, other product lines include bundled storage solutions that combine various hardware elements, such as processors, hard disks, and tape, integrated with choice software applications. These optimized solutions target specific data workflows, such as in the media and entertainment or the oil and gas sectors to provide mobility, ease-of-use, and the potential for an “all-in-one” storage deployment.

Segment revenue, loss before taxes and total assets were as follows (in thousands):

|                | <b>Three Months<br/>Ended</b> |             | <b>Six Months<br/>Ended</b> |             |
|----------------|-------------------------------|-------------|-----------------------------|-------------|
|                | <b>June 30,<br/>2016</b>      | <b>2015</b> | <b>June 30,<br/>2016</b>    | <b>2015</b> |
| <b>Revenue</b> |                               |             |                             |             |
| Power Supplies | \$ 1,255                      | \$ 1,797    | \$ 2,604                    | \$ 3,379    |
| Storage:       |                               |             |                             |             |
| Product        | 653                           | 935         | 981                         | 1,653       |
| Service        | 462                           | 517         | 935                         | 1,022       |
| Total storage  | \$ 1,115                      | \$ 1,452    | \$ 1,916                    | \$ 2,675    |
| Revenue        | \$ 2,370                      | \$ 3,249    | \$ 4,520                    | \$ 6,054    |

| <b>Three<br/>Months<br/>Ended</b> | <b>Six Months<br/>Ended</b> |
|-----------------------------------|-----------------------------|
|-----------------------------------|-----------------------------|

|                          | <b>June 30,</b> |             | <b>June 30,</b> |             |
|--------------------------|-----------------|-------------|-----------------|-------------|
|                          | <b>2016</b>     | <b>2015</b> | <b>2016</b>     | <b>2015</b> |
| <b>Loss before Taxes</b> |                 |             |                 |             |
| Power Supplies           | \$(333)         | \$(121)     | \$(458)         | \$(309)     |
| Storage                  | (3 )            | (133)       | (292)           | (432)       |
| Loss before taxes        | \$(336)         | \$(254)     | \$(750)         | \$(741)     |

**QUALSTAR CORPORATION AND SUBSIDIARY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)**

|                           | <b>June 30,</b>    | <b>December</b> |
|---------------------------|--------------------|-----------------|
|                           | <b>2016</b>        | <b>31,</b>      |
|                           | <b>(unaudited)</b> | <b>2015</b>     |
| <b>Total Assets</b>       |                    |                 |
| Cash and cash equivalents | \$ 3,504           | \$ 3,963        |
| Other assets:             |                    |                 |
| Power Supplies            | 1,582              | 2,092           |
| Storage                   | 2,516              | 2,672           |
| Total other assets        | \$ 4,098           | \$ 4,764        |
| Total assets              | \$ 7,602           | \$ 8,727        |

**NOTE 14 – RELATED PARTY TRANSACTIONS**

Steven N. Bronson is the Company's CEO and is also the President and CEO and a majority shareholder of Interlink Electronics, Inc. ("Interlink"). Interlink purchases certain administrative and marketing services from Qualstar. The total amount charged to Interlink for the three months ended June 30, 2016 and 2015 was \$9,000 and \$20,000, respectively. The total amount charged to Interlink for the six months ended June 30, 2016 and 2015 was \$20,000 and \$30,000, respectively. Interlink owed Qualstar \$3,000 and \$6,000 at June 30, 2016 and December 31, 2015, respectively.

The Company reimburses Interlink for expenses paid on the Company's behalf. Interlink occasionally pays travel, insurance and other expenses incurred by Qualstar. The Company reimbursed Interlink \$5,000 and \$1,000 for the three months ended June 30, 2016 and 2015, respectively. The Company reimbursed Interlink \$7,000 and \$11,000 for the six months ended June 30, 2016 and 2015, respectively. Qualstar owed Interlink \$1,000 and \$0 at June 30, 2016 and December 31, 2015, respectively.

On July 1, 2015, Qualstar Corporation entered into a one year sublease agreement with Interlink Electronics, Inc. The sublease agreement is for 608 square feet of space in the Qualstar building located at 130 West Cochran Street, Unit C; Simi Valley, California 93065. Qualstar will receive rent of \$1,000 per month which is equal to the base rent per square foot in the master lease, plus additional rent for common area services, utilities and other shared expenses. The space will be used for engineering and light manufacturing.

