ID SYSTEMS INC
Form 10-Q
August 14, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended: June 30, 2015**

**or**

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

**For the transition period from _________ to __________**

**Commission File Number: 001-15087**

**I.D. SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **22-3270799** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **123 Tice Boulevard**<br>**Woodcliff Lake, New Jersey** | **07677** |
| (Address of principal executive offices) | (Zip Code) |

**(201) 996-9000**

(Registrant's telephone number, including area code)

(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** x **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** x **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.

**Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x**

**(Do not check if a smaller reporting company)**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). **Yes** ¨ **No** x

The number of shares of the registrant's common stock, $0.01 par value per share, outstanding as of the close of business on August 7, 2015 was 13,408,088.

**INDEX**

**I.D. Systems, Inc. and Subsidiaries**

**Exhibit 31.1**
**Exhibit 31.2**
**Exhibit 32**

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**I.D. Systems, Inc. and Subsidiaries**

**Condensed Consolidated Balance Sheets**

| | December 31, 2014* | June 30, 2015 (Unaudited) |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $5,974,000 | $3,343,000 |
| Restricted cash | 303,000 | 304,000 |
| Investments - short term | 3,249,000 | 726,000 |
| Accounts receivable, net of allowance for doubtful accounts of $1,434,000 and $1,692,000 in 2014 and 2015, respectively | 14,783,000 | 12,436,000 |
| Financing receivables - current, net of allowance for doubtful accounts of $-0- in 2014 and 2015 | 1,898,000 | 1,889,000 |
| Inventory, net | 6,252,000 | 8,736,000 |
| Deferred costs - current | 2,183,000 | 2,605,000 |
| Prepaid expenses and other current assets | 1,767,000 | 1,963,000 |
| Total current assets | 36,409,000 | 32,002,000 |
| Investments - long term | 4,066,000 | 2,519,000 |
| Financing receivables - less current portion | 4,072,000 | 3,471,000 |
| Deferred costs - less current portion | 3,281,000 | 3,102,000 |
| Fixed assets, net | 1,520,000 | 2,671,000 |
| Goodwill | 1,837,000 | 1,837,000 |
| Intangible assets, net | 977,000 | 909,000 |
| Other assets | 324,000 | 354,000 |
| | $52,486,000 | $46,865,000 |
| LIABILITIES | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | $10,102,000 | $10,007,000 |
| Capital lease obligation - current | 149,000 | 70,000 |
| Deferred revenue - current | 6,742,000 | 6,574,000 |

| | | |
|---|---|---|
| Total current liabilities | 16,993,000 | 16,651,000 |
| | | |
| Deferred rent | 309,000 | 293,000 |
| Deferred revenue - less current portion | 7,929,000 | 7,337,000 |
| | | |
| | 25,231,000 | 24,281,000 |
| Commitments and Contingencies (Note 20) | | |
| | | |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock; authorized 5,000,000 shares, $0.01 par value; none issued | - | - |
| Common stock; authorized 50,000,000 shares, $0.01 par value; 13,476,000 and 14,148,000 shares issued at December 31, 2014 and June 30, 2015, respectively; shares outstanding, 12,812,000 and 13,432,000 at December 31, 2014 and June 30, 2015, respectively | 124,000 | 129,000 |
| Additional paid-in capital | 106,272,000 | 109,164,000 |
| Accumulated deficit | (75,176,000 ) | (82,263,000 ) |
| Accumulated other comprehensive loss | (375,000 ) | (504,000 ) |
| Treasury stock; 664,000 shares and 716,000 shares at cost at December 31, 2014 and June 30, 2015, respectively | (3,590,000 ) | (3,942,000 ) |
| | | |
| Total stockholders' equity | 27,255,000 | 22,584,000 |
| Total liabilities and stockholders' equity | $52,486,000 | $46,865,000 |

*Derived from audited balance sheet as of December 31, 2014.

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

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**I.D. Systems, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Operations**

(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2015 | 2014 | 2015 |
| Revenue: | | | | |
| Products | $7,161,000 | $4,993,000 | $12,951,000 | $11,864,000 |
| Services | 4,252,000 | 4,933,000 | 8,198,000 | 9,182,000 |
| | 11,413,000 | 9,926,000 | 21,149,000 | 21,046,000 |
| Cost of revenue: | | | | |
| Cost of products | 4,769,000 | 3,491,000 | 8,071,000 | 8,714,000 |
| Cost of services | 1,520,000 | 2,309,000 | 2,970,000 | 4,258,000 |
| | 6,289,000 | 5,800,000 | 11,041,000 | 12,972,000 |
| Gross profit | 5,124,000 | 4,126,000 | 10,108,000 | 8,074,000 |
| Operating expenses: | | | | |
| Selling, general and administrative expenses | 5,651,000 | 6,225,000 | 12,471,000 | 12,994,000 |
| Research and development expenses | 1,343,000 | 1,120,000 | 2,493,000 | 2,349,000 |
| | 6,994,000 | 7,345,000 | 14,964,000 | 15,343,000 |
| Loss from operations | (1,870,000 ) | (3,219,000 ) | (4,856,000 ) | (7,269,000 ) |
| Interest income | 153,000 | 92,000 | 305,000 | 179,000 |
| Other income, net | 12,000 | (15,000 ) | 15,000 | 3,000 |
| Net loss | $(1,705,000 ) | $(3,142,000 ) | $(4,536,000 ) | $(7,087,000 ) |
| Net loss per share - basic and diluted | $(0.14 ) | $(0.25 ) | $(0.38 ) | $(0.57 ) |
| Weighted average common shares outstanding - basic and diluted | 12,089,000 | 12,575,000 | 12,054,000 | 12,398,000 |

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

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**I.D. Systems, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Comprehensive Income (Loss)**

(Unaudited)

| | Three Months Ended June 30, 2014 | 2015 | Six Months Ended June 30, 2014 | 2015 |
|---|---|---|---|---|
| Net loss | $(1,705,000) | $(3,142,000) | $(4,536,000) | $(7,087,000) |
| Other comprehensive (loss) income, net: | | | | |
| Unrealized (loss) gain on investments | 9,000 | (31,000) | 10,000 | (15,000) |
| Reclassification of net realized investment (gains) losses included in net loss | - | 28,000 | | 27,000 |
| Foreign currency translation adjustment | 17,000 | 191,000 | 76,000 | (141,000) |
| Total other comprehensive loss | 26,000 | 188,000 | 86,000 | (129,000) |
| Comprehensive loss | $(1,679,000) | $(2,954,000) | $(4,450,000) | $(7,216,000) |

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

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**I.D. Systems, Inc. and Subsidiaries**

**Condensed Consolidated Statement of Changes in Stockholders' Equity**

(Unaudited)

| | Common Stock Number of Shares | Amount | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive (Loss) Income | Treasury Stock | Stockholders' Equity |
|---|---|---|---|---|---|---|---|
| Balance at December 31, 2014 | 13,476,000 | $124,000 | $106,272,000 | $(75,176,000) | $(375,000) | $(3,590,000) | $27,255,000 |
| Net loss | - | - | - | (7,087,000) | - | - | (7,087,000) |
| Foreign currency translation adjustment | - | - | - | - | (141,000) | - | (141,000) |
| Unrealized loss on investments | - | - | - | - | 12,000 | - | 12,000 |
| Shares issued pursuant to exercise of stock options | 533,000 | 5,000 | 2,125,000 | | | | 2,130,000 |
| Issuance of restricted stock | 163,000 | - | - | - | - | - | - |
| Shares withheld pursuant to exercise of stock options and restricted stock | - | - | - | - | - | (352,000) | (352,000) |
| Forfeiture of restricted shares | (24,000) | | | | | | |
| Stock based compensation - restricted stock | - | - | 609,000 | - | - | - | 609,000 |
| Stock based compensation - options and performance shares | - | - | 158,000 | - | - | - | 158,000 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Balance at June 30, 2015 | 14,148,000 | $129,000 | $109,164,000 | $(82,263,000) | $(504,000) | $(3,942,000) | $22,584,000 |

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

**I.D. Systems, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flows**

(Unaudited)

