

BIOLASE, INC
Form 10-K/A
April 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014

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 001-36385

BIOLASE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

87-0442441
(I.R.S. Employer
Identification No.)

of Incorporation or Organization)

4 Cromwell

Irvine, California 92618

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(Address of Principal Executive Offices, including zip code)

(949) 361-1200

(Registrant's Telephone Number, Including Area Code)

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

(Title of each class)	(Name of each exchange on which registered)
Common Stock, par value \$0.001 per share	The NASDAQ Stock Market LLC (NASDAQ Capital Market)

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

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 corporate 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 (Do not check if a smaller reporting company) Smaller Reporting Company

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

The aggregate market value of the Registrant's common stock held by non-affiliates was \$65,540,168 based on the last sale price of common stock on June 30, 2014.

As of April 27, 2015, there were 58,152,792 shares of the Registrant's common stock, par value \$0.001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Except as noted herein, portions of the Registrant's definitive proxy statement related to its 2015 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission pursuant to Regulation 14A on April 3, 2015, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the “Original Filing”), initially filed by Biolase, Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on March 6, 2015. Portions of the Company’s definitive proxy statement related to its 2015 Annual Meeting of Stockholders (the “Proxy Statement”), filed with the SEC on April 3, 2015, were incorporated by reference into Part III of the Original Filing. Subsequent to the filing of the Original Filing, the Company determined that its filer status, as reported on the cover page of the Original Filing, was incorrect. Accordingly, the Company is filing this Amendment in order to (i) correct its filer status as reported on the cover page of the Original Filing, (ii) amend Items 11 and 12 of Part III of the Original Filing, in particular the information incorporated by reference to the Proxy Statement under the captions “Executive Compensation” and “Security Ownership of Certain Beneficial Owners and Management,” in order to update certain disclosures regarding the Company’s named executive officers and (iii) amend Item 15(a)(3) of Part IV of the Original Filing in order to file as an exhibit an agreement with respect to one of the Company’s named executive officers.

Pursuant to the rules and regulations of the SEC, this Amendment also includes as exhibits certain currently dated certifications required of our principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements or other financial information are included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. Accordingly, Item 15(a)(3) of Part IV of the Original Filing has also been amended to reflect the filing of these currently dated certifications.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events which occurred subsequent to the date of the Original Filing, other than as expressly indicated in this Amendment. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company’s other filings made with the SEC on or subsequent to March 6, 2015.

BIOLASE, INC.

ANNUAL REPORT ON FORM 10-K/A

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

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PART III

Item 11. Executive Compensation

COMPENSATION DISCUSSION AND ANALYSIS

This compensation discussion and analysis section discusses the compensation policies and programs for our named executive officers, which consist of:

- Jeffrey M. Nugent, our President and Chief Executive Officer since September 2014 and our acting Chief Executive Officer from June 2014 to September 2014;
- Federico Pignatelli, who served as our Chief Executive Officer from September 2010 until his resignation in June 2014;
- Alexander K. Arrow, M.D., who served as our President and Chief Operating Officer from June 2013 until August 2014 and as our Chief Medical Officer effective from August 2014 until his resignation in December 2014;
- Frederick D. Furry, who served as our Chief Financial Officer from November 2010 until his resignation in January 2015;
- Dmitri Boutoussov, our Vice President of Research and Development since July 2013 and our Chief Technology Officer from October 2010 to July 2013; and
- Orlando Rodrigues, our Vice President and Chief Marketing Officer since July 2014.

The Compensation Committee of our Board is primarily responsible for overseeing the development and administration of the total compensation program for corporate officers and key executives and administering our executive incentive bonus and stock plans.

Compensation Objectives

It is important that we employ energetic people who are enthusiastic about our mission and our products, and we believe this must start at the top with our executive officers who set an example for the entire company. We are engaged in a very competitive industry, and our success depends upon our ability to attract and retain qualified executive officers by offering them competitive compensation packages. Our compensation programs for our executive officers are designed to attract and retain such key executive officers and to reward them in a fashion commensurate with our corporate performance and the value created for our stockholders. Our compensation programs also support our short-term and long-term strategic goals and values and reward the individual contributions of our executive officers to our success.