The Company entered into a license agreement, dated May 1, 2014 (the "License Agreement") with BKF Capital Group, Inc. ("BKF"). Pursuant to the License Agreement, commencing on May 1, 2014, BKF shall have a license to occupy and use one furnished office, telephone and other services, located at Qualstar's executive offices. Pursuant to the License Agreement, BKF shall pay to Qualstar a license fee \$1,200 per month. For the three months ended June 30, 2015, BKF paid \$2,400 to Qualstar as license fees. The License Agreement was no longer effective after the Company's move to the new facilities in February 2015. Steven N. Bronson, the Company's President and CEO, is also the Chairman, CEO and majority shareholder of BKF.

**NOTE 15 – SUBSEQUENT EVENTS**

None noted.



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

Statements in this Quarterly Report on Form 10-Q concerning the future business, operating results and financial condition of the Company including estimates, projections, statements relating to our business plans, objectives and operating results, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements inherently are subject to risks and uncertainties, some of which we cannot predict or quantify. Our actual results may differ materially from the results projected in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in Part II, Item 1A of this report and in our Annual Report on Form 10-KT for the transition year ended December 31, 2015 in "Item 1 Business," "Item 1A Risk Factors," and in "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements are generally identified by the use of forward-looking terminology such as "believes," "may," "expects," "intends," "estimates," "anticipates," "plans," "seeks," or "continues," or the negative thereof or thereon or similar terminology. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect the occurrence of events or circumstances in the future.

### ***OVERVIEW***

Qualstar Corporation and its Subsidiary ("Qualstar", the "Company", "we", "us" or "our") is a leading provider of high efficiency and high density power solutions marketed under the N2Power brand, and of data storage systems marketed under the Qualstar brand. The Company is organized into two strategic business units, power solutions and storage systems. Power solutions products include ultra-small high efficiency switching power supplies that provide unique power solutions to original equipment manufacturers for a wide range of markets: communications equipment, industrial machine tools, wireless systems, medical and gaming devices, as well as other market applications. Data storage system products include highly scalable automated magnetic tape libraries used to store, retrieve and manage electronic data primarily in the network computing environment and to provide solutions for organizations requiring backup, recovery and archival storage of critical electronic information.

The Company continues to focus on two key areas: controlling cash and on returning to profitability. The two key elements of both strategies are sales growth and cost reduction. In order to grow sales, the Company has expanded its product portfolio in both data storage and power supplies through internal development and private labeling. The efforts to reduce costs are evidenced in the decrease in operating expenses for the three months ended June 30, 2016 as compared to the three months ended June 30, 2015. This decrease is primarily due to the reduction in headcount and partially due to relocating the Company's headquarters. Headcount was reduced by 29% from June 30, 2016 compared to June 30, 2015. In February 2015, the Company relocated from a 56,845 square foot facility to a 20,560 square foot facility, reducing costs of approximately \$60,000 per quarter. To continue reducing costs, the Company is again moving to a smaller less costly footprint. On May 1, 2016, the Company subleased the office space in Westlake Village and consolidated all employees into the facility in Simi Valley, California.

While the Company explores strategic alternatives to benefit its shareholders, it continues to implement its established business plan from the prior years. The first component of the business plan is to establish worldwide partnerships with other power supply and data storage related companies that will increase our engineering capabilities to develop new products. The second component is to establish worldwide partnerships with other power supply and data storage companies, wherein we can “private label” and sell already established strategic products that fit within our portfolio of products. The third component is to use our footprint in Singapore to take advantage of the power supply engineering talent for sustaining and managing new product development. The location allows our engineers to be closer to our contract manufacturers for quality inspections and reviews.

On January 30, 2016, the Company introduced the “Q80<sup>M</sup>”, a 19-inch rackmount form-factor scalable 6U high LTO tape library system for small and medium sized businesses to its data storage product portfolio. The Q80 is designed to provide superior performance and value for back up, recovery and archiving applications. The Q80 offers outstanding storage capacity and data throughput in a system that can be expanded incrementally and cost-effectively. The addition of the Q80 to the Q-series, (Q1, Q24 and Q48) of tape libraries is an example of our expansion of our product portfolio.

