

WIRELESS TELECOM GROUP INC

Form 10-Q

November 03, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended September 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**

1-11916

WIRELESS TELECOM GROUP, INC.

**(Exact name of registrant as specified in its charter)**

New Jersey 22-2582295  
**(State or Other Jurisdiction (I.R.S. Employer of Incorporation or Organization) (I.R.S. Employer Identification No.)**  
25 Eastmans Road  
Parsippany, New Jersey 07054  
**(Address of Principal Executive Offices) (Zip Code)**

(973) 386-9696

**(Registrant's Telephone Number, Including Area Code)**

Not Applicable

**(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

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

Number of shares of Common Stock outstanding as of October 28, 2016: 18,721,346

WIRELESS TELECOM GROUP, INC.

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## PART 1 – FINANCIAL INFORMATION

## Item 1 – Financial Statements

## WIRELESS TELECOM GROUP, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2016 <b>(unaudited)</b>	December 31, 2015
<b>- ASSETS -</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$8,101,707	\$9,726,007
Accounts receivable - net of allowance for doubtful accounts of \$96,780 and \$105,568 for 2016 and 2015, respectively	5,635,968	5,451,161
Inventories - net of reserves of \$1,331,657 and \$1,110,288, respectively	9,450,740	8,068,728
Prepaid expenses and other current assets	672,038	586,889
<b>TOTAL CURRENT ASSETS</b>	<b>23,860,453</b>	<b>23,832,785</b>
PROPERTY, PLANT AND EQUIPMENT - NET	2,136,286	1,742,888
OTHER ASSETS:		
Goodwill	1,351,392	1,351,392
Deferred income taxes	7,448,262	7,013,929
Other assets	694,343	765,330
<b>TOTAL OTHER ASSETS</b>	<b>9,493,997</b>	<b>9,130,651</b>
<b>TOTAL ASSETS</b>	<b>\$35,490,736</b>	<b>\$34,706,324</b>
<b>- LIABILITIES AND SHAREHOLDERS' EQUITY -</b>		
CURRENT LIABILITIES:		
Accounts payable	\$2,137,722	\$1,046,651
Accrued expenses and other current liabilities	678,828	648,010
Equipment leases payable	14,368	73,760
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,830,918</b>	<b>1,768,421</b>
LONG TERM LIABILITIES:		
Deferred rent	60,906	33,452
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, \$.01 par value, 2,000,000 shares authorized, none issued	—	—
Common stock, \$.01 par value, 75,000,000 shares authorized, 29,756,224 and 29,627,891 shares issued, 18,721,346 and 18,636,008 shares outstanding, respectively	297,562	296,279
Additional paid-in-capital	40,296,660	39,865,331
Retained earnings	12,828,170	13,500,853
Treasury stock at cost, 11,034,878 and 10,991,883 shares, respectively	(20,823,480 )	(20,758,012)

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TOTAL SHAREHOLDERS' EQUITY	32,598,912	32,904,451
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$35,490,736	\$34,706,324

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

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**WIRELESS TELECOM GROUP, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
NET REVENUES	\$8,344,301	\$8,339,155	\$22,322,820	\$25,180,143
COST OF REVENUES	4,521,302	4,715,944	12,440,817	14,126,798
GROSS PROFIT	3,822,999	3,623,211	9,882,003	11,053,345
OPERATING EXPENSES				
Research and development	948,654	1,026,580	3,042,916	2,899,481
Sales and marketing	1,216,265	1,224,559	3,703,522	3,911,997
General and administrative	1,389,996	1,209,672	4,141,520	3,592,847
TOTAL OPERATING EXPENSES	3,554,915	3,460,811	10,887,958	10,404,325
OPERATING INCOME (LOSS)	268,084	162,400	(1,005,955 )	649,020
OTHER EXPENSE - NET	27,267	5,880	79,137	2,913
NET INCOME (LOSS) BEFORE INCOME TAXES	240,817	156,520	(1,085,092 )	646,107
PROVISION (BENEFIT) FOR INCOME TAXES	118,980	81,381	(412,409 )	293,109
NET INCOME (LOSS)	\$121,837	\$75,139	\$(672,683 )	\$352,998
INCOME (LOSS) PER COMMON SHARE:				
BASIC	\$0.01	\$0.00	\$(0.04 )	\$0.02
DILUTED	\$0.01	\$0.00	\$(0.04 )	\$0.02

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

**WIRELESS TELECOM GROUP, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	For the Nine Months Ended September 30,	
	2016	2015
<b>CASH FLOWS (USED) PROVIDED BY OPERATING ACTIVITIES</b>		
Net income (loss)	\$(672,683 )	\$352,998
Adjustments to reconcile net income (loss) to net cash (used) provided by operating activities:		
Depreciation and amortization	363,634	338,826
Share-based compensation expense	432,612	223,273
Deferred rent	27,454	22,301
Deferred income taxes	(434,333 )	216,922
Provision for doubtful accounts	(8,788 )	4,912
Inventory reserves	221,369	35,599
Changes in assets and liabilities:		
Accounts receivable	(176,019 )	(436,464 )
Inventories	(1,603,381)	(210,909 )
Prepaid expenses and other assets	(14,162 )	568,319
Accounts payable	1,091,071	170,509
Accrued expenses and other current liabilities	30,818	(767,557 )
Net cash (used) provided by operating activities	(742,408 )	518,729
<b>CASH FLOWS (USED) BY INVESTING ACTIVITIES</b>		
Capital expenditures	(715,128 )	(371,718 )
<b>CASH FLOWS (USED) BY FINANCING ACTIVITIES</b>		
Proceeds from exercise of stock options	—	23,400
Repayments of equipment leases payable	(101,296 )	(115,827 )
Repurchase of common stock - 42,995 shares	(65,468 )	—
Net cash (used) by financing activities	(166,764 )	(92,427 )
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(1,624,300)</b>	<b>54,584</b>
Cash and cash equivalents, at beginning of period	9,726,007	10,723,513
<b>CASH AND CASH EQUIVALENTS, AT END OF PERIOD</b>	<b>\$8,101,707</b>	<b>\$10,778,097</b>
<b>SUPPLEMENTAL INFORMATION:</b>		
Cash paid during the period for income taxes	\$67,438	\$63,762
<b>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		

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Capital expenditures	\$(41,904	) \$—
Equipment leases payable	\$41,904	\$—

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

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**WIRELESS TELECOM GROUP, INC.****CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY****(unaudited)**

	Common Stock Issued	Common Stock Amount	Additional Paid In Capital	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balances at December 31, 2015	29,627,891	\$296,279	\$ 39,865,331	\$13,500,853	\$(20,758,012 )	\$32,904,451
Net (loss)	—	—	—	(672,683 )	—	(672,683 )
Stock issued under equity compensation plan	128,333	1,283	(1,283 )	—	—	—
Share-based compensation expense	—	—	432,612	—	—	432,612
Repurchase of treasury stock	—	—	—	—	(65,468 )	(65,468 )
Balances at September 30, 2016	29,756,224	\$297,562	\$ 40,296,660	\$12,828,170	\$(20,823,480 )	\$32,598,912

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

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES AND POLICIES**

The condensed consolidated balance sheet as of September 30, 2016, the condensed consolidated statements of operations for the three and nine-month periods ended September 30, 2016 and 2015, the condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2016 and 2015, and the condensed consolidated statement of shareholders' equity for the nine-month period ended September 30, 2016 have been prepared by the Company (as defined below) without audit. The condensed consolidated financial statements include the accounts of Wireless Telecom Group, Inc., which operates one of its product lines under the trade name Noisecom, Inc. ("Noisecom"), and its wholly-owned subsidiaries Boonton Electronics Corporation ("Boonton"), Microlab/FXR ("Microlab"), WTG Foreign Sales Corporation and NC Mahwah, Inc., which are collectively referred to herein as, the "Company". All intercompany transactions and balances have been eliminated in consolidation.

In the opinion of management, the accompanying condensed consolidated financial statements referred to above contain all necessary adjustments, consisting of normal accruals and recurring entries, which are necessary to fairly present the Company's results for the interim periods being presented.