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Cash flows from operating activities: | | |
| Net loss | $(4,536,000) | $(7,087,000) |
| Adjustments to reconcile net loss to cash used in operating activities: | | |
| Bad debt expense | 367,000 | 350,000 |
| Proceeds from sale of New Jersey net operating loss carryforwards | 63,000 | - |
| Stock-based compensation expense | 632,000 | 767,000 |
| Depreciation and amortization | 1,114,000 | 394,000 |
| Inventory reserve | 40,000 | 154,000 |
| Other non-cash items | 13,000 | 20,000 |
| Changes in: | | |
| Accounts receivable | (974,000) | 1,809,000 |
| Financing receivables | 1,207,000 | 609,000 |
| Inventory | 384,000 | (2,638,000) |
| Prepaid expenses and other assets | (256,000) | (226,000) |
| Deferred costs | (55,000) | (243,000) |
| Deferred revenue | 1,129,000 | (752,000) |
| Accounts payable and accrued expenses | 1,671,000 | (212,000) |
| Net cash provided by (used in) operating activities | 799,000 | (7,055,000) |
| Cash flows from investing activities: | | |
| Expenditures for fixed assets including website development costs | (284,000) | (1,477,000) |
| Purchase of investments | (3,956,000) | (2,064,000) |
| Proceeds from the sale and maturities of investments | 3,921,000 | 6,110,000 |
| Net cash (used in) provided by investing activities | (319,000) | 2,569,000 |
| Cash flows from financing activities: | | |
| Principal payments of capital lease obligation | (69,000) | (79,000) |
| Proceeds from exercise of stock options | 58,000 | 1,896,000 |
| Net cash (used in) provided by financing activities | (11,000) | 1,817,000 |
| Effect of foreign exchange rate changes on cash and cash equivalents | 58,000 | 38,000 |
| Net increase (decrease) in cash and cash equivalents | 527,000 | (2,631,000) |
| Cash and cash equivalents - beginning of period | 6,582,000 | 5,974,000 |
| Cash and cash equivalents - end of period | $7,109,000 | $3,343,000 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for: | | |
| Taxes | - | - |
| Interest | 17,000 | 9,000 |
| Noncash activities: | | |

| | | |
|---|---|---|
| Unrealized gain on investments | $10,000 | $12,000 |
| Shares withheld pursuant to stock issuance | $137,000 | $351,000 |

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

**I.D. Systems, Inc. and Subsidiaries**

**Notes to Unaudited Condensed Consolidated Financial Statements**

**June 30, 2015**

## NOTE 1 - DESCRIPTION OF THE COMPANY AND BASIS OF PRESENTATION

### Description of the Company

I.D. Systems, Inc. and its subsidiaries (collectively, the “Company,” “we,” “our” or “us”) develop, market and sell wireless machine-to-machine (“M2M”) solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, such as forklifts, airport ground support equipment, rental vehicles and transportation assets, such as dry van trailers, refrigerated trailers, railcars and containers. The Company’s patented systems utilize radio frequency identification (RFID), Wi-Fi, satellite or cellular communications, and sensor technology and software to address the needs of organizations to control, track, monitor and analyze their assets. Our cloud-based software tool called I.D. Systems Analytics (“Analytics”) is designed to provide a single, integrated view of asset activity across multiple locations, generating enterprise-wide benchmarks and peer-industry comparisons. Analytics determines key performance indicators (“KPIs”) relating to the performance of managed assets. The Company’s solutions enable customers to achieve tangible economic benefits by making timely, informed decisions that increase the safety, security, productivity and efficiency of their operations. The Company outsources its hardware manufacturing operations to contract manufacturers.

I.D. Systems, Inc. was incorporated in Delaware in 1993 and commenced operations in January 1994.

### Basis of Presentation

The unaudited interim condensed consolidated financial statements include the accounts of I.D. Systems, Inc. and its wholly owned subsidiaries, Asset Intelligence, LLC (“AI”), I.D. Systems GmbH (“IDS GmbH”) and I.D. Systems (UK) Ltd (formerly Didbox Ltd.) (“IDS Ltd”) (collectively referred to as the “Company”). All material intercompany balances and transactions have been eliminated in consolidation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the consolidated financial position of the Company as of June 30, 2015, the consolidated results of its operations for the three-month and six-month periods ended June 30, 2014 and 2015, the consolidated change in stockholders' equity for the six-month period ended June 30, 2015 and the consolidated cash flows for the six-month periods ended June 30, 2014 and 2015. The results of operations for the six-month period ended June 30, 2015 are not necessarily indicative of the operating results for the full year. These financial statements should be read in conjunction with the audited consolidated financial statements and related disclosures for the year ended December 31, 2014 included in the Company's Annual Report on Form 10-K for the year then ended.

**NOTE 2 - CASH AND CASH EQUIVALENTS**

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents unless they are legally or contractually restricted. The Company’s cash and cash equivalent balances exceed Federal Deposit Insurance Corporation (FDIC) limits.

**NOTE 3 - USE OF ESTIMATES**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company continually evaluates estimates used in the preparation of the financial statements for reasonableness. The most significant estimates relate to stock-based compensation arrangements, measurements of fair value, realization of deferred tax assets, the impairment of tangible and intangible assets, inventory reserves, allowance for doubtful accounts, warranty reserves and deferred revenue and costs. Actual results could differ from those estimates.

**NOTE 4 - INVESTMENTS**

The Company’s investments include debt securities, U.S. Treasury Notes, government and state agency bonds, mutual funds, corporate bonds, common stock and commercial paper, which are classified as either available for sale, held to maturity or trading, depending on management’s investment intentions relating to these securities. As of June 30, 2014 and 2015, all of the Company’s investments are classified as available for sale. Available for sale securities are measured at fair value based on quoted market values of the securities, with the unrealized gain and (losses) reported as comprehensive income or (loss). For the three- and six-month periods ended June 30, 2014, the Company reported unrealized gains of $9,000 and $10,000, respectively, and for the three- and six-month periods ended June 30, 2015, the Company reported unrealized losses of $(31,000) and $(15,000), respectively, on available for sale securities in total comprehensive loss. Realized gains and losses from the sale of available for sale securities are determined on a specific-identification basis. The Company has classified as short-term those securities that mature within one year and mutual funds. All other securities are classified as long-term.

The following table summarizes the estimated fair value of investment in debt securities designated as available for sale, excluding investment in mutual funds and common stock of $501,000, classified by the contractual maturity date of the security as of June 30, 2015:

| | Fair Value |
|---|---|
| Due within one year | $225,000 |
| Due one year through three years | 2,218,000 |
| Due after three years | 301,000 |
| | $2,744,000 |

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The cost, gross unrealized gains (losses) and fair value of available for sale securities by major security types as of December 31, 2014 and June 30, 2015 are as follows:

| June 30, 2015 | Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|---|---|---|---|---|
| Investments - short term | | | | |
| Available for sale | | | | |
| Mutual funds | $455,000 | - | (9,000) | $446,000 |
| U.S. Treasury Notes | 225,000 | - | - | 225,000 |
| Common stock | 49,000 | 6,000 | - | 55,000 |
| Total investments - short term | 729,000 | 6,000 | (9,000) | 726,000 |
| Marketable securities - long term | | | | |
| Available for sale | | | | |
| U.S. Treasury Notes | 1,366,000 | 1,000 | - | 1,367,000 |
| Government agency bonds | 225,000 | - | - | 225,000 |
| Corporate bonds and commercial paper | 928,000 | - | (1,000) | 927,000 |
| Total investments - long term | 2,519,000 | 1,000 | (1,000) | 2,519,000 |
| Total investments | $3,248,000 | $ 7,000 | $ (10,000) | $3,245,000 |

| December 31, 2014 | Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|---|---|---|---|---|
| Investments - short term | | | | |
| Available for sale | | | | |
| Mutual funds | $1,706,000 | - | (36,000) | $1,670,000 |
| Corporate bonds and commercial paper | 824,000 | 1,000 | - | 825,000 |
| U.S. Treasury Notes | 680,000 | - | - | 680,000 |
| Common stock | 49,000 | 25,000 | - | 74,000 |
| Total investments - short term | 3,259,000 | 26,000 | (36,000) | 3,249,000 |
| Marketable securities - long term | | | | |
| Available for sale | | | | |
| U.S. Treasury Notes | 2,165,000 | - | (3,000) | 2,162,000 |
| Government agency bonds | 751,000 | - | (3,000) | 748,000 |
| Corporate bonds and commercial paper | 1,155,000 | 1,000 | - | 1,156,000 |
| Total investments - long term | 4,071,000 | 1,000 | (6,000) | 4,066,000 |
| Total investments | $7,330,000 | $ 27,000 | $ (42,000) | $7,315,000 |

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those levels:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity’s estimates of market participants’ assumptions.