## ***RECENT DEVELOPMENTS***

### **Reverse Split**

On June 14, 2016, upon receiving approval from the majority of the Company's shareholders at the 2016 Annual Meeting, the Company filed with the Secretary of State of the State of California a Certificate of Amendment of Restated Articles of Incorporation to implement a one-for-six reverse stock split (the "Reverse Split") of all outstanding shares of common stock, effective as of the close of business on June 14, 2016. Upon the effectiveness of the Reverse Split, each six shares of common stock issued and outstanding immediately prior to the effective time automatically were combined, reclassified and converted into one fully paid and non-assessable share of common stock, subject to the treatment of fractional share interests, determined at the beneficial owner level. Shareholders who otherwise would have been entitled to receive fractional shares as a result of the reverse split instead received a cash payment in lieu thereof equal to the fraction to which such shareholder otherwise would have been entitled multiplied by \$2.52, which represents the last sale price of the common stock as reported on The Nasdaq Capital Market (as adjusted to reflect the reverse split) on June 13, 2016, the last trading day preceding the effective date of the reverse split. In addition, the aggregate number of equity-based awards that remain available to be granted under the Company's equity incentive plans and other benefit plans will be reduced proportionately to reflect the reverse split, and all outstanding options, warrants, notes, debentures and other securities convertible into Common Stock will be adjusted as a result of the reverse split, as required by the terms of these securities.

The reverse split decreased the number of outstanding shares of common stock from 12,253,117 to approximately 2,042,020. The Company's authorized number of shares of common stock remains at 50,000,000 and authorized number of shares of preferred stock remains at 5,000,000.

The new CUSIP number for the Company's common stock following the reverse split is 74758R 208.

### **Nasdaq Compliance**

Our common stock is currently listed on The Nasdaq Capital Market. On December 29, 2015, we received written notice from the Listing Qualifications Department of the Nasdaq Stock Market notifying us that for the preceding 30 consecutive business days, our common stock did not maintain a minimum closing bid price of \$1.00 per share, as required by Nasdaq Listing Rule 5550(a)(2). The notification letter stated that in accordance with the Nasdaq Listing Rules, we would be provided 180 calendar days, or until June 27, 2016, to regain compliance with the minimum bid price requirement. On [June 30], 2016, we received written notice from Nasdaq notifying us that for the preceding 10 consecutive business days the closing bid price of the Company's common stock had been above \$1.00 per share. Accordingly, Nasdaq determined that the Company had regained compliance with Nasdaq Listing Rule 5550(a)(2).

We are now in compliance with all applicable requirements for continued listing on The Nasdaq Capital Market. However, we cannot assure that we will remain in compliance with all applicable requirements for continued listing on The Nasdaq Capital Market.

***CRITICAL ACCOUNTING POLICIES AND ESTIMATES***

We describe our significant accounting policies in Note 1, “Summary of Significant Accounting Policies” of the accompanying Notes to Condensed Consolidated Financial Statements.

**RESULTS OF OPERATIONS - (Unaudited)**

The following table is presented in thousands, except for percentages. The percentages in the table are based on net revenues.

|                            | Three Months Ended June 30, |          |          |         | Six Months Ended June 30, |          |          |          |
|----------------------------|-----------------------------|----------|----------|---------|---------------------------|----------|----------|----------|
|                            | 2016                        |          | 2015     |         | 2016                      |          | 2015     |          |
|                            | \$                          | %        | \$       | %       | \$                        | %        | \$       | %        |
| Power supply revenues      | \$1,255                     | 53.0 %   | \$1,797  | 55.3 %  | \$2,604                   | 57.6 %   | \$3,379  | 55.8 %   |
| Storage revenues           | 1,115                       | 47.0 %   | 1,452    | 44.7 %  | 1,916                     | 42.4 %   | 2,675    | 44.2 %   |
| Net revenues               | 2,370                       | 100.0%   | 3,249    | 100.0%  | 4,520                     | 100.0%   | 6,054    | 100.0%   |
| Cost of goods sold         | 1,596                       | 67.3 %   | 2,120    | 65.3 %  | 3,097                     | 68.5 %   | 4,008    | 66.2 %   |
| Gross profit               | 774                         | 32.7 %   | 1,129    | 34.7 %  | 1,423                     | 31.5 %   | 2,046    | 33.8 %   |
| Operating expenses:        |                             |          |          |         |                           |          |          |          |
| Engineering                | 223                         | 9.4 %    | 352      | 10.8 %  | 618                       | 13.7 %   | 666      | 11.0 %   |
| Sales and marketing        | 357                         | 15.1 %   | 529      | 16.3 %  | 657                       | 14.5 %   | 981      | 16.2 %   |
| General and administrative | 519                         | 21.9 %   | 502      | 15.5 %  | 888                       | 19.7 %   | 1,110    | 18.3 %   |
| Total operating expenses   | 1,099                       | 46.4 %   | 1,383    | 42.5 %  | 2,163                     | 47.9 %   | 2,757    | 45.5 %   |
| Loss from operations       | (325 )                      | (13.7 )% | (254 )   | (7.8 )% | (740 )                    | (16.4 )% | (711 )   | (11.7 )% |
| Other expense              | (11 )                       | (0.5 )%  | -        | - %     | (10 )                     | (0.2 )%  | (30 )    | (0.5 )%  |
| Net loss                   | \$(336 )                    | (14.2 )% | \$(254 ) | (7.8 )% | \$(750 )                  | (16.6 )% | \$(741 ) | (12.2 )% |