The accounting policies followed by the Company are set forth in Note 1 to the Company's financial statements included in its annual report on Form 10-K for the year ended December 31, 2015. Specific reference is made to that report since certain information and footnote disclosures normally included in financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP) have been condensed or omitted from this report.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including inventory valuation, accounts receivable valuation, valuation of deferred tax assets, estimated fair values of stock options and vesting periods of performance-based stock options and restricted stock) and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates.

The results of operations for the three and nine-month periods ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year ending December 31, 2016.

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable.

The Company maintains significant cash investments primarily with two financial institutions, which at times may exceed federally insured limits. The Company performs periodic evaluations of the relative credit rating of these institutions as part of its investment strategy.

The Company has limited concentration of credit risk in accounts receivable due to the large number of entities comprising our customer base and their dispersion across many different industries and geographies. Credit evaluations are performed on customers requiring credit over a certain amount. Credit risk is mitigated to a lesser extent through collateral such as letters of credit, bank guarantees or payment terms like cash in advance. Credit evaluation is performed independent of the Company's sales team to ensure segregation of duties.

For the three and nine-months ended September 30, 2016, one customer accounted for approximately 11% and 10%, respectively, of the Company's consolidated revenues. For the three and nine-months ended September 30, 2015, no customer accounted for 10% or more of the Company's consolidated revenues. At September 30, 2016, one customer represented approximately 15% of the Company's gross accounts receivable. At December 31, 2015, no customer represented 10% or more of the Company's gross accounts receivable.

The carrying amounts of cash and cash equivalents, trade receivables, other current assets and liabilities approximate fair value due to the short-term nature of these instruments.

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES AND POLICIES (Continued)**

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents consist of bank and money market accounts.

Management has evaluated subsequent events and determined that there were no subsequent events or transactions requiring recognition or disclosure in the condensed consolidated financial statements through the date the financial statements were issued.

**NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS**

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-15, “*Classification of Certain Cash Receipts and Cash Payments*,” to address some questions about the presentation and classification of certain cash receipts and payments in the statement of cash flows. The update addresses eight specific issues, including contingent consideration payments made after a business combination, distribution received from equity method investees and the classification of cash receipts and payments that have aspects of more than one class of cash flows. This standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is in the process of evaluating the impact of the adoption of ASU 2016-15 on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, “*Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting*,” which relates to the accounting for employee share-based payments. This standard addresses several aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. This standard will be effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The Company is in the process of evaluating the impact of the adoption of ASU 2016-09 on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 “*Leases*”, which creates new accounting and reporting guidelines for leasing arrangements. The new standard will require organizations that lease assets to recognize assets and liabilities on the balance sheet related to the rights and obligations created by those leases, regardless of whether they

are classified as finance or operating leases. Consistent with current guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease primarily will depend on its classification as a finance or operating lease. The standard will also require new disclosure to help financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. The new standard will be effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, with early application permitted. The new standard is to be applied using a modified retrospective approach. The Company is in the process of evaluating the impact of ASU 2016-02 on its consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, "*Simplifying the Measurement of Inventory.*" ASU 2015-11 applies to inventory that is measured using first-in, first-out (FIFO) or average cost. An entity should measure inventory within the scope of ASU 2015-11 at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The amendments in ASU 2015-11 more closely align the measurement of inventory in US GAAP with the measurement of inventory in International Financial Reporting Standards (IFRS). ASU 2015-11 is effective for fiscal years beginning after December 15, 2016. The Company is in the process of evaluating the impact of this ASU on its consolidated financial statements.

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS (Continued)**

In May 2014, the FASB issued ASU 2014-09, “*Revenue from Contracts with Customers*” (Topic 606). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, “*Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*,” which defers the effective date by one year, with early adoption on the original effective date permitted. As a result, ASU 2014-09 will be effective for annual and interim periods beginning after December 15, 2017. The Company does not expect the adoption of this ASU to have a material impact on the Company’s consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material impact on the accompanying condensed consolidated financial statements.

**NOTE 3 – INCOME TAXES**

The Company records deferred taxes in accordance with Accounting Standards Codification (“ASC”) 740, “*Accounting for Income Taxes*.” ASC 740 requires recognition of deferred tax assets and liabilities for temporary differences between tax basis of assets and liabilities and the amounts at which they are carried in the financial statements, based upon the enacted rates in effect for the year in which the differences are expected to reverse. The Company establishes a valuation allowance when necessary to reduce deferred tax assets to the amount expected to be realized. The Company periodically assesses the value of its deferred tax assets and determines the necessity for a valuation allowance.

The Company had a domestic net operating loss carryforward at September 30, 2016 of approximately \$17,800,000 which expires in 2029. The Company also had a German net operating loss carryforward at September 30, 2016 of approximately 12,900,000 Euro’s and approximately 12,400,000 Euro’s for German Corporate tax and German Trade tax purposes, respectively.

Realization of the Company’s deferred tax assets is dependent upon the Company generating sufficient taxable income in the appropriate tax jurisdictions in future years to obtain benefit from the reversal of net deductible temporary

differences and from utilization of net operating losses. The Company's valuation allowances of \$4,331,265 and \$4,188,688 at September 30, 2016 and December 31, 2015, respectively, are associated with the Company's German net operating loss carryforward from an inactive German entity. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are changed. As of September 30, 2016, management believed that it was more likely than not that the Company will fully realize the benefits of its deferred tax asset associated with its domestic net operating loss carryforward.

The deferred income tax assets (liabilities) are summarized as follows:

	September 30, 2016	December 31, 2015
Net deferred tax asset:		
Uniform capitalization of inventory costs for tax purposes	\$185,742	\$158,599
Reserves on inventories	532,663	444,115
Tax effect of goodwill	(532,299 )	(507,524 )
Depreciation	(52,088 )	(43,514 )
Accruals and other timing differences	180,675	115,725
Net operating loss carryforward	11,464,834	11,035,216
	11,779,527	11,202,617
Valuation allowance for deferred tax assets	(4,331,265 )	(4,188,688 )
	\$7,448,262	\$7,013,929

Under ASC 740, the Company must recognize the tax benefit from an uncertain position only if it is more-likely-than-not the tax position will be sustained on examination by the taxing authority, based on the technical merits of the position. The tax benefits recognized in the financial statements attributable to such position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon the ultimate resolution of the position.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 3 – INCOME TAXES (Continued)**

The components of the provision for income taxes (benefit) are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Current:				
Federal	\$—	\$—	\$—	\$17,457
State	21,924	14,154	21,924	58,730
Deferred:				
Federal	84,730	58,689	(379,173)	193,406
State	12,326	8,538	(55,160)	23,516
	\$118,980	\$81,381	\$(412,409)	\$293,109

The Company has analyzed its filing positions in all of the Federal and state jurisdictions where it is required to file income tax returns. As of September 30, 2016 and December 31, 2015, the Company identified its Federal tax return and its state tax return in New Jersey as “major” tax jurisdictions, as defined, in which it is required to file income tax returns. Based on the evaluations noted above, the Company concluded that there were no significant uncertain tax positions requiring recognition or disclosure in its condensed consolidated financial statements.

**NOTE 4 - INCOME (LOSS) PER COMMON SHARE**

Basic earnings (loss) per share is calculated by dividing income (loss) available to common shareholders by the weighted average number of shares of common stock outstanding during the period. Diluted income (loss) per share is calculated by using the weighted average number of shares of common stock outstanding and, when dilutive, potential shares from stock options and warrants to purchase common stock, using the treasury stock method.