Our policy is to provide our executive officers with competitive compensation opportunities that reward their contribution to our financial success and individual performance, while providing financial stability and security. Accordingly, the compensation package for executive officers is mainly comprised of the following compensation elements: (1) a base salary, designed to be competitive with salary levels in the industry and to reflect individual performance; (2) an annual discretionary bonus payable in cash and based on the review of certain annual financial and other performance measures, which supports our short-term performance; (3) where appropriate, long-term stock-based incentive awards, which support our long-term performance and are designed to strengthen the mutual interests between our executive officers and our stockholders; and (4) in two cases, severance payments and other benefits payable upon termination of an officer's employment by us without cause or by our officer for good reason, including following a change of control of us, which promotes executive retention and efforts toward the best interests of our stockholders in the event of an actual or threatened change of control of us. We believe that each of these elements and their combination supports our overall compensation objectives.

Determination of Compensation Awards

The Compensation Committee determines the compensation to be paid to our executive officers. For compensation decisions relating to our executive officers other than our Chief Executive Officer, our Compensation Committee has historically considered the recommendations of our Chief Executive Officer, based on his assessment of each executive officer's position and responsibilities, experience and tenure, his observations of each executive officer's performance during the year and his review of competitive pay practices. In addition, Arnosti provides independent executive consulting services to the Compensation Committee. The Compensation Committee periodically reviews the total compensation levels and the distribution of compensation among the compensation elements identified above for each of our executive officers. The Compensation Committee determines the total compensation levels for our executive officers by considering each executive officer's position and responsibilities, the individual's performance of his job-related duties and responsibilities and our financial performance, in the context of our compensation policies and objectives and competitive market data (evaluated with the assistance of Arnosti) applicable to each executive officer's position.

The principal factors that were taken into account in establishing each executive officer's compensation package for 2014 are described below. The Compensation Committee may in its discretion apply entirely different factors, such as different measures of financial performance, for future years.

In addition, the Compensation Committee periodically reviews peer group data. The Compensation Committee believes that our most direct competitors for executive talent include significantly larger and better-capitalized companies in the medical device industry, comprising a broader range of companies than those with which we usually are compared for purposes of stock performance.

Market Comparisons

As discussed above, the Compensation Committee periodically reviews peer group data with the assistance of Amosti. The Compensation Committee believes that our most direct competitors for executive talent include significantly larger and better-capitalized companies in the medical device industry, comprising a broader range of companies than those with which we usually are compared for purposes of stock performance. The Compensation Committee does not believe that it is appropriate to establish compensation levels based only on market practices. The Compensation Committee believes that compensation decisions are complex and require a deliberate review of Company performance and peer compensation levels, as well as the overall business environment and the contributions of each individual. Accordingly, the Committee's approach is to consider competitive compensation practices as a relevant factor rather than establishing compensation at specific benchmark percentiles. This enables us to respond to dynamics in the labor market and provides us with flexibility in maintaining and enhancing our executive officers' engagement, focus, motivation and enthusiasm for our future.

Components of Compensation

During 2014, our executive officers' compensation was composed of base salary, annual incentive bonuses, equity compensation, certain perquisites, and, in two cases, a potential severance payment payable upon certain events, including a qualifying termination of the executive officer's employment subsequent to a change of control of the Company. After review of certain annual financial and other performance measures, as well as certain other factors, the Company declined to pay the annual incentive bonus and grant equity compensation to most of the named executive officers in 2014.

The Compensation Committee monitors the results of the annual advisory "say-on-pay" proposal and incorporates such results as one of many factors considered in connection with the discharge of its responsibilities. Because a substantial majority of our stockholders approved the compensation program described in our proxy statement in 2014, the Compensation Committee did not implement changes to our executive compensation program as a result of the stockholder advisory vote.

Base Salaries

Our executive officers' base salaries are assessed annually by the Compensation Committee, taking into account each officer's position and responsibilities, including accomplishments and contributions, experience and tenure. In addition, the Compensation Committee considered our stockholders' previous approval, on an advisory basis, of the compensation of the Company's named executive officers, as well as the Company's recent performance and current market conditions.

Mr. Nugent. Mr. Nugent's annual base salary of \$300,000 was negotiated at the time of his appointment as acting Chief Executive Officer in June 2014 and was based on comparable market data.

Mr. Pignatelli. Mr. Pignatelli was appointed to the position of acting Chief Executive Officer in August 2010 and, at his request, received an annual base salary of \$1.00. Mr. Pignatelli continued to receive a symbolic annual base salary of \$1.00 in his position as our Chief Executive Officer from September 2010 until his resignation in June 2014.