**Comparison of the Three Months Ended June 30, 2016 and 2015 (unaudited)****Change in Net Revenues:**

|                       | Three Months Ended June 30, |                  | 2015    | Change           |                  |
|-----------------------|-----------------------------|------------------|---------|------------------|------------------|
|                       | 2016                        |                  |         | Amount           | %                |
|                       | Amount                      | % of net revenue | Amount  | % of net revenue |                  |
| Power supply revenues | \$1,255                     | 53.0 %           | \$1,797 | 55.3 %           | \$(542 ) (30.2)% |
| Storage revenues      | 1,115                       | 47.0 %           | 1,452   | 44.7 %           | (337 ) (23.2)%   |
| Net revenues          | \$2,370                     | 100.0 %          | \$3,249 | 100.0 %          | \$(879 ) (27.1)% |

The decrease in net revenues is attributed to the segment-specific factors as set forth below.

**Segment Revenue**

Power Supplies – The decrease in sales is attributed to the buying cycles of our customers. Key customers that incorporate our supplies have variable life cycles and production demands. As some projects are end of life, the timing of new production creates a fluctuation in sales.

Storage – With the release of LTO 7, the capacity of tape libraries increases by 58%. The Company has seen a shift in sales to smaller libraries, therefore, reducing revenue. Also, the overall small to medium size business market for tape libraries is declining due to competition from the cloud. Small business owners are reducing or eliminating their IT departments and eliminating onsite data storage systems and the service contracts that went with them.

**Gross Profit:**

|              | Three Months Ended June 30,<br>2016 |                     | 2015      |                        | Change     |         |
|--------------|-------------------------------------|---------------------|-----------|------------------------|------------|---------|
|              | Amount                              | % of net<br>revenue | Amount    | % of<br>net<br>revenue | Amount     | %       |
| Gross profit | \$774                               | 32.7                | % \$1,129 | 34.7                   | % \$(355 ) | (31.4)% |

Gross profit declined due to added inventory reserves for slow moving and obsolete inventory and lower sales from market pricing pressure.

**Operating Expenses:**

|                            | Three Months Ended June 30,<br>2016 |                     | 2015    |                     | Change     |         |
|----------------------------|-------------------------------------|---------------------|---------|---------------------|------------|---------|
|                            | Amount                              | % of net<br>revenue | Amount  | % of net<br>revenue | Amount     | %       |
| Engineering                | \$223                               | 9.4                 | % \$352 | 10.8                | % \$(129 ) | (36.6)% |
| Sales and marketing        | \$357                               | 15.1                | % \$529 | 16.3                | % \$(172 ) | (32.5)% |
| General and administrative | \$519                               | 21.9                | % \$502 | 15.5                | % \$17     | 3.4 %   |

***Engineering***

The engineering expenses decreased in the three months ended June 30, 2016 as a result of the reduction in headcount, consulting fees and product compliance costs.

***Sales and Marketing***

The Company reduced sales and marketing expenses for the three months ended June 30, 2016. The reduction in headcount, travel expenses and commissions were the key areas decreased for the three month period.

*General and Administrative*

The general and administrative costs for the three months ended June 30, 2016, increased due to the increase in professional services offset by the decrease in payroll and related expenses.