Three Months Ended		Nine Months Ended	
September 30,		September 30,	
<b>2016</b>	2015	<b>2016</b>	2015

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Weighted average common shares outstanding	18,721,346	19,626,455	18,650,274	19,549,532
Potentially dilutive stock options	637,622	523,507	494,073	915,384
Weighted average common shares outstanding, assuming dilution	19,358,968	20,149,962	19,144,347	20,464,916

Common stock options are included in the diluted income (loss) per share calculation when the various option exercise prices are less than their relative average market price during the periods presented in this quarterly report. The weighted average number of shares of common stock underlying options not included in diluted income (loss) per share, because the effects are anti-dilutive, was 2,781,844 and 2,061,830 for the three-months ended September 30, 2016 and 2015, respectively. For the nine-months ended September 30, 2016 and 2015, the weighted average number of shares of common stock underlying options not included in diluted income (loss) per share was 2,992,083 and 1,691,515, respectively.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)**

## NOTE 5 – INVENTORIES

Inventory carrying value is net of inventory reserves of \$1,331,657 and \$1,110,288 at September 30, 2016 and December 31, 2015, respectively.

Inventories consist of:	September 30, 2016	December 31, 2015
Raw materials	\$ 4,379,817	\$ 3,993,052
Work-in-process	1,025,674	628,140
Finished goods	4,045,249	3,447,536
	\$ 9,450,740	\$ 8,068,728

## NOTE 6 - GOODWILL

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a purchase business combination. Goodwill is not amortized but rather is reviewed for impairment at least annually or more frequently if a triggering event occurs. Management first makes a qualitative assessment of whether it is more-likely-than-not that a reporting unit's fair value is less than its carrying amount before applying the two-step goodwill impairment test described below. If, based on the qualitative assessment, the estimated fair value is well in excess of its carrying amount, management will not perform a quantitative assessment. If, however, the conclusion is that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, management then performs a two-step goodwill impairment test. Under the first step, the fair value of the reporting unit is compared with its carrying value, and, if an indication of goodwill impairment exists for the reporting unit, the Company must perform step two of the impairment test (measurement).

Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill as determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit's goodwill.

The Company's goodwill balance of \$1,351,392 at September 30, 2016 and December 31, 2015 related to one of the Company's reporting units, Microlab. Management's qualitative assessment performed in the fourth quarter of 2015 did

not indicate any impairment of Microlab's goodwill as its fair value was estimated to be in excess of its carrying value. Furthermore, no events have occurred since then that would change this assessment.

#### **NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION**

The Company follows the provisions of ASC 718, "*Share-Based Payment*." The Company's results for the three and nine-month periods ended September 30, 2016 include share-based compensation expense totaling \$235,374 and \$432,612, respectively. Results for the three and nine-month periods ended September 30, 2015 included share-based compensation expense totaling \$51,347 and \$223,273, respectively. Such amounts have been included in the Condensed Consolidated Statements of Operations within operating expenses.

##### ***Incentive Compensation Plan:***

In 2012, the Company's Board of Directors and shareholders approved the 2012 Incentive Compensation Plan (the "Initial 2012 Plan"), which provides for the grant of restricted stock awards, non-qualified stock options and incentive stock options in compliance with the Internal Revenue Code of 1986, as amended, to employees, officers, directors, consultants and advisors of the Company who are expected to contribute to the Company's future growth and success. When originally approved, the Initial 2012 Plan provided for the grant of awards relating to 2,000,000 shares of common stock, plus those shares still available under the Company's prior incentive compensation plan.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION (Continued)**

In June 2014, the Company's shareholders approved the Amended and Restated 2012 Incentive Compensation Plan (the "2012 Plan") allowing for an additional 1,658,045 shares of the Company's common stock to be available for future grants under the 2012 Plan. As of September 30, 2016, there were 1,261,001 shares available for issuance under the 2012 Plan, including those shares available under the Company's prior incentive compensation plan as of such date.

All service-based options granted have ten-year terms from the date of grant and vest annually and become fully exercisable after a maximum of five years. Performance-based options granted have ten-year terms and vest and become fully exercisable when determinable performance targets are achieved. Performance targets are agreed to, and approved by, the Company's Board of Directors or the Compensation Committee of the Board of Directors.

Provisions of the 2012 Plan require that all awards that are stock options be made at exercise prices equal to or greater than the fair market value on the date of the grant.

The following summarizes the components of share-based compensation expense by equity type for the three and nine-months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Service-based Restricted Common Stock	\$40,598	\$55,500	\$151,598	\$155,100
Performance-based Stock Options	28,650	(3,517 )	85,950	56,553
Service-based Stock Options	160,773	—	179,005	—
Performance-based Restricted Common Stock	5,353	(636 )	16,059	11,620
Total Share-Based Compensation Expense	\$235,374	\$51,347	\$432,612	\$223,273

Stock-based compensation for the three and nine-months ended September 30, 2016 and 2015 is included in general and administrative expenses in the accompanying condensed consolidated statement of operations.

***Restricted Common Stock Awards:***

On June 8, 2016, the Company granted 150,000 shares of restricted common stock to certain non-employee directors of the Company under the 2012 Plan. The shares were granted at a price of \$1.33 per share. On June 30, 2016, Timothy Whelan, the Company's newly appointed Chief Executive Officer, forfeited the 30,000 shares of restricted common stock that were granted to him on June 8, 2016 as a non-employee director in connection with his appointment as Chief Executive Officer of the Company. The remaining 120,000 shares of restricted common stock granted on June 8, 2016 will fully vest on the date of the Company's next annual shareholders' meeting to be held in June 2017, or a vesting period of approximately one year, provided that the director's service continues through the vesting date. The total compensation expense to be recognized over the one-year vesting period with respect to the remaining 120,000 shares of restricted common stock is \$159,600.

On June 30, 2016, the Company granted 8,333 shares of restricted common stock to its newly appointed Chief Executive Officer under the 2012 Plan. The shares were granted at a price of \$1.34 per share and will vest in sixteen equal quarterly installments over a period of four years, provided that the executive officer's service with the Company continues through each quarterly vesting date, so that the shares will fully vest on June 30, 2020. The total compensation expense to be recognized over the four-year vesting period is \$11,166.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION (Continued)**

A summary of the status of the Company's non-vested restricted common stock, as granted under the Company's approved equity compensation plans, as of September 30, 2016, and changes during the nine-months ended September 30, 2016, are presented below:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested Restricted Shares		
Non-vested at January 1, 2016	187,000	\$ 2.01
Granted	158,333	\$ 1.33
Forfeited	(30,000)	) \$ 1.33
Vested	(100,521)	) \$ 2.22
Non-vested at September 30, 2016	214,812	\$ 1.51

Under the terms of the performance-based restricted common stock award agreements pertaining to the 87,000 shares of restricted stock granted to employees in 2013, the awards will fully vest and become exercisable on the date on which the Company's Board of Directors shall have determined that specific financial milestones have been met, provided the employee remains in the employ of the Company at such time; provided, however, upon a Change in Control (as defined in the award agreements and the 2012 Plan), the restricted stock shall automatically vest as permitted by the 2012 Plan. For the performance-based restricted stock awarded in 2013, the Company's Board of Directors adopted specific revenue and earnings performance targets as vesting conditions. During the first quarter of 2015, management determined the performance conditions related to these restricted stock awards are probable to be achieved by the year ending 2020. As a result, the Company adjusted the amortization of the fair market value of these awards over the revised implicit service period from December 2017 to December 2020. If management determines in future periods the achievement of performance conditions are probable to occur sooner than expected, the Company will accelerate the expensing of the unamortized balance as of that determination date.

As of September 30, 2016, the unearned compensation related to Company granted restricted common stock was \$221,173 of which \$119,700 (pertaining to 120,000 service-based restricted common stock awards) will be amortized on a straight-line basis through the date of the Company's next annual shareholders meeting scheduled to be held in June 2017, the vesting date, and \$10,468 (pertaining to 8,333 service-based restricted common stock awards) will be amortized on a straight-line basis through June 30, 2020, the date which they will have fully vested. The remaining balance of \$91,005 (pertaining to 87,000 performance-based shares of restricted common stock awarded in 2013) will be amortized on a straight-line basis through December 31, 2020, the implicit service period.

***Performance-Based Stock Option Awards:***

A summary of performance-based stock option activity, and related information for the nine-months ended September 30, 2016 follows:

	Options	Weighted Average Exercise Price
Outstanding, January 1, 2016	1,965,000	\$ 1.32
Granted	200,000	\$ 1.36
Exercised	—	—
Forfeited	—	—
Expired	—	—
Outstanding, September 30, 2016	2,165,000	\$ 1.32
Options exercisable:		
September 30, 2016	1,090,000	\$ 0.96

The aggregate intrinsic value of performance-based stock options outstanding and exercisable as of September 30, 2016 and December 31, 2015 was \$824,550 and \$846,350, respectively.