Dr. Arrow. Dr. Arrow's annual base salary of \$250,000 was set at the time of his appointment as our President and Chief Operating Officer in June 2013. Effective August 2014, Dr. Arrow assumed the position of Chief Medical Officer and continued to receive an annual base salary of \$250,000. His base salary was negotiated and was based on comparable market data, as well as our compensation goals and objectives.

Mr. Furry. Mr. Furry's annual base salary was increased from \$195,000 to \$220,000 in December 2013. His base salary was negotiated and was based on comparable market data, as well as our compensation goals and objectives.

Mr. Boutoussov. Mr. Boutoussov's annual base salary is \$250,000. His base salary was negotiated in December 2012 and was based on comparable market data, as well as our compensation goals and objectives.

Mr. Rodrigues. Mr. Rodrigues' annual base salary is \$190,000. His base salary was negotiated at the time of his hire in July 2014 and was based on comparable market data, as well as our compensation goals and objectives.

Annual Bonuses

Our annual bonuses have been historically intended to reward accomplishment of our overall short-term corporate performance and objectives for a fiscal year.

Mr. Nugent. No formal annual bonus opportunity was set for Mr. Nugent in 2014. Accordingly, no bonus was paid to, or accrued for, Mr. Nugent for 2014.

Mr. Pignatelli. Pursuant to his request, Mr. Pignatelli was not eligible to receive any annual bonus for 2014.

Dr. Arrow. In 2014, Dr. Arrow was eligible to receive a bonus based upon achieving certain financial and operational metrics as established from time to time by the Compensation Committee. No bonus was paid to, or accrued for, Dr. Arrow for 2014.

Mr. Furry. No formal annual bonus opportunity was set for Mr. Furry in 2014. Accordingly, no bonus was paid to, or accrued for, Mr. Furry for 2014.

Mr. Boutoussov. No formal annual bonus opportunity was set for Mr. Boutoussov in 2014. Accordingly, no bonus was paid to, or accrued for, Mr. Boutoussov for 2014.

Mr. Rodrigues. Pursuant to Mr. Rodrigues' offer letter, Mr. Rodrigues received a signing bonus of \$25,000 at the time of his hire in July 2014 and is entitled to receive an annual discretionary bonus, targeted at 25% of base salary, based on his performance and the Company's revenue. No annual discretionary bonus was paid to, or accrued for, Mr. Rodrigues in 2014.

Stock-Based Incentive Awards

Stock-based incentives are designed to align the interests of our executive officers with those of our stockholders and provide each individual with a significant incentive to manage us from the perspective of an owner with an equity stake in our business. Stock options allow our executive officers to purchase shares of our common stock at a fixed price per share (which is at least the closing sale price of our stock on the grant date) over a specified period of time. Stock options generally become exercisable in a series of installments over either a three- or four-year period, contingent upon the officer's continued employment with us. Accordingly, stock options provide a return to the executive officer only if he remains employed by us during the vesting period, and then only if the market price of the shares appreciates over the option term. As such, stock options not only reward our corporate performance but are also a key retention tool. The size of the option grant to each executive officer, including any grant considered for the Chief Executive Officer and our other named executive officers, is set at a level that is intended to create a meaningful opportunity for stock ownership based on the individual's position with us, the individual's performance of his job-related duties and responsibilities in recent periods and his potential for future responsibility and promotion over the option term. The Compensation Committee also takes into account the number of unvested options held by the executive officer in order to maintain an appropriate level of equity incentive for that individual. The weight given to each of these factors varies from individual to individual. In 2014, the Compensation Committee determined that restricted stock units ("RSUs") could also be utilized as a tool to incentivize certain executive members of management, and to further align management and stockholder interest.

Mr. Nugent. On July 13, 2014, in connection with his appointment as our acting Chief Executive Officer, Mr. Nugent was granted options to purchase 172,282 shares of Company common stock at an exercise price of \$1.98 per share, and 37,879 RSUs. One-sixth of the stock options and one-sixth of the RSUs vested immediately, with the remaining five-sixths vesting ratably on a monthly basis over a twelve-month period ending on July 13, 2015, subject to Mr. Nugent's continued service with the Company through the applicable vesting dates. The Compensation Committee considered these grants as necessary to obtain, and appropriate for, Mr. Nugent's services.

Other Named Executive Officers. No stock-based incentive awards were granted to any of our other named executive officers in 2014.