**Other Expense:**

|               | Three Months Ended June 30, |                  | 2015   | Change           |           |
|---------------|-----------------------------|------------------|--------|------------------|-----------|
|               | 2016                        |                  |        | Amount           | %         |
|               | Amount                      | % of net revenue | Amount | % of net revenue |           |
| Other expense | \$(11 )                     | (0.5 )%          | \$-    | -                | (11 ) - % |

The other expense was the loss on capital assets as a result of the facility relocation, net of interest income earned on cash held in money market accounts for operations.

**Provision for Income Taxes:** We did not record a provision or benefit for income taxes for the three months ended June 30, 2016 and 2015, due to our operating losses. There were no changes to the valuation allowance.



Comparison of the Six Months Ended June 30, 2016 and 2015 (unaudited)**Change in Net Revenues:**

|                       | Six Months Ended June 30,<br>2016 |                     | 2015      |                     | Change      |         |
|-----------------------|-----------------------------------|---------------------|-----------|---------------------|-------------|---------|
|                       | Amount                            | % of net<br>revenue | Amount    | % of<br>net revenue | Amount      | %       |
| Power supply revenues | \$2,604                           | 57.6                | % \$3,379 | 55.8                | % \$(775 )  | (22.9)% |
| Storage revenues      | 1,916                             | 42.4                | % 2,675   | 44.2                | % (759 )    | (28.4)% |
| Net revenues          | \$4,520                           | 100.0               | % \$6,054 | 100.0               | % \$(1,534) | (25.3)% |

The decrease in net revenues is attributed to the segment-specific factors as set forth below.

**Segment Revenue**

Power Supplies – The decrease in sales is attributed to the buying cycles of our customers and a significant nonrecurring order from a distributor in the same period last year.

Storage – The overall market for tape libraries is declining and in addition there is increased pressure due to competitive pricing. With the release of LTO 7, the capacity of tape libraries increases by 58%. The Company has seen a shift in sales to smaller libraries, therefore, reducing revenue.

**Gross Profit:**

|              | Six Months Ended June 30,<br>2016 |                     | 2015      |                     | Change    |         |
|--------------|-----------------------------------|---------------------|-----------|---------------------|-----------|---------|
|              | Amount                            | % of net<br>revenue | Amount    | % of net<br>revenue | Amount    | %       |
| Gross profit | \$1,423                           | 31.5                | % \$2,046 | 33.8                | % \$(623) | (30.4)% |

Gross profit declined due to lower sales and an increase in inventory reserves related to slow moving and obsolete product.

**Operating Expenses:**

|                            | Six Months Ended June 30, |                  |           |                  | Change    |         |
|----------------------------|---------------------------|------------------|-----------|------------------|-----------|---------|
|                            | 2016                      |                  | 2015      |                  | Amount    | %       |
|                            | Amount                    | % of net revenue | Amount    | % of net revenue |           |         |
| Engineering                | \$618                     | 13.7             | % \$666   | 11.0             | % \$(48 ) | (7.2 )% |
| Sales and marketing        | \$657                     | 14.5             | % \$981   | 16.2             | % \$(324) | (33.0)% |
| General and administrative | \$888                     | 19.7             | % \$1,110 | 18.3             | % \$(222) | (20.0)% |

***Engineering***

The decrease in engineering expenses for the six months ended June 30, 2016 are a result of the reduction in consulting, compliance expenses and facilities costs, offset by an increase in materials used.

***Sales and Marketing***

The Company reduced sales and marketing expenses for the six months ended June 30, 2016 in payroll, travel, commissions and facilities expenses.

**General and Administrative**

The decrease in general and administrative costs for the six months ended June 30, 2016, were attributed to the Company's smaller facilities, personnel reductions and travel expenses from the same period last year, offset with an increase in professional services.

**Other Expense:**

|               | Six Months Ended June 30, |                  | Change        |
|---------------|---------------------------|------------------|---------------|
|               | 2016                      | 2015             |               |
|               | Amount                    | % of net revenue | Amount        |
| Other expense | \$(10)                    | (0.2)%           | \$(30) (0.5)% |
|               |                           |                  | 20 (66.7)%    |

Net other expense was the loss on the disposal of assets related to the facility relocation offset by interest income earned on cash held in money market accounts for operations.

**Provision for Income Taxes:** We did not record a provision or benefit for income taxes for the six months ended June 30, 2016 and 2015, due to our operating losses. There were no changes to the valuation allowance.