As of June 30, 2015, all of the Company’s investments are classified as Level 1 fair value measurements.

**NOTE 5 - REVENUE RECOGNITION**

The Company's revenue is derived from: (i) sales of our industrial and rental fleet wireless asset management systems and services, which includes training and technical support; (ii) sales of our transportation asset management systems and spare parts sold to customers (for which title transfers on the date of customer receipt) and from the related communication services under contracts that generally provide for service over periods ranging from one to five years; (iii) post-contract maintenance and support agreements; and (iv) periodically, from leasing arrangements.

Our industrial and rental fleet wireless asset management systems consist of on-asset hardware, communication infrastructure, software, and hosting infrastructure. Revenue derived from the sale of our industrial and rental fleet wireless asset management systems is allocated to each element based upon vendor specific objective evidence (VSOE) of the fair value of the element. VSOE of the fair value is based upon the price charged when the element is sold separately. Revenue is recognized as each element is earned based on the selling price of each element based on VSOE, and when there are no undelivered elements that are essential to the functionality of the delivered elements. The Company's system is typically implemented by the customer or a third party and, as a result, revenue is recognized when title and risk of loss passes to the customer, which usually is upon delivery of the system, persuasive evidence of an arrangement exists, sales price is fixed and determinable, collectability is reasonably assured and contractual obligations have been satisfied. In some instances, we are also responsible for providing installation services. The additional installation services, which could be performed by third parties, are considered another element in a multi-element deliverable and revenue for installation services is recognized at the time the installation is provided. Training and technical support revenue are recognized at time of performance.

The Company recognizes revenues from the sale of remote transportation asset management systems and spare parts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable, and collectability is reasonably assured. These criteria include requirements that the delivery of future products or services under the arrangement is not required for the delivered items to serve their intended purpose. The Company has determined that the revenue derived from the sale of transportation asset management systems does not have stand-alone value to the customer separate from the communication services provided and, therefore, the arrangements constitute a single unit of accounting. Under the applicable accounting guidance, all of the Company's billings for equipment and the related cost are deferred, recorded, and classified as a current and long-term liability and a current and long-term asset, respectively. Deferred revenue and cost are recognized over the service contract life, beginning at the time that a customer acknowledges acceptance of the equipment and service. The Company amortized and recognized $905,000 and $1,811,000 during the three- and six-month periods ended June 30, 2014, respectively, and $1,099,000 and $2,128,000 during the three- and six-month periods ended June 30, 2015, respectively.

The service revenue for our remote asset monitoring equipment relates to charges for monthly messaging usage and value-added features charges. The usage fee is a monthly fixed charge based on the expected utilization according to the rate plan chosen by the customer. Service revenue generally commences upon equipment installation and customer acceptance, and is recognized over the period such services are provided.

Revenue from remote asset monitoring equipment activation fees is deferred and amortized over the life of the contract.

Spare parts sales are reflected in product revenues and recognized on the date of customer receipt of the part.

The Company also derives revenue under leasing arrangements. Such arrangements provide for monthly payments covering the system sale, maintenance, support and interest. These arrangements meet the criteria to be accounted for as sales-type leases. Accordingly, an asset is established for the sales-type lease receivable at the present value of the expected lease payments and revenue is deferred and recognized over the service contract, as described above. Maintenance revenues and interest income are recognized monthly over the lease term.

The Company also enters into post-contract maintenance and support agreements for its wireless asset management systems. Revenue is recognized ratably over the service period and the cost of providing these services is expensed as incurred. Deferred revenue also includes prepayment of extended maintenance and support contracts.

Under certain customer contracts, the Company invoices progress billings once certain milestones are met. The milestone terms vary by customer and can include the receipt of the customer purchase order, delivery, installation and launch. As the systems are delivered, and services are performed, and all of the criteria for revenue recognition are satisfied, the Company recognizes revenue. If the amount of revenue recognized for financial reporting purposes is greater than the amount invoiced, an unbilled receivable is recorded. If the amount invoiced is greater than the amount of revenue recognized for financial reporting purposes, deferred revenue is recorded. As of December 31, 2014 and June 30, 2015, unbilled receivables were $170,000 and $-0-, respectively.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenues in the Condensed Consolidated Statements of Operations.

In April 2015, we entered into a development project with Avis Budget Car Rental, LLC (“ABCR”), a subsidiary of Avis Budget Group. The Company recognized milestone revenue of $750,000 for the three-month period ended June 30, 2015 from the completion of milestones in accordance with the milestone method of revenue recognition. Milestone payments are recognized as revenue upon achievement of the milestone only if the following conditions are met: (i) there is substantive uncertainty at the date of entering into the arrangement that the milestone would be achieved; (ii) the milestone is commensurate with either the vendor’s performance to achieve the milestone or the enhancement of the value of the delivered item by the vendor; (iii) the milestone relates solely to past performance; and (iv) be reasonable in relation to the effort expended to achieve the milestone.

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Deferred revenue consists of the following:

| | December 31, 2014 | June 30, 2015 |
|---|---|---|
| Deferred activation fees | $ 532,000 | $ 518,000 |
| Deferred revenue | 1,985,000 | 306,000 |
| Deferred maintenance revenue | 3,211,000 | 3,790,000 |
| Deferred remote transportation asset management product revenue | 8,943,000 | 9,297,000 |
| | 14,671,000 | 13,911,000 |
| Less: Current portion | 6,742,000 | 6,574,000 |
| Deferred revenue - less current portion | $ 7,929,000 | $ 7,337,000 |

**NOTE 6 - FINANCING RECEIVABLES**

Financing receivables include notes and sales-type lease receivables from the sale of the Company’s products and services. Financing receivables consist of the following:

| | December 31, 2014 | June 30, 2015 |
|---|---|---|
| Notes receivable | $ 27,000 | $ 14,000 |
| Sales-type lease receivable | 5,943,000 | 5,346,000 |
| Less: Allowance for credit losses | - | - |
| | 5,970,000 | 5,360,000 |
| Less: Current portion | | |
| Notes receivable | 25,000 | 14,000 |
| Sales-type lease receivable | 1,873,000 | 1,875,000 |
| | 1,898,000 | 1,889,000 |
| Financing receivables - less current portion | $ 4,072,000 | $ 3,471,000 |

Notes receivable relate to product financing arrangements that exceed one year and bear interest at approximately 8% - 10%. The notes receivable are collateralized by the equipment being financed. Amounts collected on the notes receivable are included in net cash provided by operating activities in the Condensed Consolidated Statements of Cash Flows. Unearned interest income is amortized to interest income over the life of the notes using the effective-interest method. There were no sales of notes receivable during the three-month periods ended June 30, 2014 and 2015.

The present value of net investment in sales-type lease receivable is principally for three to five-year leases of the Company's products and is reflected net of unearned income of $565,000 and $539,000 at December 31, 2014 and June 30, 2015, respectively, discounted at 1% - 26%.

The allowance for doubtful accounts represents the Company's best estimate of the amount of credit losses in the Company's existing notes and sales-type lease receivable. The allowance for doubtful accounts is determined on an individual note and lease basis if it is probable that the Company will not collect all principal and interest contractually due. The Company considers its customers' financial condition and historical payment patterns in determining the customers' probability of default. The impairment is measured based on the present value of expected future cash flows discounted at the note's effective interest rate. There were no impairment losses recognized for the three- and six-month-periods ended June 30, 2014 and 2015. The Company does not accrue interest when a note or lease is considered impaired. When the ultimate collectability of the principal balance of the impaired note or lease is in doubt, all cash receipts on impaired notes or leases are applied to reduce the principal amount of such notes or leases until the principal has been recovered and are recognized as interest income thereafter. Impairment losses are charged against the allowance and increases in the allowance are charged to bad debt expense. Notes and leases are written off against the allowance when all possible means of collection have been exhausted and the potential for recovery is considered remote. The Company resumes accrual of interest when it is probable that the Company will collect the remaining principal and interest of an impaired note or lease. Notes and leases become past due based on how recently payments have been received.