Policies with Respect to Equity Compensation Award Determinations

We do not time the award of stock option grants in advance of material announcements in order to achieve lower exercise prices. Prior to Mr. Nugent's award of RSUs, we had not granted any equity compensation awards other than stock options. Our policy is that stock options are granted with an exercise price equal to or greater than the closing price of our common stock on the date of grant and that all option grants are approved in advance of or on the date of the grant. The Secondary Stock Option Committee (consisting of our Chief Executive Officer and Chief Financial Officer) is delegated authority by our Board to approve stock option grants in an amount not to exceed 12,000 shares per person and only for newly-hired employees and in compliance with the express terms and conditions of our 2002 Stock Incentive Plan. For stock option grants to new employees, our policy is that they be issued on, and have an exercise price equal to or greater than the closing stock price of our common stock on, such employee's start date, presuming that the award was pre-approved by the Secondary Stock Option Committee. Grants to employees that exceed 12,000 shares are first reviewed with our Board or the Compensation Committee. The Chief Executive Officer must review these grants at least semiannually with the Compensation Committee.

Perquisites and Other Benefits

The Company does not generally provide any perquisites, and the Company did not provide any perquisites to any named executive officer in 2014.

Severance and Change of Control Arrangements

Messrs. Nugent, Boutoussov and Rodrigues are employed by the Company on an "at will" basis, and they do not have any employment agreements. Each of Mr. Pignatelli, Dr. Arrow and Mr. Furry was employed on an "at will" basis prior to his respective resignation.

Mr. Boutoussov has an agreement that provides certain benefits in the event of a qualifying termination of employment following a change in control of the Company. As of December 31, 2014, Mr. Boutoussov's change in control benefits totaled approximately \$273,000, which represented one year of salary and certain medical and dental benefits.

Mr. Rodrigues has an agreement that provides certain benefits in the event of a termination other than for cause and in connection with a change in control of the Company. As of December 31, 2014, Mr. Rodrigues' severance benefits totaled approximately \$53,000, which represented three months of salary and certain medical and dental benefits. In addition, if, following a change in control of the Company, Mr. Rodrigues' employment is terminated, his responsibilities are significantly diminished or he is required to relocate more than 50 miles away, his then unvested options will become fully vested.

Messrs. Nugent, Pignatelli and Furry and Dr. Arrow do not have any change in control agreements with the Company.

Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code disallows a tax deduction to publicly held companies for compensation paid to certain of their executive officers to the extent that such compensation exceeds \$1.0 million per covered officer in any fiscal year. The limitation applies only to compensation that is not considered to be performance-based. Nonperformance-based compensation paid to our executive officers for the 2014 fiscal year did not exceed the \$1.0 million limit per officer, and we do not expect the nonperformance-based compensation to be paid to our executive officers for the 2015 fiscal year to exceed that limit. Our option grants under our 2002 Stock Incentive Plan are intended to qualify as performance-based compensation.

There are certain circumstances under which our Board and Compensation Committee may decide to exceed the deductibility limit imposed under Section 162(m) or to otherwise pay non-deductible compensation. These circumstances may include maintaining a competitive salary for a named executive officer position or attracting highly qualified executives to join us and to promote their retention with compensation that is not performance-based as part of their initial employment offers. Because it is unlikely that the cash compensation payable to any of our executive officers in the foreseeable future will approach the \$1.0 million limit, we do not expect to take any action to limit or restructure the elements of cash compensation payable to our executive officers so as to qualify that compensation as performance-based compensation under Section 162(m). We will reconsider this decision should the individual cash compensation of any executive officer ever approach the \$1.0 million level.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee during 2014 was an officer or employee of the Company during 2014, or in any prior year, and none of the members of the Compensation Committee had any relationship requiring disclosure under Item 404 of Regulation S-K. There were no Compensation Committee interlocks during 2014 as described in Item 407(e)(4) of Regulation S-K.

COMPENSATION COMMITTEE REPORT

The Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis set forth above, and based on its review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis set forth above be included in this Amendment No. 1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Submitted by the Compensation Committee of our Board:

Jonathan T. Lord, Chairman

Paul M. Clark

The foregoing Compensation Committee Report is not "soliciting material," is not deemed "filed" with the SEC, and shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing of ours under the Securities Act of 1933, as amended, or under the Exchange Act, except to the extent we expressly incorporate this report by reference.