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION (Continued)**

On September 8, 2015, the Company granted a performance-based stock option to a non-executive officer employee to acquire 50,000 shares of common stock at an exercise price of \$1.83 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on the date of grant. The per share fair-value of this performance-based option was \$1.03. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.53% and expected option life of 4 years. Volatility assumption was 75.46% and the forfeiture rate was assumed to be 0%.

Under the terms of the performance-based stock option agreements granted prior to 2016, the awards will fully vest and become exercisable on the date on which the Company's Board of Directors shall have determined that specific financial performance milestones have been met, provided the employee remains in the employ of the Company at such time; provided, however, upon a Change in Control (as defined in the stock option agreements and the 2012 Plan), the stock options shall automatically vest as permitted by the 2012 Plan. During the first quarter of 2015, management determined the performance conditions related to the stock option awards granted in 2013 and grants made subsequent thereto (but on or prior to the date of determination) are probable to be achieved by the year ending 2020. As a result, the Company adjusted the amortization of the fair market value of these awards over the revised implicit service period from December 2017 to December 2020. If management determines in future periods the achievement of performance conditions are probable to occur sooner than expected, the Company will accelerate the expensing of the unamortized balance as of that determination date.

On May 16, 2016, the Company granted a performance-based stock option to a non-executive officer employee to acquire 200,000 shares of common stock at an exercise price of \$1.36 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on the date of grant. The per share fair-value of this performance-based option was \$0.78. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.26% and expected option life of four years. The volatility assumption was 77.54% and the forfeiture rate was assumed to be 0%.

Under the terms of the performance-based stock option agreement granted on May 16, 2016, the award will incrementally vest and become exercisable upon achievement of specific annualized revenue targets in the Company's network solutions segment. As of September 30, 2016, the Company had not incurred expense relating to this performance-based stock option as management determined it was more likely than not that the revenue targets would not be achieved.

As of September 30, 2016, the unearned compensation related to the performance-based stock options to acquire 825,000 shares of common stock granted in August 2013 (with a weighted average per share exercise price of \$1.77) and the performance-based stock option to acquire 50,000 shares of common stock granted in September 2015 (with a weighted average per share exercise price of \$1.83) is \$445,337 and \$41,713, respectively, which have been, and are expected to be, amortized on a straight-line basis through December 31, 2020, the implicit service period. Unearned compensation in the amount of \$155,810 related to the performance-based stock option granted in May 2016 (with a weighted average per share exercise price of \$1.36) will begin to be amortized when achievement of specific annualized revenue targets in the Company's network solutions segment are determined to be probable.

The Company's performance-based stock options granted prior to 2013 (consisting of options to acquire 1,090,000 shares) are fully amortized.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION (Continued)***Service-Based Stock Option Awards:*

A summary of service-based stock option activity, and related information for the nine-months ended September 30, 2016 follows:

	Options	Weighted Average Exercise Price
Outstanding, January 1, 2016	523,000	\$ 2.23
Granted	950,000	\$ 1.39
Exercised	—	—
Forfeited	(70,000 )	\$ 1.33
Expired	(295,000 )	\$ 2.46
Outstanding, September 30, 2016	1,108,000	\$ 1.52
Options exercisable:		
September 30, 2016	144,250	\$ 2.05

The aggregate intrinsic value of service-based stock options outstanding (regardless of whether or not such options are exercisable) as of September 30, 2016 and December 31, 2015 was \$325,600 and \$0, respectively.

The aggregate intrinsic value of service-based stock options exercisable as of September 30, 2016 and December 31, 2015 was \$23,500 and \$0, respectively.

On November 19, 2015, the Company granted to the members of the Company's Strategic Planning and Operating Committee service-based stock options to acquire 145,000 shares of common stock at an exercise price of \$1.30 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on November 19, 2015, the date of grant. The per share fair-value of these service-based options was \$0.75. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.68% and expected option life of 4 years. The volatility assumption was 78.22% and the forfeiture rate was assumed to be 0%.

Under the terms of the service-based stock option agreements relating to the November 19, 2015 stock option grants, the awards vest in twelve equal quarterly installments over a period of three years and shall be fully vested on November 19, 2018.

On June 8, 2016, the Company granted to certain non-employee directors of the Company service-based stock options to acquire collectively 350,000 shares of common stock at an exercise price of \$1.33 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on June 8, 2016, the date of grant. The per share fair-value of these service-based options was \$0.76. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.23% and expected option life of four years. The volatility assumption was 76.72% and the forfeiture rate was assumed to be 0%. These stock options were granted in connection with the annual compensation for services as a Company director. Such equity awards are intended to replace the cash component of the director compensation.

On June 30, 2016, the service-based stock option to acquire 70,000 shares of common stock that was granted to Timothy Whelan on June 8, 2016, was terminated, unvested, in connection with his appointment as Chief Executive Officer of the Company.

Under the terms of the remaining service-based stock option agreements relating to the June 8, 2016 stock option grants to the non-employee directors of the Company, the awards will fully vest on the date of the Company's next annual shareholder's meeting to be held in June 2017, or a vesting period of approximately one year, provided that the director's service continues through the vesting date.

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 7 - ACCOUNTING FOR SHARE BASED COMPENSATION (Continued)**

On June 30, 2016, the Company granted to Timothy Whelan, its newly appointed Chief Executive Officer, a service-based stock option to acquire 400,000 shares of common stock at an exercise price of \$1.34 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on the date of grant. The per share fair-value of this service-based option was \$0.76. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.01% and expected option life of four years. The volatility assumption was 76.68% and the forfeiture rate was assumed to be 0%.

Under the terms of the service-based stock option agreements relating to the June 30, 2016 stock option grants, the awards vest in sixteen equal quarterly installments over a period of four years and shall be fully vested on June 30, 2020.

Under the terms of Mr. Whelan's employment agreement, dated June 30, 2016, if Mr. Whelan's employment is terminated by the Company without Cause, upon a Change of Control or by Mr. Whelan for Good Reason (as such terms are defined in his employment agreement), in each case, subject to his compliance with certain conditions, Mr. Whelan is entitled to (among other benefits) extension of the post-termination exercise period for all outstanding stock options of the Company's common stock held by Mr. Whelan as of the date of his termination to the earlier of (a) the first anniversary of the date of termination, and (b) the date of expiration of the respective option, during which post-termination period such options shall continue to vest in accordance with their respective terms (to the extent not already fully vested).

On September 16, 2016, the Company granted to certain employees of the Company service-based stock options to acquire collectively 200,000 shares of common stock at an exercise price of \$1.60 per share, which represented the closing price of the Company's common stock as reported on the NYSE MKT on September 16, 2016, the date of grant. The per share fair-value of these service-based options was \$0.95. The per share fair-value was estimated on the date of grant using the Black-Scholes option pricing method and included the following range of assumptions: dividend yield 0%, risk-free interest rate of 1.21% and expected option life of four years. The volatility assumption was 81.21% and the forfeiture rate was assumed to be 0%.

Under the terms of the service-based stock option agreements relating to the September 16, 2016 stock option grants, the awards vest in four equal annual installments over a period of four years and shall be fully vested on September

16, 2020.

As of September 30, 2016, the unearned compensation related to the service-based stock options granted in 2015 and 2016 was \$634,890, which will be amortized over each of the grant's respective service periods.

At September 30, 2016, the Company's service-based stock options granted prior to November 2015 were fully amortized.

#### **NOTE 8 – SEGMENT INFORMATION**

The operating businesses of the Company are segregated into two reportable segments: (i) network solutions; and (ii) test and measurement. The network solutions segment is comprised primarily of the operations of Wireless Telecom Group Inc.'s subsidiary, Microlab. The test and measurement segment is comprised primarily of the Company's operations of the Noisecom product line and the operations of its subsidiary, Boonton.