Scheduled maturities of sales-type lease minimum lease payments outstanding as of June 30, 2015 are as follows:

| | |
|---|---|
| Year ending December 31: | |
| July - December 2015 | $919,000 |
| 2016 | 1,762,000 |
| 2017 | 1,432,000 |
| 2018 | 867,000 |
| 2019 | 312,000 |
| Thereafter | 54,000 |
| | 5,346,000 |
| Less: Current portion | 1,875,000 |
| Sales-type lease receivable - less current portion | $3,471,000 |

**NOTE 7 - INVENTORY**

Inventory, which primarily consists of finished goods and components used in the Company's products, is stated at the lower of cost or market using the first-in first-out (FIFO) method.

Inventories consist of the following:

| | December 31, 2014 | June 30, 2015 |
|---|---|---|
| Components | $ 3,029,000 | $ 3,588,000 |
| Finished goods | 3,223,000 | 5,148,000 |
| | $ 6,252,000 | $ 8,736,000 |

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**NOTE 8 - FIXED ASSETS**

Fixed assets are stated at cost, less accumulated depreciation and amortization, and are summarized as follows:

| | December 31, 2014 | June 30, 2015 |
|---|---|---|
| Equipment | $ 1,480,000 | $ 1,583,000 |
| Computer software and website development | 3,470,000 | 4,798,000 |
| Computer hardware | 2,717,000 | 2,750,000 |
| Furniture and fixtures | 373,000 | 373,000 |
| Automobiles | 47,000 | 60,000 |
| Leasehold improvements | 181,000 | 181,000 |
| | 8,268,000 | 9,745,000 |
| Accumulated depreciation and amortization | (6,748,000 ) | (7,074,000) |
| | $ 1,520,000 | $ 2,671,000 |

As of December 31, 2014 and June 30, 2015, the Company had expenditures of approximately $63,000 and $1,383,000, respectively, for computer software and website development which had not been placed in service. Depreciation expense is not recorded for such assets until they are placed in service.

Assets acquired under a capital lease, net of accumulated amortization of $89,000, were $216,000 as of June 30, 2015. If the assets acquired under a capital lease transfer title at the end of the lease term or contain a bargain purchase option, the assets are amortized over their estimated useful lives; otherwise, the assets are amortized over the respective lease term. Amortization expense for assets under capital lease $15,000 and $28,000, for the three- and six-months ended June 30, 2014 and $15,000 and $30,000, for the three- and six-months ended June 30, 2015, respectively.

Depreciation and amortization expense for the three- and six-month periods ended June 30, 2014 was $290,000 and $568,000, respectively, and for the three- and six-month periods ended June 30, 2015 was $142,000 and $326,000, respectively. This includes amortization of costs associated with computer software and website development for the three- and six-month periods ended June 30, 2014 of $145,000 and $286,000, respectively, and for the three- and six-month periods ended June 30, 2015 of $41,000 and $100,000, respectively.

The Company capitalizes in fixed assets the costs of software development and website development. Specifically, the assets comprise an implementation of Oracle Enterprise Resource Planning (ERP) software, enhancements to the

VeriWise™ systems, and a customer interface website (which is the primary tool used to provide data to our customers). The website employs updated web architecture and improved functionality and features, including, but not limited to, customization at the customer level, enhanced security features, custom virtual electronic geofencing of landmarks, global positioning system (GPS)-based remote mileage reporting, and richer mapping capabilities. The Company capitalized the costs incurred during the "development" and "enhancement" stages of the software and website development. Costs incurred during the "planning" and "post-implementation/operation" stages of development were expensed. . The Company capitalized $89,000 and $1,320,000 for such projects for the six-month periods ended June 30, 2014 and 2015, respectively.

**NOTE 9 - INTANGIBLE ASSETS AND GOODWILL**

The following table summarizes identifiable intangible assets of the Company, which include identifiable intangible assets from the acquisition of IDS Ltd., PowerKey (the industrial vehicle monitoring products division of International Electronics, Inc. acquired by the Company in 2008) and AI as of December 31, 2014 and June 30, 2015:

| June 30, 2015 | Useful Lives (In Years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|---|---|---|---|---|
| Amortized: | | | | |
| Patents | 11 | $1,489,000 | $(745,000) | $744,000 |
| Tradename | 5 | 200,000 | (200,000) | - |
| Non-competition agreement | 3 | 234,000 | (234,000) | - |
| Technology | 5 | 50,000 | (50,000) | - |
| Workforce | 5 | 33,000 | (33,000) | - |
| Customer relationships | 5 | 4,499,000 | (4,499,000) | - |
| | | 6,505,000 | (5,761,000) | 744,000 |
| Unamortized: | | | | |
| Customer list | | 104,000 | - | 104,000 |
| Trademark and Tradename | | 61,000 | - | 61,000 |
| | | 165,000 | - | 165,000 |
| Total | | $6,670,000 | $(5,761,000) | $909,000 |

| December 31, 2014 | Useful Lives (In Years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|---|---|---|---|---|
| Amortized: | | | | |
| Patents | 11 | $1,489,000 | $(677,000) | $812,000 |
| Tradename | 5 | 200,000 | (200,000) | - |
| Non-competition agreement | 3 | 234,000 | (234,000) | - |
| Technology | 5 | 50,000 | (50,000) | - |
| Workforce | 5 | 33,000 | (33,000) | - |
| Customer relationships | 5 | 4,499,000 | (4,499,000) | - |
| | | 6,505,000 | (5,693,000) | 812,000 |
| Unamortized: | | | | |
| Customer list | | 104,000 | - | 104,000 |

| | | | |
|---|---|---|---|
| Trademark and Tradename | 61,000 | - | 61,000 |
| | 165,000 | - | 165,000 |
| Total | $6,670,000 | $(5,693,000) | $977,000 |

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Amortization expense for the three- and six-month periods ended June 30, 2014 was $273,000 and $546,000, respectively, and for the three- and six-month periods ended June 30, 2015 was $34,000 and $68,000, respectively. Estimated future amortization expense for each of the five succeeding fiscal years for these intangible assets is as follows:

| | |
|---|---|
| Year ending December 31: | |
| July - December 2015 | $68,000 |
| 2016 | 135,000 |
| 2017 | 135,000 |
| 2018 | 135,000 |
| 2019 | 135,000 |
| 2020 | 135,000 |

There have been no changes in the carrying amount of goodwill from January 1, 2015 to June 30, 2015.

**NOTE 10 - STOCK-BASED COMPENSATION**

**Stock Option Plans**

The Company adopted the 1995 Stock Option Plan, pursuant to which the Company had the right to grant options to purchase up to an aggregate of 1,250,000 shares of common stock. The Company also adopted the 1999 Stock Option Plan, pursuant to which the Company had the right to grant stock awards and options to purchase up to 2,813,000 shares of common stock. The Company also adopted the 1999 Director Option Plan, pursuant to which the Company had the right to grant options to purchase up to an aggregate of 600,000 shares of common stock. The 1995 Stock Option Plan and 1999 Stock and Director Option Plans expired and the Company cannot issue additional options under these plans.

The Company adopted the 2007 Equity Compensation Plan, pursuant to which, as amended, the Company may grant stock options, restricted stock and other equity-based awards with respect to up to an aggregate of 2,500,000 shares of common stock. The Company also adopted the 2009 Non-Employee Director Equity Compensation Plan, pursuant to which, as amended (the “2009 Director Plan”), the Company may grant options to purchase up to an aggregate of 600,000 shares of common stock. In June 2015, the Company adopted the 2015 Equity Compensation Plan (the “2015 Plan”) pursuant to which the Company may grant stock options, restricted stock and other equity-based awards with respect to up to an aggregate of 1,200,000 shares of common stock. The plans are administered by the Compensation Committee of the Company’s Board of Directors, which has the authority to determine, among other things, the term during which an option may be exercised (not more than 10 years), the exercise price of an option and the vesting provisions.

