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Resonant Inc
Form 10-Q
May 10, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2018

or

Transition Report Pursuant Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission file number 001-36467

RESONANT INC.

(Exact name of registrant as specified in its charter)

Delaware 45-4320930

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

110 Castilian Drive, Suite 100

Goleta, California 93117

(Address of principal executive offices, zip code)

(805) 308-9803

(Registrant's telephone number, including area code)

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

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

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes No

As of May 9, 2018, the issuer had 26,650,166 shares of common stock issued and outstanding.

RESONANT INC.

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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

RESONANT INC.

Condensed Consolidated Balance Sheets
(Unaudited)

	December 31, 2017	March 31, 2018
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 19,524,000	\$ 7,767,000
Accounts receivable	50,000	145,000
Prepaid expenses and other current assets	536,000	523,000
Restricted cash	100,000	—
Investments held-to-maturity	—	25,085,000
TOTAL CURRENT ASSETS	20,210,000	33,520,000
PROPERTY AND EQUIPMENT		
Property and equipment	3,212,000	3,399,000
Less: Accumulated depreciation and amortization	(1,858,000)	(2,019,000)
PROPERTY AND EQUIPMENT, NET	1,354,000	1,380,000
NONCURRENT ASSETS		
Intangible assets, net	1,353,000	1,381,000
Goodwill	824,000	842,000
Deferred income taxes	—	3,000
Other assets	19,000	19,000
TOTAL OTHER NONCURRENT ASSETS	2,196,000	2,245,000
TOTAL ASSETS	\$23,760,000	\$37,145,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 708,000	\$ 900,000
Accrued expenses	314,000	140,000
Accrued salaries and payroll related expenses	1,936,000	1,265,000
Customer deposits	—	130,000
Deferred revenue, current	143,000	148,000
TOTAL CURRENT LIABILITIES	3,101,000	2,583,000
LONG-TERM LIABILITIES		
Deferred rent	10,000	13,000
Deferred income taxes	1,000	—
TOTAL LIABILITIES	3,112,000	2,596,000
Commitments and contingencies (Note 9)	0	0
STOCKHOLDERS' EQUITY		
Common stock, \$0.001 par value, 47,000,000 authorized and 19,511,276 outstanding as of December 31, 2017, and 25,668,293 outstanding as of March 31, 2018	20,000	26,000

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Preferred stock, \$0.001 par value, 3,000,000 authorized and none outstanding as of December 31, 2017 and March 31, 2018	—	—
Additional paid-in capital	88,447,000	107,973,000
Accumulated other comprehensive income (loss)	(7,000) 14,000
Accumulated deficit	(67,812,000) (73,464,000)
TOTAL STOCKHOLDERS' EQUITY	20,648,000	34,549,000
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$23,760,000	\$37,145,000

See Accompanying Notes to Condensed Consolidated Financial Statements

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RESONANT INC.
Condensed Consolidated Statements of Comprehensive Loss
(Unaudited)

	Three Months Ended March 31,	
	2017	2018
REVENUES	\$156,000	\$157,000
OPERATING EXPENSES		
Research and development	2,240,000	3,254,000
General and administrative	2,844,000	2,665,000
TOTAL OPERATING EXPENSES	5,084,000	5,919,000
NET OPERATING LOSS	(4,928,000)	(5,762,000)
OTHER INCOME, NET		
Interest and investment income	9,000	48,000
Other expense	—	(2,000)
TOTAL OTHER INCOME, NET		

5. We hereby undertake:

(a) that for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of Prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of Prospectus filed by the Company pursuant to Rule 497(e) and Rule 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective; and

(b) that for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of Prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

6. Not Applicable.

7. We hereby undertake that we will not sell any shares pursuant to this Shelf Registration Statement below net asset value.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on the 17th day of June, 2008.

HARRIS & HARRIS GROUP, INC.

By: /s/ Charles E. Harris

Name: Charles E. Harris

Title: Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Charles E. Harris Charles E. Harris	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 17, 2008
/s/ Daniel B. Wolfe Daniel B. Wolfe	Chief Financial Officer (Principal Financial Officer)	June 17, 2008
/s/ Patricia N. Egan Patricia N. Egan	Chief Accounting Officer, Senior Controller and Vice President	June 17, 2008
* W. Dillaway Ayres, Jr.	Director	June 17, 2008
* Dr. C. Wayne Bardin	Director	June 17, 2008
* Dr. Phillip A. Bauman	Director	June 17, 2008
* G. Morgan Browne	Director	June 17, 2008
* Dugald A. Fletcher	Director	June 17, 2008
/s/ Douglas W. Jamison Douglas W. Jamison	Director	June 17, 2008
* Lori D. Pressman	Director	June 17, 2008
* Charles E. Ramsey	Director	June 17, 2008
* James E. Roberts	Director	June 17, 2008
* Richard P. Shanley	Director	June 17, 2008

*By: /s/ Charles E. Harris
Attorney-in-fact

EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
(h)(1)	Placement Agency Agreement
(h)(2)	Form of Subscription Agreement
(h)(3)	Escrow Agreement
(n)	Consent of Independent Registered Public Accounting Firm