The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. The Company allocates resources and evaluates the performance of segments based on income or loss from operations, excluding interest, corporate expenses and other income (expenses).

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**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 8 – SEGMENT INFORMATION (Continued)**

Financial information by reportable segment for the three and nine-months ended September 30, 2016 and 2015 is set forth below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	<b>2016</b>	2015	<b>2016</b>	2015
Net revenues by segment:				
Network solutions	\$5,507,065	\$5,481,651	\$15,196,799	\$16,708,137
Test and measurement	2,837,236	2,857,504	7,126,021	8,472,006
Total consolidated net revenues of reportable segments	\$8,344,301	\$8,339,155	\$22,322,820	\$25,180,143
Segment income (loss):				
Network solutions	\$1,081,854	\$901,277	\$2,466,115	\$2,596,224
Test and measurement	179,879	34,818	(499,220 )	389,030
Income from reportable segments	1,261,733	936,095	1,966,895	2,985,254
Other unallocated amounts:				
Corporate expenses	(993,649 )	(773,695 )	(2,972,850 )	(2,336,234 )
Other (expense) - net	(27,267 )	(5,880 )	(79,137 )	(2,913 )
Consolidated income (loss) before income tax provision (benefit)	\$240,817	\$156,520	\$(1,085,092 )	\$646,107
Depreciation and amortization by segment:				
Network solutions	\$68,002	\$58,317	\$181,706	\$164,447
Test and measurement	62,936	56,754	181,928	174,379
Total depreciation and amortization for reportable segments	\$130,938	\$115,071	\$363,634	\$338,826
Capital expenditures by segment (a):				
Network solutions	\$132,022	\$91,000	\$415,401	\$266,599
Test and measurement	81,083	—	299,727	105,119
Total consolidated capital expenditures by reportable segment	\$213,105	\$91,000	\$715,128	\$371,718

Financial information by reportable segment as of September 30, 2016 and December 31, 2015:

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	2016	2015
Total assets by segment:		
Network solutions	\$11,996,766	\$10,638,961
Test and measurement	7,724,371	7,153,310
Total assets for reportable segments	19,721,137	17,792,271
Corporate assets, principally cash and cash equivalents and deferred and current taxes	15,769,599	16,914,053
Total consolidated assets	\$35,490,736	\$34,706,324

(a) Net of equipment lease payable of \$41,904 (network solutions) for the nine-months ended September 30, 2016.

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**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 8 – SEGMENT INFORMATION (Continued)**

Consolidated net revenues by region were as follows:

Revenues by region	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Americas	\$6,394,496	\$6,539,352	\$17,262,164	\$19,161,206
Europe, Middle East, Africa (EMEA)	1,600,694	1,284,596	4,042,081	4,579,863
Asia Pacific (APAC)	349,111	515,207	1,018,575	1,439,074
Total Sales	\$8,344,301	\$8,339,155	\$22,322,820	\$25,180,143

Net revenues are attributable to a geographic area based on the destination of the product shipment, which may not be the final geographic destination of our international distributors' end customer. The majority of shipments in the Americas are to customers located within the United States. For the three-months ended September 30, 2016 and 2015, revenues in the United States for all reportable segments amounted to \$6,210,423 and \$6,087,609, respectively. For the nine-months ended September 30, 2016 and 2015, revenues in the United States for all reportable segments amounted to \$16,593,877 and \$17,494,870, respectively. Shipments to the EMEA region were largely concentrated in two countries, Israel and Germany. For the three-months ended September 30, 2016, revenues to Israel and Germany for all reportable segments amounted to \$349,418 and \$100,653 of all shipments to the EMEA region, respectively. For the three-months ended September 30, 2015, revenues to Israel and Germany for all reportable segments amounted to \$338,867 and \$229,682, respectively of all shipments to the EMEA region. For the nine-months ended September 30, 2016, revenues to Israel and Germany amounted to \$722,595 and \$573,058 of all the shipments to the EMEA region, respectively. For the nine-months ended September 30, 2015, revenues to Israel and Germany amounted to \$1,247,182 and \$891,234, respectively of all shipments to the EMEA region. Shipments to the APAC region were largely concentrated in China. For the three-months ended September 30, 2016 and 2015, revenues in China for all reportable segments amounted to \$231,485 and \$303,263, respectively. For the nine-months ended September 30, 2016 and 2015, revenues in China for all reportable segments amounted to \$652,654 and \$900,592, respectively.

**NOTE 9 - COMMITMENTS AND CONTINGENCIES*****Warranties:***

The Company typically provides one-year warranties on all of its products covering both parts and labor. The Company, at its option, repairs or replaces products that are defective during the warranty period if the proper preventive maintenance procedures have been followed by its customers. Historically, the Company's warranty expense has been minimal.

***Leases:***

In May 2015, the Company and its landlord entered into an amendment to the existing lease agreement to remain at its principal corporate headquarters in Hanover Township, Parsippany, New Jersey through March 31, 2023. Monthly lease payments range from approximately \$33,000 in year one to approximately \$41,000 in year eight. Additionally, the Company has available an allowance of approximately \$300,000 towards alterations and improvements to the premises through November 30, 2016 of which the Company has used approximately \$249,000 to date. The lease can be renewed at the Company's option for one five-year period at fair market value to be determined at term expiration.

**WIRELESS TELECOM GROUP, INC.****NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)****NOTE 9 - COMMITMENTS AND CONTINGENCIES (Continued)**

The following is a summary of the Company's contractual obligations as of September 30, 2016:

Table of Contractual Obligations

	Total	Payments by Period			More than 5 Years
		Less than 1 Year	1-3 Years	4-5- Years	
Facility Leases	\$2,950,012	\$418,049	\$1,330,913	\$955,152	\$245,898
Operating and Equipment Leases	138,180	63,775	74,405	—	—
	\$3,088,192	\$481,824	\$1,405,318	\$955,152	\$245,898

***Environmental Contingencies:***

In 1982, the Company and the New Jersey Department of Environmental Protection (the "NJDEP") agreed upon a plan to correct ground water contamination at a site, formerly leased by Boonton, located in the Township of Parsippany-Troy Hills, pursuant to which wells have been installed by the Company. The plan contemplates that the wells will be operated and that soil and water samples will be taken and analyzed until such time that contamination levels are satisfactory to the NJDEP. In 2014, the Company received approval for a groundwater permit from the NJDEP to carry out the final Remedial Action Work Plan and report. Under the final phase of the Remedial Action Work Plan, there will be limited and reduced monitoring and testing as long as concentrations at the site continue on a decreasing trend.

While management anticipates that the expenditures in connection with this site will not be substantial in future years, the Company could be subject to significant future liabilities and may incur significant future expenditures if further contaminants from Boonton's testing are identified and the NJDEP requires additional remediation activities. Management is unable to estimate future remediation costs, if any, at this time. The Company will continue to be liable under the plan, in all future years, until such time as the NJDEP releases it from all obligations applicable thereto.

At this time, the Company believes that it is in material compliance with all environmental laws, does not anticipate any material expenditure to meet current or pending environmental requirements, and generally believes that its processes and products do not present any unusual environmental concerns. Besides the matter referred to above with the NJDEP, the Company is unaware of any existing, pending or threatened contingent liability that may have a material adverse effect on its ongoing business operations.

***Line of Credit:***

The Company maintains a line of credit with a bank. The credit facility provides borrowing availability of up to 100% of the Company's money market account balance and 99% of the Company's short-term investment securities (U.S. Treasury bills) and, under the terms and conditions of the loan agreement, the facility is fully secured by the Company's money fund account and short-term investment holdings held with the bank. Advances under the facility will bear interest at a variable rate equal to the London InterBank Offered Rate ("LIBOR") in effect at the time of borrowing. Additionally, under the terms and conditions of the loan agreement, there is no annual fee and any amount outstanding under the loan facility may be paid at any time in whole or in part without penalty.

As of September 30, 2016, the Company had no borrowings outstanding under the facility and approximately \$4,500,000 of borrowing availability. The Company has no current plans to borrow from this credit facility as it believes its present cash balances will adequately meet near-term working capital requirements.