The Company recognizes all employee share-based payments in the statement of operations as an operating expense, based on their fair values on the applicable grant date. As a result, the Company recorded stock-based compensation expense of $15,000 and $314,000, respectively, for the three- and six-month periods ended June 30, 2014 and $69,000 and $156,000, respectively, for the three- and six-month periods ended June 30, 2015, in connection with awards made under the stock option plans.

On March 21, 2014, the Company and its former Chief Executive Officer (the “Former CEO”) entered into a Separation and General Release Agreement (the “Separation Agreement”). Under the terms of the Separation Agreement, the vesting of the Former CEO’s unvested stock options and restricted stock were accelerated and the term to exercise the stock options was extended to fifteen (15) months. Due to the modification of the terms of the stock option and restricted stock agreements, the Company recognized $327,000 of additional stock-based compensation expense for the three-month period ended March 31, 2014 which is included in the stock option and restricted stock stock-based compensation expense.

On April 4, 2014, each of Lawrence S. Burstein, Harold D. Copperman, Robert J. Farrell and Michael P. Monaco (collectively, the “Former Board Members”) informed the Company of their respective decisions not to stand for re-election to the Company’s board of directors (the “Board”) at the 2014 annual meeting of stockholders, which was held on June 20, 2014 (the “2014 Annual Meeting”).In connection with the Former Board Members’ departure, the vesting of certain options granted to the Former Board Members under the 2009 Director Plan was accelerated and the post termination exercise period was extended from a period of three (3) months to fifteen (15) months after the Former Board Members ceased to serve as members of the Board on June 20, 2014. Due to the modification of the terms of the stock options, the Company recognized $49,000 of additional stock-based compensation expense for the three-month period ended June 30, 2014 which is included in the stock option stock-based compensation expense.

The following table summarizes the activity relating to the Company’s stock options for the six-month period ended June 30, 2015:

| | Options | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at beginning of year | 2,209,000 | $ 6.84 | | |
| Granted | - | - | | |
| Exercised | (533,000 ) | 4.00 | | |
| Forfeited or expired | (344,000 ) | 11.15 | | |
| Outstanding at end of period | 1,332,000 | $ 6.85 | 6 years | $1,346,000 |
| Exercisable at end of period | 942,000 | $ 7.38 | 4 years | $1,142,000 |

The fair value of each option grant on the date of grant is estimated using the Black-Scholes option-pricing model reflecting the following weighted-average assumptions:

| | June 30, 2014 | 2015 |
|---|---|---|
| Expected volatility | 45.0 % | - |
| Expected life of options | 4.0 years | - |
| Risk free interest rate | 1.3 % | - |
| Dividend yield | 0 % | - |
| Weighted average fair value of options granted during the period | $2.13 | $ - |

Expected volatility is based on historical volatility of the Company’s common stock and the expected life of options is based on historical data with respect to employee exercise periods.

The fair value of options vested during the six-month periods ended June 30, 2014 and 2015 was $641,000 and $349,000, respectively. The total intrinsic value of options exercised during the six-month periods ended June 30, 2014 and 2015 was $30,000 and $1,504,000, respectively.

As of June 30, 2015, there was approximately $605,000 of unrecognized compensation cost related to non-vested options granted under the Company's stock option plans. That cost is expected to be recognized over a weighted-average period of 2.65 years.

The Company estimates forfeitures at the time of valuation and reduces expense ratably over the vesting period. This estimate is adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimate.

**Restricted Stock**

In 2006, the Company began granting restricted stock to employees, whereby the employees are contractually restricted from transferring the shares until they are vested. The stock is unvested stock at the time of grant and, upon vesting, there are no contractual restrictions on the stock. The fair value of each share is based on the Company's closing stock price on the date of the grant. A summary of all non-vested restricted stock for the six-month period ended June 30, 2015 is as follows:

| | Number of Non-vested Shares | Weighted-Average Grant Date Fair Value |
|---|---|---|
| Restricted stock, non-vested, beginning of year | 616,000 | $ 5.69 |
| Granted | 163,000 | 6.93 |
| Vested | (59,000) | 5.86 |
| Forfeited | (24,000) | 5.71 |
| Restricted stock, non-vested, end of period | 696,000 | $ 5.96 |

The Company recorded stock-based compensation expense of $5,000 and $314,000, respectively, for the three- and six-month periods ended June 30, 2014 and $310,000 and $609,000, respectively, for the three- and six-month periods ended June 30, 2015, in connection with restricted stock grants. As of June 30, 2015, there was $3,098,000 of total unrecognized compensation cost related to non-vested shares. That cost is expected to be recognized over a weighted-average period of 3.17 years.

**Performance Shares**

The Company has granted performance shares to key employees pursuant to the 2007 Equity Compensation Plan, as amended, and may continue, from time to time, to grant performance shares under such plan or the 2015 Equity Compensation Plan. The issuance of the shares of the Company's common stock underlying the performance shares is subject to the achievement of stock price targets of the Company's common stock at the end of a three-year measurement period from the date of issuance, with the ability to achieve prorated performance shares during interim annual measurement periods. The annual measurement period is based on a trading day average of the Company's stock after the announcement of annual results. If the stock price performance triggers are not met, the performance shares will not vest and will automatically be returned to the plan. If the stock price performance triggers are met, then the shares will be issued to the employees. Under the applicable accounting guidance, stock compensation expense at the fair value of the shares expected to vest is recorded even if the aforementioned stock price targets are not met. Stock-based compensation expense related to these performance shares for the three-and six-month periods ended

June 30, 2014 and 2015 was insignificant.

The following table summarizes the activity relating to the Company's performance shares for the six-month period ended June 30, 2015:

| | Non-vested Shares |
|---|---|
| Performance shares, non-vested, beginning of year | 23,000 |
| Granted | - |
| Vested | - |
| Forfeited | (23,000 ) |
| Performance shares, non-vested, end of period | - |

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**NOTE 11 - STOCKHOLDERS' EQUITY**

**Warrants**

On August 22, 2011 (the "Effective Date"), the Company and Avis Budget Car Rental, LLC ("ABCR"), a subsidiary of Avis Budget Group, entered into a Master Software License, Information Technology Services and Equipment Purchase Agreement (the "Master Agreement") for the Company's system relating to radio frequency identification (RFID) enabled rental car management and virtual location rental (collectively, the "System"). The order which covered 25,000 units ("SOW #1) was placed pursuant to a statement of work ("SOW") issued under the Master Agreement and related agreements with ABCR. In connection with the Master Agreement, the Company also entered into a Purchase Agreement (the "Purchase Agreement"), dated as of August 22, 2011, with Avis Budget Group, Inc. ("Avis Budget Group"), pursuant to which Avis Budget Group purchased from the Company, for an aggregate purchase price of $4,604,500 (or $4.60 per share, which price was based on the average closing price of our common stock for the twenty trading days prior to the Effective Date), (i) 1,000,000 shares (the "Shares") of the Company's common stock, and (ii) a warrant (the "Warrant") to purchase up to an aggregate of 600,000 shares of our common stock (the "Warrant Shares") at an exercise price of $10.00 per share of common stock . The Company issued the Shares in 2011 from treasury stock, reflecting the cost of such shares on a specific identification basis.

The Warrant is exercisable (i) with respect to 100,000 of the Warrant Shares, at any time after the Effective Date and on or before the fifth (5th) anniversary thereof, and (ii) with respect to 500,000 of the Warrant Shares, at any time on or after the date (if any) on which ABCR, the Avis entity that is the counterparty under the Master Agreement, executes and delivers to the Company a second SOW ("SOW#2") for the purchase of additional units, and on or before the fifth (5th) anniversary of the Effective Date.