**CONTRACTUAL OBLIGATIONS**

The disclosures relating to our contractual obligations in our Transition Report on Form 10-K for the six-month transition period ended December 31, 2015 have not materially changed since the report was filed.

**OFF-BALANCE SHEET ARRANGEMENTS**

As of the date of this Quarterly Report on Form 10-Q, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## ***LIQUIDITY AND CAPITAL RESOURCES***

### **Operating Activities**

Net cash used by operating activities was \$0.4 million and \$0.5 million for the six months ended June 30, 2016 and 2015, respectively. The slight decrease was primarily due to the payment of approximately \$0.2 million in severance from the reduction in headcount and professional fees for the Reverse Split and other legal matters. The Company also experienced a drop in revenue that was not fully offset with reductions in operating expenses.

### **Investing Activities**

Cash used in investing activities was \$27,000 for the six months ended June 30, 2016 from the purchase of leasehold improvements and office equipment.

Cash used in investing activities was \$0.1 million for the six months ended June 30, 2015 primarily from the purchase of leasehold improvements and office furniture for the relocation to the Westlake Village office.

### **Financing Activities**

Cash was not provided or used related to financing activities during the six months ended June 30, 2016 or 2015.

As of June 30, 2016, cash and cash equivalents decreased \$0.5 million to \$3.5 million from December 31, 2015.

The Company continues to reduce cash spending. On May 1, 2016, the Company subleased the office space in Westlake Village and consolidated all employees into the facility in Simi Valley. This consolidation will save the Company approximately \$120,000 per year.

We believe that our existing cash and cash equivalents and cash flows from our operating activities will be sufficient to fund our working capital and capital expenditure needs for the next twelve months. We may utilize cash to invest in or acquire businesses, products or technologies that we believe are additive to the strategic expansion of the Company. We periodically evaluate other companies and technologies for possible investment or acquisition. In addition, we have made, and may in the future make, investments in companies with whom we have identified potential synergies. However, we have no present commitments or agreements with respect to any material investment in or acquisition of other businesses or technologies.

### **ITEM 3. Qualitative and Quantitative Disclosures about Market Risk**

We develop products in the United States and sell them worldwide. We manufacture products in the United States and Asia. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. As all sales are currently made in U.S. dollars, a strengthening of the U.S. dollar could make our products less competitive in foreign markets. Our interest income is sensitive to changes in the general level of U.S. interest rates, particularly since the majority of our investments are in short-term instruments. We have no outstanding debt nor do we utilize derivative financial instruments. Therefore, no quantitative tabular disclosures are required.

### **ITEM 4. Controls and Procedures**

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

#### **Evaluation of disclosure and controls and procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of disclosure controls and procedures. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that our disclosure controls and procedures are operating in an effective manner to

provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

### **Changes in internal controls over financial reporting**

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there is only reasonable assurance that our controls will succeed in achieving their stated goals under all potential future conditions.

## **PART II — OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

Qualstar is subject to a variety of claims and legal proceedings that arise from time to time in the ordinary course of our business. Although management currently believes that resolving claims against us, individually or in the aggregate, will not have a material adverse impact on our financial statements, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. We accrue loss contingencies in connection with our commitments and contingencies, including litigation, when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated.

### **ITEM 1A. Risk Factors**

There have been no significant changes to the risk factors disclosed in our Annual Report on Form 10-KT for the transition period ended December 31, 2015.

### **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.

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**ITEM 6. Exhibits**

The following exhibits are hereby filed as part of this Quarterly Report on Form 10-Q or incorporated herein by reference.

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 3.1        | Certificate of Amendment of Restated Articles of Incorporation, dated June 14, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2016).                           |
| 10.1+      | Employment Agreement, by and between Qualstar Corporation and Steven N. Bronson, effective as of June 1, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 9, 2016). |
| 31.1       | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2       | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1       | Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2       | Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 101.INS    | XBRL Instance Document  |
| 101.SCH    | XBRL Taxonomy Extension Schema Document   |
| 101.CAL    | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF    | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB    | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE    | XBRL Taxonomy Extension Presentation Linkbase Document  |

+ Indicates a management contract or compensatory plan.

**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.

QUALSTAR CORPORATION

Dated: August 11, 2016 By: /s/STEVEN N. BRONSON  
Steven. N. Bronson  
*Chief Executive Officer*  
(Principal Executive Officer)