**WIRELESS TELECOM GROUP, INC.**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**NOTE 9 - COMMITMENTS AND CONTINGENCIES (Continued)**

*Risks and Uncertainties:*

Proprietary information and know-how are important to the Company's commercial success. There can be no assurance that others will not either develop independently the same or similar information or obtain and use proprietary information of the Company. Certain key employees have signed confidentiality and non-compete agreements regarding the Company's proprietary information.

The Company believes that its products do not infringe the proprietary rights of third parties. There can be no assurance, however, that third parties will not assert infringement claims in the future.

## **ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **FORWARD LOOKING STATEMENTS**

The statements contained in this Quarterly Report on Form 10-Q that are not historical facts, including, without limitation, the statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "believes," "expects," "intends," "plans," "may," "will," "should," "anticipates" or "continues" or the negative thereof or other thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These statements are based on the Company's current expectations of future events and are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are not limited to, the ability of our management to successfully implement our business plan and strategy, product demand and development of competitive technologies in our market sector, the impact of competitive products and pricing, the loss of any significant customers, our abilities to protect our property rights, the effects of adoption of newly announced accounting standards, the effects of economic conditions and trade, legal and other economic risks, among others. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. These risks and uncertainties are disclosed from time to time in the Company's filings with the Securities and Exchange Commission, the Company's press releases and in oral statements made by or with the approval of authorized personnel of the Company. You should also consider carefully the statements in our Annual Report on Form 10-K for the year ended December 31, 2015, which address additional risks that could cause our actual results to differ from those set forth in any forward-looking statements. The Company's forward-looking statements speak only as of the date of this Quarterly Report. The Company undertakes no obligation to publicly update or review any forward-looking statements whether as a result of new information, future developments or otherwise.

### **INTRODUCTION**

The Company develops, manufactures and markets a wide variety of electronic noise sources, electronic testing and measuring instruments including power meters, voltmeters and modulation meters and high-power passive microwave components for wireless products. The majority of the Company's current business relates to its network solutions products, which are primarily used by its customers in relation to commercial infrastructure development in support of the expansion and upgrade to distributed antenna systems ("DAS"). In addition, the Company's products are used to test the performance and capability of cellular/PCS and satellite communication systems and to measure the power of radiofrequency (RF) and microwave systems. Other applications include radio, radar, wireless local area network (WLAN) and digital television.

The operating businesses of the Company are segregated into two reportable segments: (1) network solutions and (2) test and measurement. The network solutions segment is comprised primarily of the operations of the Company's

subsidiary, Microlab. The test and measurement segment is comprised primarily of the Company's operations (Noisecom) and the operations of its subsidiary, Boonton. Additional financial information on the Company's reportable segments as of September 30, 2016 and December 31, 2015, as well as for the three and nine-months ended September 30, 2016 and 2015 is included in Note 8 to the Company's interim condensed consolidated financial statements set forth in this current report on Form 10-Q.

The financial information presented herein includes:

(i) Condensed Consolidated Balance Sheets as of September 30, 2016 (unaudited) and as of December 31, 2015; (ii) Condensed Consolidated Statements of Operations for the three and nine-month periods ended September 30, 2016 (unaudited) and 2015 (unaudited); (iii) Condensed Consolidated Statements of Cash Flows for the nine-month periods ended September 30, 2016 (unaudited) and 2015 (unaudited); and (iv) Condensed Consolidated Statement of Shareholders' Equity for the nine-month period ended September 30, 2016 (unaudited).

### **CRITICAL ACCOUNTING POLICIES**

Management's discussion and analysis of the financial condition and results of operations are based upon the Company's interim condensed consolidated financial statements, which were prepared in accordance with U.S. GAAP. The preparation of these financial statements required the Company to make estimates and judgments that affect the reported amounts of assets and liabilities (including inventory valuation, accounts receivable, valuation of deferred tax assets and estimated fair value of stock options) and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses for each period.

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

On a regular basis, management evaluates its assumptions, judgments and estimates. Management believes that there have been no material changes to the items that the Company disclosed as its significant accounting policies and estimates under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's December 31, 2015 Form 10-K.

The following represents a summary of the Company's critical accounting policies, defined as those policies that the Company believes are: (a) the most important to the portrayal of its financial condition and results of operations, and (b) that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

***Share-Based Compensation***

The Company follows the provisions of ASC 718, "Share-Based Payment." The fair value of options at the date of grant was estimated using the Black-Scholes option pricing model. For any performance-based or service-based options granted, the Company takes into consideration guidance under ASC 718 and SEC Staff Accounting Bulletin No. 107 (SAB 107) when reviewing and updating assumptions. The expected option life is derived from assumed exercise rates based upon historical exercise patterns and represents the period of time that options granted are expected to be outstanding. The expected volatility is based upon historical volatility of our shares using weekly price observations over an observation period of three years. The risk-free rate is based on the U.S. Treasury yield curve rate in effect at the time of grant for periods similar to the expected option life. The estimated forfeiture rate included in the option valuation is based on the Company's past history of forfeitures. Due to the limited amount of forfeitures in the past, the Company's estimated forfeiture rate has been zero.

Management estimates are necessary in determining compensation expense for stock options with performance-based vesting criteria. Compensation expense for this type of stock-based award is recognized over the period from the date the performance conditions are determined to be probable of occurring through the date the applicable conditions are expected to be met. If the performance conditions are not considered probable of being achieved, no expense is recognized until such time as the performance conditions are considered probable of being met, if ever. Management evaluates whether performance conditions are probable of occurring on a quarterly basis.

***Revenue Recognition***

Revenue from product shipments, including shipping and handling fees, is recognized once delivery has occurred provided that persuasive evidence of an arrangement exists, the price is fixed or determinable, and collectability is

reasonably assured. Delivery is considered to have occurred when title and risk of loss have transferred to the customer. Revenues to international distributors are recognized in the same manner. If title does not pass until the product reaches the customer's delivery site, then recognition of revenue is deferred until that time. There are no formal revenue incentives offered to any of the Company's customers. Volume discounts may be offered from time to time to customers purchasing large quantities on a per transaction basis. There are no material special post shipment obligations or acceptance provisions that exist with any sales arrangements.

### ***Valuation of Inventory***

Raw material inventories are stated at the lower of cost (first-in, first-out method) or market. Finished goods and work-in-process are valued at average cost of production, which includes material, labor and manufacturing expenses.

### ***Reserve on Inventory***

The Company maintains reserves to reduce the value of inventory to the lower of cost or market and reserves for excess and obsolete inventory. The Company reviews inventory for excess and obsolescence based on its best estimates of future demand, product lifecycle status and product development plans. The Company uses historical information along with those future estimates to reduce the inventory cost basis to its estimated realizable value.

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

***Allowance for Doubtful Accounts***

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. A key consideration in estimating the allowance for doubtful accounts has been, and will continue to be, the Company's customers' payment history and aging of its accounts receivable balance. If the financial condition of any of the Company's customers were to decline, additional allowances may be required.

***Income Taxes***

The Company records deferred taxes in accordance with ASC 740, "Accounting for Income Taxes." This ASC requires recognition of deferred tax assets and liabilities for temporary differences between tax basis of assets and liabilities and the amounts at which they are carried in the financial statements, based upon the enacted rates in effect for the year in which the differences are expected to reverse. The Company establishes a valuation allowance when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company periodically assesses the value of its deferred tax asset, a majority of which has been generated by a history of net operating losses and determines the necessity for a valuation allowance. The Company evaluates which portion, if any, will more likely than not be realized by offsetting future taxable income, taking into consideration any limitations that may exist on its use of its net operating loss carry-forwards.

***Uncertain Tax Positions***

Under ASC 740, the Company must recognize the tax benefit from an uncertain position only if it is more-likely-than-not the tax position will be sustained on examination by the taxing authority, based on the technical merits of the position. The tax benefits recognized in the financial statements attributable to such position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon the ultimate resolution of the position.