The Warrant may be exercised by means of a "cashless exercise" solely in the event that on the later of (i) the one-year anniversary of the Effective Date and (ii) the date on which the Warrant is exercised by the holder, the Company is eligible to file a registration statement on Form S-3 to register the Warrant Shares for resale by the holder and a re-sale registration statement on Form S-3 registering the Warrant Shares for resale by the holder is not then declared effective by the Securities and Exchange Commission (the "SEC") and available for use by the holder. The Company has agreed to file such a registration statement (on Form S-3 only, or a successor thereto) within 30 days of the holder's request therefor, and to have such registration statement declared effective within 90 days of such request, if there is no review by the Staff of the SEC, and within 120 days, if there has been a review by the Staff of the SEC. As of June 30, 2015, the Company has not yet been requested to file such a registration statement.

The exercise price of the Warrant and, in some cases, the number of shares of our common stock issuable upon exercise, are subject to adjustment in the case of stock splits, stock dividends, combinations of shares, similar recapitalization transactions and certain pro-rata distributions to holders of common stock. In the event of a fundamental transaction involving the Company, such as a merger, consolidation, sale of substantially all of the

Company's assets or similar reorganization or recapitalization, the holder will be entitled to receive, upon exercise of the Warrant, any securities or other consideration received by the holders of the Company's common stock pursuant to such fundamental transaction.

The Company is required to reserve a sufficient number of shares of common stock for the purpose enabling the Company to issue the Warrant Shares pursuant to any exercise of the Warrants. As of June 30, 2015, the Company has sufficient shares reserved.

The fair value of the 100,000 Warrant Shares which vested on the Effective Date was recorded as reduction of product revenue during the third quarter of 2011. The remaining 500,000 Warrant Shares underlying the Warrant, which vest upon the execution of SOW#2, have not been valued at this time since the Company has not determined that it is probable that SOW#2 will be executed and that the Warrant will become exercisable for these remaining 500,000 Warrant Shares.  Since there is no penalty for failure to execute SOW#2, there is no performance commitment date and, therefore, there is no measurement date for these 500,000 Warrant Shares underlying the Warrant until SOW#2 is executed.

**Accumulated Other Comprehensive Loss**

Comprehensive loss includes net loss and unrealized gains or losses on available-for-sale investments and foreign currency translation gains and losses. Cumulative unrealized gains and losses on available-for-sale investments are reflected as accumulated other comprehensive loss in stockholders' equity on the Company's Condensed Consolidated Balance Sheets.

The accumulated balances for each classification of other comprehensive loss for the six-month period ended June 30, 2015 are as follows:

| | Foreign currency items | Unrealized gain (losses) on investments | Accumulated other comprehensive income |
|---|---|---|---|
| Balance at January 1, 2015 | $(360,000) | $ (15,000) | $ (375,000) |
| Net current period change | (141,000) | 12,000 | (129,000) |
| Balance at June 30, 2015 | $(501,000) | $ (3,000) | $ (504,000) |

The accumulated balances for each classification of other comprehensive loss for the six-month period ended June 30, 2014 are as follows:

| | Foreign currency items | Unrealized gain (losses) on investments | Accumulated other comprehensive income (loss) |
|---|---|---|---|
| Balance at January 1, 2014 | $(97,000) | $ (9,000) | $ (106,000) |
| Net current period change | 76,000 | 10,000 | 86,000 |
| Balance at June 30, 2014 | $(21,000) | $ 1,000 | $ (20,000) |

Income and expense accounts of foreign operations are translated at actual or weighted-average exchange rates during the period. Assets and liabilities of foreign operations that operate in a local currency environment are translated to U.S. dollars at the exchange rates in effect at the balance sheet date. Translation gains or losses are reported as components of accumulated other comprehensive income/loss in consolidated stockholders' equity. Net translation gains or losses resulting from the translation of foreign financial statements and the effect of exchange rate changes on intercompany transactions of a long-term investment nature with IDS GmbH resulted in translation gains (losses) of $76,000 and $(141,000) for the six-month periods ended June 30, 2014 and 2015, respectively, which is included in comprehensive loss in the Consolidated Statement of Changes in Stockholders' Equity.

**Shares Withheld**

During the six-month periods ended June 30, 2014 and 2015, 24,000 and 52,000 shares, respectively of the Company's common stock were withheld to satisfy minimum tax withholding obligations in connection with the vesting of restricted shares and to pay the exercise price of stock options in the aggregate amount of $137,000 and $352,000, respectively.

**NOTE 12 - NET LOSS PER SHARE OF COMMON STOCK**

Net loss per share for the three- and six-month periods ended June 30, 2014 and 2015 are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2015 | 2014 | 2015 |
| Basic and diluted loss per share | | | | |
| Net loss | $(1,705,000 ) | $(3,142,000 ) | $(4,536,000 ) | $(7,087,000 ) |
| Weighted-average shares outstanding | 12,089,000 | 12,575,000 | 12,054,000 | 12,398,000 |
| Basic and diluted net loss per share | $(0.14 ) | $(0.25 ) | $(0.38 ) | $(0.57 ) |

Basic loss per share is calculated by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution assuming common shares were issued upon the exercise of outstanding options and the proceeds thereof were used to purchase outstanding common shares. Dilutive potential common shares include outstanding stock options, warrants and restricted stock and performance shares awards. For the three- and six- month periods ended June 30, 2014, the basic and diluted weighted-average shares outstanding are the same, since the effect from the potential exercise of outstanding stock options, warrants and vesting of restricted stock and performance shares of 2,523,000 would have been anti-dilutive. For the three- and six-month periods ended June 30, 2015, the basic and diluted weighted-average shares outstanding are the same, since the effect from the potential exercise of outstanding stock options, warrants and vesting of restricted stock and performance shares of 2,128,000 would have been anti-dilutive. The warrants exercisable by Avis Budget Group upon ABCR’s execution and delivery of SOW#2 also have no impact on diluted loss per share since they are considered unissued as of June 30, 2015.

**NOTE 13- ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consist of the following:

| | December 31, 2014 | June 30, 2015 |
|---|---|---|
| Accounts payable | $ 7,190,000 | $ 8,971,000 |
| Accrued warranty | 942,000 | 596,000 |
| Accrued severance | 180,000 | 60,000 |

| | | |
|---|---|---|
| Accrued compensation | 1,360,000 | 251,000 |
| Other current liabilities | 430,000 | 129,000 |
| | $ 10,102,000 | $ 10,007,000 |

Included in accounts payable and accrued expenses at June 30, 2015 is accrued severance of $60,000, in the aggregate, to the Company's Former Chief Executive Officer. The accrued severance is payable in equal monthly installments of approximately $20,000.

The Company's products are warranted against defects in materials and workmanship for a period of 12 months from the date of acceptance of the product by the customer. The customers may purchase an extended warranty providing coverage up to a maximum of 60 months. A provision for estimated future warranty costs is recorded for expected or historical warranty matters related to equipment shipped and is included in accounts payable and accrued expenses in the Condensed Consolidated Balance Sheets as of December 31, 2014 and June 30, 2015.

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The following table summarizes warranty activity for the six-month periods ended June 30, 2014 and 2015:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Accrued warranty reserve, beginning of period | $522,000 | $942,000 |
| Accrual for product warranties issued | 141,000 | 196,000 |
| Product replacements and other warranty expenditures | (67,000) | (72,000) |
| Expiration of warranties | (137,000) | (470,000) |
| Accrued warranty reserve, end of period | $459,000 | $596,000 |

**NOTE 14 - CAPITAL LEASE OBLIGATION**

On September 30, 2013, the Company entered into an equipment lease for computer equipment. The lease is payable in 24 monthly installments of approximately $14,000, including interest at an annual rate of 12.82%. The term of the lease commenced in December 2013 and expires in December 2015. The Company has the option to purchase the equipment for $1.00 at the end of the term of the lease.

Annual minimum lease payments under capital lease obligations are as follows:

| | |
|---|---|
| Year ending December 31: | |
| July - December 2015 | $115,000 |
| Less: amount representing interest | (5,000) |
| Total | $110,000 |

**NOTE 15 - INCOME TAXES**

The Company accounts for income taxes under the asset and liability approach. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. As of June 30, 2015, the Company had provided a valuation allowance to fully reserve its net operating loss carryforwards and other items giving rise to deferred tax assets, primarily as a result of anticipated net losses for income tax purposes.