EXECUTIVE COMPENSATION

2014 Summary Compensation Table

The following table shows compensation information for each of our named executive officers, which we sometimes refer to as "NEOs" in this proxy statement:

Name and Principal Position	Year	Non-Equity							Total
		Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Incentive			
						Plan Compensation (\$)	All Other Compensation (\$)(2)		
Jeffrey M. Nugent President and Chief Executive Officer	2014	150,000	0	75,000	225,000	0	1,172	451,172	
Federico Pignatelli Former Chairman of the Board and Chief Executive Officer	2014	1	(3)	0	0	0	0	1	
	2013	1	(3)	0	0	0	0	1	
	2012	1	(3)	0	83,448	0	1,000	84,449	
Alexander K. Arrow, M.D. Former Chief Medical Officer	2014	274,038	(4)	0	0	0	240	274,278	
	2013	131,732	0	0	746,462	0	13,852	892,046	
Frederick D. Furry Former Chief Financial Officer	2014	219,039	0	0	0	0	305	219,344	
	2013	195,402	10,000	0	118,137	0	261	323,800	
	2012	181,587	0	0	0	0	237	181,824	
Dmitri Boutoussov	2014	250,000	0	0	0	0	552	250,552	
	2013	250,000	0	0	118,137	0	552	368,689	

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Vice President of Research and Development	2012	250,000	0	0	0	0	360	250,360
Orlando Rodrigues Vice President and Chief Marketing Officer	2014	86,231	25,000	0	0	0	178	111,409

(1) The dollar amounts in these columns reflect the aggregate grant date fair value of stock options and RSUs granted to our NEOs. See Note 2 to our audited financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the assumptions underlying the calculation of grant date fair value. These amounts do not reflect actual payments made to our NEOs. There can be no assurance that the full grant date fair value will ever be realized by any NEO.

(2) The dollar amounts in this column for 2014 reflect dollar value of life insurance premiums paid for by the Company on behalf of the NEO.

(3) Mr. Pignatelli voluntarily agreed to an annual cash salary of \$1.00 for the period January 1, 2014 through June 12, 2014 and the years ended December 31, 2013 and 2012.

(4) This amount includes Dr. Arrow's base salary and payment for unused vacation time in connection with Dr. Arrow's resignation from the Company on December 6, 2014.

Grants of Plan-Based Awards in 2014

The following table presents information regarding annual incentive bonus awards and equity incentive awards granted to the named executive officers during 2014.

Name	Grant Date	All Other		Awards(2)(\$)	Awards(3)(\$)
		Stock	All Other		
		Awards: Option			
		Number of Shares of Stock or Units	Number of Securities Underlying Options	Exercise or Base Price of Option	Grant Date of Stock and Option
		(1)(#)	(1)(#)		
Jeffrey M. Nugent President and Chief Executive Officer	July 13, 2014	N/A	172,282	1.98	225,000
Federico Pignatelli Former Chairman of the Board and Chief Executive Officer	July 13, 2014	37,879	N/A	N/A	75,000
Alexander K. Arrow, M.D. Former Chief Medical Officer	N/A	N/A	N/A	N/A	N/A
Frederick D. Furry Former Chief Financial Officer	N/A	N/A	N/A	N/A	N/A
Dmitri Boutoussov Vice President of Research and Development	N/A	N/A	N/A	N/A	N/A
Orlando Rodrigues Vice President and Chief Marketing Officer	N/A	N/A	N/A	N/A	N/A

(1) Amounts shown in these columns represent stock options and RSUs granted in 2014, as described under the caption "Compensation Discussion and Analysis — Stock-Based Incentive Awards." One-sixth of the stock options and one-sixth of the RSUs vested immediately upon grant, with the remaining five-sixths vesting ratably on a monthly basis over a twelve-month period ending on July 13, 2015, subject to Mr. Nugent's continued service with the Company through the applicable vesting dates.

(2) Each option grant has an exercise price equal to, or greater than, the closing stock price of our common stock on the date of grant.

(3) The dollar amounts in this column reflect the aggregate grant date fair value of stock options and RSUs granted in 2014. See Note 2 to our audited financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the assumptions underlying the calculation of grant date fair value.

Outstanding Equity Awards at Fiscal Year-End 2014

The following table sets forth summary information regarding the outstanding equity awards held by each of our named executive officers at December 31, 2014. Mr. Rodrigues did not hold any outstanding equity awards at December 31, 2014.

Name	Option Awards				Stock Awards	
	Exercisable	Unexercisable	Price (\$)	Date	Number of Units	Market Value of Shares or Units of Stock That Have Not Vested (\$)(5)
Jeffrey M. Nugent.	88,534	83,748(6)	1.98			