The Company has analyzed its filing positions in all of the Federal and state jurisdictions where it is required to file income tax returns. As of September 30, 2016 and December 31, 2015, the Company has identified its U.S. Federal tax return and its state tax return in New Jersey as "major" tax jurisdictions, as defined, in which it is required to file income tax returns. Based on the evaluations noted above, the Company has concluded that there are no significant

uncertain tax positions requiring recognition or disclosure in its condensed consolidated financial statements.

Based on a review of tax positions for all open years and contingencies as set out in the Company's notes to the condensed consolidated financial statements, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740 during the periods ended September 30, 2016 and 2015, and the Company does not anticipate that it is reasonably possible that any material increase or decrease in its unrecognized tax benefits will occur within twelve months.

## **RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read in conjunction with our interim condensed consolidated financial statements and the notes to those statements included in Part I, Item I of this Quarterly Report on Form 10-Q and in conjunction with the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

For the nine-months ended September 30, 2016 as compared to the corresponding period of the previous year, consolidated net revenues were approximately \$22,323,000 and \$25,180,000, respectively, a decrease of approximately \$2,857,000 or 11.3%. For the three-months ended September 30, 2016 as compared to the corresponding period of the previous year, consolidated net revenues were approximately \$8,344,000 and \$8,339,000, respectively, a slight increase of approximately \$5,000.

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

The decrease in consolidated net revenues for the nine-months ended September 30, 2016 was the result of a decline in sales order flow for the Company's network solutions products, which started in the second half of 2015 and continued through the first quarter of 2016, due to reductions in customer capital spending, particularly by certain domestic wireless operators. The Company also experienced a decline in sales order flow during the first quarter of 2016 in the Company's test and measurement segment, which was primarily due to a delay in the execution of orders on government projects, which impacted sales orders for the first fiscal half of 2016. The slight increase in consolidated net revenues for the three-months ended September 30, 2016 was the result of increased order flow in both of the Company's business segments during the second and third quarters. During the three-months ended September 30, 2016, as expected, the Company realized increased carrier and government spending on specific projects the Company was pursuing, which resulted in a 25% increase in sales order flow (to approximately \$11,200,000 across the Company's two business segments) during the three-months ended September 30, 2016 as compared to the sales order flow realized during the second quarter of 2016.

The Company expects long-term demand for its network solutions products to improve due to the continuing worldwide expansion of broadband coverage. Additionally, sales orders in the Company's test and measurement segment increased during the three-months ended September 30, 2016 as compared to the first two quarters of 2016 primarily due to program funding by governmental agencies supporting radar applications.

Net revenues of the Company's network solutions products for the nine-months ended September 30, 2016 were approximately \$15,197,000 as compared to approximately \$16,708,000 for the nine-months ended September 30, 2015, a decrease of approximately \$1,511,000 or 9.0%. Net revenues of network solutions products accounted for approximately 68% and 66% of consolidated net revenues for each of the nine-month periods ended September 30, 2016 and 2015, respectively. Net revenues of the Company's network solutions products for the three-months ended September 30, 2016 were approximately \$5,507,000 as compared to approximately \$5,482,000 for the three-months ended September 30, 2015, an increase of approximately \$25,000 or 0.5%. Net revenues of network solutions products accounted for approximately 66% of consolidated net revenues for each of the three-month periods ended September 30, 2016 and 2015, respectively.

Net revenues of the Company's test and measurement products for the nine-months ended September 30, 2016 were approximately \$7,126,000 as compared to approximately \$8,472,000 for the nine-months ended September 30, 2015, a decrease of approximately \$1,346,000 or 15.9%. Net revenues of test and measurement products accounted for approximately 32% and 34% of consolidated net revenues for each of the nine-month periods ended September 30, 2016 and 2015, respectively. Net revenues of the Company's test and measurement products for the three-months ended September 30, 2016 were approximately \$2,837,000 as compared to approximately \$2,858,000 for the three-months ended September 30, 2015, a slight decrease of approximately \$21,000 or 0.7%. Net revenues of test and measurement products accounted for approximately 34% of consolidated net revenues for each of the three-month periods ended September 30, 2016 and 2015, respectively.

Gross profit on net consolidated revenues for the nine-months ended September 30, 2016 was approximately \$9,882,000 or 44.3% as compared to approximately \$11,053,000 or 43.9% of net consolidated revenues for the nine-months ended September 30, 2015. Gross profit on net consolidated revenues for the three-months ended September 30, 2016 was approximately \$3,823,000 or 45.8% as compared to approximately \$3,623,000 or 43.4% of net consolidated revenues for the three-months ended September 30, 2015.

Gross profit margins are higher for the three and nine-months ended September 30, 2016 as compared to the same period of the previous year. Consolidated gross profit margins increased due to lower manufacturing labor costs during the three and nine-months ended September 30, 2016 as compared to the same periods in 2015, offset by lower volumes. The decrease in manufacturing labor costs are primarily the result of the Company's cost reduction plans implemented in August 2015.

The Company's products consist of several models with varying degrees of capabilities which can be customized to meet particular customer requirements. They may be incorporated directly into the electronic equipment concerned or may be stand-alone components or devices that are connected to, or used in conjunction with, such equipment from an external site, in the factory or in the field. Prices of products range from approximately \$100 to \$100,000 per unit, with most sales occurring between approximately \$2,000 and \$35,000 per unit. The Company can experience variations in gross profit based upon the mix of these products sold as well as variations due to revenue volume and economies of scale. The Company will continue to rigidly monitor costs associated with material acquisition, manufacturing and production.

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

Consolidated operating expenses for the nine-months ended September 30, 2016 were approximately \$10,888,000 or 49% of net consolidated revenues as compared to approximately \$10,404,000 or 41% of net consolidated revenues for the nine-months ended September 30, 2015. Consolidated operating expenses were higher for the nine-months ended September 30, 2016 due to increases in consolidated general and administrative expenses and consolidated research and development expenses of approximately \$549,000 and \$143,000, respectively, offset by a decrease in consolidated sales and marketing expenses of approximately \$208,000. Consolidated operating expenses for the three-months ended September 30, 2016 were approximately \$3,555,000 or 43% of net consolidated revenues as compared to approximately \$3,461,000 or 42% of net consolidated revenues for the three-months ended September 30, 2015. Consolidated operating expenses were higher for the three-months ended September 30, 2016 due to an increase in consolidated general and administrative expenses of approximately \$180,000, offset by decreases in consolidated research and development expenses and sales and marketing expenses of approximately \$78,000 and \$8,000, respectively. Consolidated operating expenses during the nine-month periods ended September 30, 2016, included approximately \$416,000 of professional fees related to the Company's Strategic Planning and Operating Committee's strategic evaluations.

The increase in consolidated general and administrative expenses for the nine-months ended September 30, 2016 was primarily due to an increase in non-cash stock compensation expense of approximately \$209,000, an increase in administrative salaries of approximately \$190,000, and an increase in corporate legal fees. Consolidated research and development expenses increased for the nine-months ended September 30, 2016 primarily due to an increase in costs associated with product development projects in both our network solutions and test and measurement segments of approximately \$230,000. Consolidated sales and marketing expenses decreased for the nine-months ended September 30, 2016 primarily due to lower non-employee sales commissions and lower salary expenses, offset by a slight increase in trade show expenses.

The increase in consolidated general and administrative expenses for the three-months ended September 30, 2016 was primarily due to an increase in non-cash stock compensation expense of approximately \$184,000. Consolidated research and development expenses increased for the three-months ended September 30, 2016 primarily due to an increase in costs associated with product development projects in both our network solutions and test and measurement segments. Consolidated sales and marketing expenses decreased for the three-months ended September 30, 2016 primarily due to lower non-employee sales commission and lower salary expenses.

Other expenses increased by approximately \$21,000 and \$76,000 for the three and nine-months ended September 30, 2016, as compared to the corresponding periods of the previous year. The increase is primarily due to increases in costs in connection with the Company's ground water management plan.