As of December 31, 2013, the Company received approval for the sale of approximately $10,338,000 of the Company’s New Jersey loss carryforwards (“NJ NOLs”) under a program of the New Jersey Economic Development Authority, subject to a 7.4% seller’s allocation factor ($760,000, net) for approximately $63,000. As such, the Company reversed the valuation allowance related to these NJ NOLs in 2013. In January 2014, the Company received approximately $63,000 in cash proceeds.

**NOTE 16 - FAIR VALUE OF FINANCIAL INSTRUMENTS**

Cash and cash equivalents and investments in securities are carried at fair value. Financing receivables and capital lease obligation are carried at cost, which is not materially different than fair value. Accounts receivable, accounts payable and other liabilities approximate their fair values due to the short period to maturity of these instruments.

**NOTE 17 - CONCENTRATION OF CUSTOMERS**

One customer accounted for 22% of the Company’s revenue during the six-month period ended June 30, 2015. No customer accounted for greater than 10% of the Company’s accounts receivable as of June 30, 2015. One customer accounted for 12% of financing receivables as of June 30, 2015.

Two customers accounted for 18% and 16% of the Company’s revenue during the six-month period ended June 30, 2014. One customer accounted for 13% of the Company’s accounts receivable as of June 30, 2014. One customer accounted for 51% of notes and sales-type lease receivables as of June 30, 2014.

**NOTE 18 - STOCK REPURCHASE PROGRAM**

On November 3, 2010, the Company’s Board of Directors authorized the repurchase of issued and outstanding shares of the Company’s common stock having an aggregate value of up to $3,000,000 pursuant to a share repurchase program. The repurchases under the share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from the Company’s working capital. The amount and timing of such repurchases is dependent upon the price and availability of shares, general market conditions and the availability of cash, as determined at the discretion of the Company’s management. All shares of common stock repurchased under the Company’s share repurchase program are held as treasury stock. The Company did not purchase any shares of its common stock under the share repurchase program during the six-month period ended June 30, 2015. As of June 30, 2015, the Company has purchased a total of approximately 310,000 shares of its common stock in open market transactions under the share repurchase program for an aggregate purchase price of approximately $1,340,000, or an average cost of $4.33 per share.

**NOTE 19 - WHOLLY OWNED FOREIGN SUBSIDIARIES**

The financial statements of the Company’s wholly owned German subsidiary, I.D. Systems GmbH (“IDS GmbH”), and United Kingdom subsidiary, I.D. Systems (UK) Ltd (“IDS Ltd”), are consolidated with the financial statements of I.D. Systems, Inc.

The net revenue and net loss for IDS GmbH included in the Condensed Consolidated Statement of Operations are as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2015 | 2014 | 2015 |
| Net revenue | $ 1,155,000 | $ 584,000 | $ 1,768,000 | $ 875,000 |
| Net (loss) income | 226,000 | 60,000 | 289,000 | (36,000 ) |

Total assets of IDS GmbH were $4,235,000 and $3,802,000 as of December 31, 2014 and June 30, 2015, respectively. IDS GmbH operates in a local currency environment using the Euro as its functional currency.

The net revenue and net loss for IDS Ltd included in the Condensed Consolidated Statement of Operations are as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2015 | 2014 | 2015 |
| Net revenue | $ 72,000 | $ 49,000 | $ 172,000 | $ 285,000 |
| Net income (loss) | (84,000 ) | (16,000 ) | (171,000 ) | (79,000 ) |

Total assets of IDS Ltd were $1,937,000 and $1,780,000 as of December 31, 2014 and June 30, 2015, respectively. IDS Ltd operates in a local currency environment using the British Pound as its functional currency.

Gains and losses resulting from foreign currency transactions are included in determining net income or loss. Foreign currency transactions gains (losses) for the three- and six-month periods ended June 30, 2014 of $29,000 and $32,000, respectively, and for the three- and six-month periods ended June 30, 2015 of $(36,000) and $(54,000) respectively, are included in selling, general and administrative expenses in the Condensed Consolidated Statement of Operations.

**NOTE 20 - COMMITMENTS AND CONTINGENCIES**

Except for normal operating leases, the Company is not currently subject to any material commitments.

**Contingencies**

The Company is not currently subject to any material commitments or contingencies and legal proceedings, nor, to management's knowledge, is any material legal proceeding threatened against the Company.

**Severance agreements**

The Company entered into severance agreements with three of its executive officers. The severance agreements, each of which is substantially identical in form, provide each executive with certain severance and change in control benefits upon the occurrence of a "Trigger Event," as defined in the severance agreements. As a condition to the Company's obligations under the severance agreements, each executive has executed and delivered to the Company a restrictive covenants agreement.

Under the terms of the severance agreements, in general, each executive is entitled to the following: (i) a cash payment at the rate of the executive's annual base salary as in effect immediately prior to the Trigger Event for a period of 12 or 15 months, depending on the executive, (ii) continued healthcare coverage during the severance period, (iii) partial accelerated vesting of the executive's previously granted stock options and restricted stock awards, and (iv) as applicable, an award of "Performance Shares" under the Restricted Stock Unit Award Agreement previously entered into between the Company and the executive.

On March 21, 2014, the Company and its former Chief Executive Officer (the "Former CEO") entered into a Separation and General Release Agreement (the "Separation Agreement"). Under the terms of the Separation Agreement, the Company recognized severance costs of $523,000 in the first quarter of 2014 which are included in selling, general and administrative expenses. In addition, the vesting of the Former CEO's unvested stock options and restricted stock were accelerated and the term to exercise the stock options was extended to fifteen (15) months. Due to the modification of the terms of the stock option and restricted stock agreements, the Company recognized $327,000 of additional stock-based compensation expense in the first quarter of 2014.

**NOTE 21 - RECENT ACCOUNTING PRONOUNCEMENTS**

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update ("ASU") No. 2015-05 “Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement” which provides guidance on determining whether a cloud computing arrangement contains a software license that should be accounted for as internal-use software by the customer. If a cloud computing arrangement does not contain a software license, it should be accounted for as a service contract by the customer. This guidance is effective for fiscal years beginning after December 15, 2015 and for interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11 “Inventory (Topic 330): Simplifying the Measurement of Inventory” which requires entities to measure most inventory “at the lower of cost and net realizable value (“NRV”),” thereby simplifying the current guidance under which an entity must measure inventory at the lower of cost or market. Under the new guidance, inventory is “measured at the lower of cost and net realizable value,” which eliminates the need to determine replacement cost and evaluate whether it is above the ceiling (NRV) or below the floor (NRV less a normal profit margin). The guidance defines NRV as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.” The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." This ASU relates to discontinued operations reporting for disposals of components of an entity that represent strategic shifts that have, or will have, a major effect on an entity's operations and financial results. The standard expands the disclosures for discontinued operations and requires new disclosures related to individually material disposals that do not meet the definition of a discontinued operation. The provisions of this ASU are effective for interim and annual periods beginning after December 15, 2014. The adoption of this guidance did not have a material impact on the Company’s financial results.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" (Topic 606). This ASU is intended to clarify the principles for recognizing revenue by removing inconsistencies and weaknesses in revenue requirements; providing a more robust framework for addressing revenue issues; improving comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets; and providing more useful information to users of financial statements through improved revenue disclosure requirements. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application.In July 2015, the FASB approved a deferral of the ASU effective date from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017, while allowing for early adoption as of January 1, 2017. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period." This ASU requires a reporting entity to treat a performance target that affects vesting and that could be achieved after the requisite service period as a performance condition, and apply existing guidance under the Stock Compensation Topic of the ASC as it relates to awards with performance conditions that affect vesting to account for such awards. The provisions of this ASU are effective for interim and annual periods beginning after December 15, 2015. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), to provide guidance on management's responsibility to evaluate whether there is substantial doubt about a company's ability to continue as a going concern within one year after the date that the financial statements are issued. ASU 2014-15 also provides guidance for related footnote disclosures. ASU 2014-15 is effective for the Company beginning on January 1, 2016 with early adoption permitted. The Company does not believe the impact of its pending adoption of this ASU on the Company's consolidated financial statements will be material.