For the three and nine-months ended September 30, 2016, the Company recorded a tax expense of approximately \$119,000 and a tax benefit of approximately \$412,000, respectively. For the three and nine-months ended September 30, 2015, the Company recorded a tax expense of approximately \$81,000 and \$293,000, respectively. The tax benefit

recorded for the nine-months ended September 30, 2016 was primarily due to losses generated from the Company's operations during the first six-months of 2016. The tax expense recorded for the three and nine-months ended September 30, 2015 was primarily the result of income generated from the Company's operations and was predominantly comprised of a non-cash deferred tax expense for Federal income taxes and a current provision for state income taxes for which the Company makes estimated tax payments on a quarterly basis, when applicable.

For the nine-months ended September 30, 2016, the Company realized a net loss of approximately \$673,000 or \$0.04 loss per share on a basic and diluted basis, as compared to net income of approximately \$353,000 or \$0.02 income per share on a basic and diluted basis for the corresponding period of the previous year, a decrease of approximately \$1,026,000. For the three-months ended September 30, 2016, the Company realized net income of approximately \$122,000 or \$0.01 income per share on a basic and diluted basis, as compared to net income of approximately \$75,000 or \$0.00 income per share on a basic and diluted basis for the corresponding period of the previous year, an increase of approximately \$47,000. The net income and loss fluctuations were primarily due to the factors discussed above.

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's working capital has decreased by approximately \$1,034,000 to approximately \$21,030,000 at September 30, 2016, from approximately \$22,064,000 at December 31, 2015. At September 30, 2016 and December 31, 2015, the Company had a current ratio of 8.4 to 1 and 13.5 to 1, respectively.

The Company had cash and cash equivalents of approximately \$8,102,000 at September 30, 2016, compared to approximately \$9,726,000 at December 31, 2015. The Company believes its current level of cash and cash equivalents is sufficient to fund the current operating, investing and financing activities.

The Company expects to realize tax benefits in future periods due to the available net operating loss carryforwards resulting from the disposition of a former wholly-owned subsidiary in 2010. Accordingly, future taxable income is expected to be offset by the utilization of net operating loss carryforwards and as a result, will increase the Company's liquidity as cash needed to pay Federal income taxes will be substantially reduced.

The Company used cash for operating activities of approximately \$742,000 for the nine-month period ending September 30, 2016. The primary use of this cash was due to a net loss from operating activities, an increase in inventories, an increase in accounts receivable, and an increase in prepaid expenses and other current assets, partially offset by an increase in accounts payable and an increase in accrued expenses and other current liabilities.

The Company provided cash from operating activities of approximately \$519,000 for the nine-month period ending September 30, 2015. The primary source of this cash was due to net income from operations for the nine-month period, a decrease in prepaid expenses and other assets and an increase in accounts payable, partially offset by a decrease in accrued expenses and other current liabilities, an increase in accounts receivable and an increase in inventories.

The Company has historically been able to turn over its accounts receivable approximately every two months. This average collection period has been sufficient to provide the working capital and liquidity necessary to operate the Company.

Net cash used for investing activities for the nine-months ended September 30, 2016 and 2015 was approximately \$715,000 and \$372,000, respectively. The use of these funds was for capital expenditures.

Cash used for financing activities for the nine-months ended September 30, 2016 was approximately \$167,000. The use of these funds was for periodic payments on an equipment lease and the repurchase of 42,995 shares of the Company's outstanding common stock. Cash used for financing activities for the nine-months ended September 30, 2015 was approximately \$92,000. The use of these funds was for periodic payments on an equipment lease, partially offset by proceeds from the exercise of stock options.

The stock repurchase program may continue to be modified or re-initiated at any time. The Company will continue to monitor market conditions and evaluate opportunities to allocate its capital, which may include the repurchasing of the Company's outstanding common stock.

As of September 30, 2016, future minimum lease payments related to the Company's facility lease and equipment leases are shown below:

Table of Contractual Obligations

	Total	Payments by Period			More than 5 Years
		Less than		4-5-Years	
		1 Year	1-3 Years		
Facility Leases	\$2,950,012	\$418,049	\$1,330,913	\$955,152	\$245,898
Operating and Equipment Leases	138,180	63,775	74,405	—	—
	\$3,088,192	\$481,824	\$1,405,318	\$955,152	\$245,898

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

The Company maintains a line of credit with a bank. The credit facility provides borrowing availability of up to 100% of the Company's money market account balance and 99% of the Company's short-term investment securities (U.S. Treasury bills) and, under the terms and conditions of the loan agreement, the facility is fully secured by our money fund account and short-term investment holdings held with the bank. Advances under the facility will bear interest at a variable rate equal to LIBOR in effect at time of borrowing. Additionally, there is no annual fee and any amount outstanding under the loan facility may be paid at any time in whole or in part without penalty. As of September 30, 2016, the Company had no borrowings outstanding under the facility and approximately \$4,500,000 of borrowing availability.

The Company is currently pursuing strategic opportunities, including potential acquisitions, mergers, divestitures or other activities, which may require significant use of the Company's capital resources. These sources may include using operating cash, entering into asset-based lending arrangements with financial institutions, entering into term loan agreements, or issuing the Company's common stock. Additionally, the Company may incur costs as a result of such activities and such activities may affect the Company's liquidity in future periods.

In 2015, the Company instituted cost reduction plans, which reduced overall headcount and other operating expenses, to better position it to take advantage of growth opportunities. The reduction in total headcount reduced annualized salary and benefit costs in 2015 by over \$1,500,000, net of severance charges of \$137,000, which have been reinvested by the Company in its business to improve the strength of its management team and support new product innovations. During the nine-months ended September 30, 2016, the Company continued its restructuring efforts by instituting a plan to further reduce costs. As a result of this most recent effort, the Company expects to generate annualized cost reductions of approximately \$600,000, net of severance charges of \$50,000, which are being reinvested in strategic initiatives. The Company believes these cost reduction efforts, and continued diligent monitoring of its current operating expenses, will help position the Company for growth and ongoing development of new products.

The Company believes that its financial resources from working capital are adequate to meet its current needs. However, should current global economic conditions deteriorate, additional working capital funding may be required which may be difficult to obtain due to restrictive credit markets.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

**INFLATION AND SEASONALITY**

The Company does not anticipate that inflation will significantly impact its business or its results of operations nor does it believe that its business is seasonal.

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### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

### ITEM 4 - CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, as of the end of the period covered by this report, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. Our disclosure controls and procedures are designed to ensure that the information required to be included in our Securities and Exchange Commission (“SEC”) reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that the information relating to Wireless Telecom Group, Inc., including our consolidated subsidiaries, is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of the period covered by this report, our disclosure controls and procedures are effective.

#### (b) Changes in Internal Controls over Financial Reporting

In connection with the evaluation required by paragraph (d) of Rule 13a-15 under the Securities Exchange Act of 1934, as amended, there was no change identified in our internal control over financial reporting that occurred as of the end of the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

Item 1. LEGAL PROCEEDINGS

There have been no material developments in the legal proceedings described in Item 3 of the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Item 1A. RISK FACTORS

There have been no material changes in our risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the period covered by this report, we have not sold any unregistered equity securities.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K/A filed with the SEC on April 22, 2005)
3.2	Amended and Restated By-Laws (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K, dated June 27, 2016, and filed with the SEC on July 1, 2016)
10.1	Executive Employment Agreement, by and between Wireless Telecom Group, Inc. and Timothy Whelan, made as of June 30, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, dated June 30, 2016, and filed with the SEC on July 7, 2016)
31.1*	Certification Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 (Principal Executive Officer)
31.2*	Certification Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 (Principal Financial Officer)
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (Principal Executive Officer)
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (Principal Financial Officer)
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The following financial statements from Wireless Telecom Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed on November 3, 2016, formatted in Extensible Business Reporting Language (XBRL): (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of operations, (iii) condensed consolidated statements of cash flows, (iv) condensed consolidated statement of shareholders' equity, and (v) the notes to interim condensed consolidated financial statements.

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

\*Filed herewith.

\*\* Furnished herewith.

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**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.

WIRELESS  
TELECOM GROUP  
INC.  
(Registrant)

Date: November 3, 2016 /s/ Timothy Whelan  
Timothy Whelan  
Chief Executive  
Officer

Date: November 3, 2016 /s/ Robert Censullo  
Robert Censullo  
Chief Financial  
Officer

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