**NOTE 22 – SUBSEQUENT EVENTS**

One July 31, 2015, the Company eliminated 27 positions, representing approximately 20% of our total personnel. In order to earn a severance payment, affected employees are required to execute a general release agreement. Total severance costs of approximately $272,000 are expected to be paid during the third quarter of 2015.

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

The following discussion and analysis of the consolidated financial condition and results of operations of I.D. Systems, Inc. and its subsidiaries ("I.D. Systems", the "Company", "we", "our" or "us") should be read in conjunction with the consolidated financial statements and notes thereto appearing in Part I, Item 1, of this report. In the following discussions, most percentages and dollar amounts have been rounded to aid presentation, and, accordingly, all amounts are approximations.

**Cautionary Note Regarding Forward-Looking Statements**

This report contains various forward-looking statements made pursuant to the safe harbor provisions under the Private Securities Litigation Reform Act of 1995 and information that is based on management's beliefs as well as assumptions made by, and information currently available to, management. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. When used in this report, the words "believe", "expect", "estimate", "project", "predict", "forecast", "plan", "anticipate", "target", "outlook", "envision", "intend", "seek", "may", "will", or "should", and si or words, or the negatives of those words, are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof, and should be aware that the Company's actual results could differ materially from those described in the forward-looking statements due to a number of factors, including, without limitation, business conditions and growth in the wireless tracking industries, general economic conditions, lower than expected customer orders or variations in customer order patterns, competitive factors including increased competition, changes in product and service mix, and resource constraints encountered in developing new products, and other factors described under "Risk Factors" set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and other filings with the Securities and Exchange Commission (the "SEC"). Any forward-looking statements should be considered in light of these factors. Unless otherwise required by law, the Company undertakes no obligation, and expressly disclaims any obligation, to update or publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, or otherwise.

The Company makes available through its Internet website, free of charge, its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to such reports and other filings made by the Company with the SEC, as soon as practicable after the Company electronically files such reports and filings with the SEC. The Company's website address is www.id-systems.com. The information contained in the Company's website is not incorporated by reference into this report.

**Overview**

We develop, market and sell wireless machine-to-machine ("M2M") solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, such as forklifts, airport ground support equipment, rental vehicles, and transportation assets, such as dry van trailers, refrigerated trailers, railcars and containers. Our patented systems utilize radio frequency identification (RFID), Wi-Fi, satellite or cellular communications, and sensor technology to address the needs of organizations to control, track, monitor and analyze their assets. Our solutions enable customers to achieve tangible economic benefits by providing them with information to make timely, informed decisions that increase the safety, security, productivity and efficiency of their operations.

We have focused our business activities on three primary applications: (i) industrial fleet management, (ii) transportation asset management, and (iii) rental fleet management. Our solution for industrial fleet management allows our customers to reduce operating costs and capital expenditures and to comply with certain safety regulations by accurately and reliably measuring and controlling fleet activity. This solution also enhances security at industrial facilities and areas of critical infrastructure, such as airports, by controlling access to, and restricting the use of, vehicles and equipment. Our solution for transportation asset management allows our customers to increase revenue per asset deployed, reduce fleet size, and improve the monitoring and control of sensitive cargo. Our solution for rental fleet management assists rental car companies in generating higher revenue by more accurately tracking vehicle data, such as fuel consumption and odometer readings, and improving customer service by expediting the rental and return processes. In addition, our wireless solution for "car sharing" enables rental car companies to establish a network of vehicles positioned strategically around cities or on corporate campuses, control vehicles remotely, manage member reservations by smart phone or Internet, and charge members for vehicle use by the hour.

To provide an even deeper layer of insights into asset operations, we have developed a cloud-based software tool called I.D. Systems Analytics (“Analytics”), which is designed to provide a single, integrated view of asset activity across multiple locations, generating enterprise-wide benchmarks and peer-industry comparisons. Analytics determines key performance indicators (“KPIs”) relating to the performance of managed assets. Values for the KPIs may then be calculated and used to identify cost benefit measurements which translate the KPI values into monetized metrics. We expect that our growing database from monitored assets will allow us to create industry benchmarks that can be used to tell our customers how they are performing compared to their peers. We look for Analytics to make a growing contribution to revenue, further differentiate and add value to our solutions, and help keep us at the forefront of the wireless asset management markets we serve.

During the first quarter of 2014, we implemented a new growth strategy. Accordingly, we launched an initiative called ‘I.D. Systems 2.0’, which included: a detailed review of customer requirements to accelerate enterprise adoption of our solutions; a transformation of our implementation approach to create more scalable and higher-quality processes in support of multiple simultaneous customer rollouts; a Six Sigma analysis of our internal process controls and quality management aimed at continuous improvement; and an acceleration of the engineering projects already on our product roadmap to help expedite revenue growth. The I.D. Systems 2.0 initiatives were completed in the first quarter of 2015.

Examples of projects completed under the initiative are described below:

- We launched our fourth-generation on-vehicle device, the “VAC4,” during the fourth quarter of 2014.
- We launched three new transportation asset management products, the GSM-D400, an intermodal container tracking system, the GSM-D150, an intermodal chassis tracking device, and the GSM-D300, a dry van management system with an advanced cargo sensor, which enables customers to perform full-function asset monitoring with either satellite or cellular communications.
- We improved the enterprise analysis and data drill-down capabilities of our Analytics platform for multi-site, multi-region customers.
- We introduced new processes to reduce lead-time for on-site customer installation support.
- We launched a suite of new computer-based training tools to improve customer access to both initial and ongoing system training, while streamlining utilization of the company’s training resources.

We sell our solutions to both executive and division-level management. Typically, our initial system deployment serves as a basis for potential expansion across the customer’s organization. We work closely with customers to help maximize the utilization and benefits of our system and demonstrate the value of enterprise-wide deployments.

Post-implementation, we consult with our customers to further extend and customize the benefits to the enterprise by delivering enhanced analytics capabilities.

We market and sell our solutions to a wide range of customers in the commercial and government sectors. Our customers operate in diverse markets, such as automotive manufacturing, heavy industry, retail and wholesale distribution, transportation, aviation, aerospace and defense, homeland security and vehicle rental. We have made a strategic decision to refocus our sales and marketing efforts primarily on large enterprise customers and opportunities while working in concert with our channel partners to better serve customers with smaller implementations.

**Our Solutions**

We design and implement wireless M2M asset management solutions that are intended to deliver an enterprise-level return on investment for our customers. Our solutions can be categorized as either closed-loop systems for managing campus-based assets, or mobile systems for managing remote, “over-the-road” assets.

**Industrial and Rental Fleet Asset Management Solutions**

Our closed-loop campus-based asset management solutions incorporate short range wireless devices that provide on-board control, location tracking and data processing for enterprise assets, to provide real-time visibility of, and two-way communications with, such assets. These systems provide architectural and functional advantages that differentiate them from systems used for inventory and logistics tracking. For example, while inventory tracking systems rely on constant, continuous radio frequency (RF) connectivity to perform core functions, our systems require only periodic RF communications, and our on-asset devices perform their core functions autonomously.

Our campus-based asset management system consists of three principal elements:

- miniature wireless programmable computers attached to assets;
- fixed-position communication infrastructure consisting of network devices with two-way wireless communication capabilities and, optionally RF-based location-emitting beacons;
- application-specific network servers, which may be hosted on the site’s local area network (LAN), on an enterprise wide area network (WAN), or at a remote data center; and
- proprietary software, which is a user-friendly, browser-accessible graphical user interface that provides visibility and control of the system database, and which is hosted either at the local installation site or at a remote data center.

Each of these system elements can process and store information independently to create a unique, patented system of “distributed intelligence,” which mitigates the risk that a single point of failure could compromise system integrity or data and asset security. Our on-asset hardware stores and processes information locally so that it can autonomously and automatically control the asset and monitor asset activity regardless of the status or availability of other system components. Our on-asset hardware performs its functions even when outside the RF range of any other system component or if the facility computer network is unavailable. Our communication infrastructure independently processes data and executes programmable application logic, in addition to linking monitored mobile asset data automatically to our system’s database. The link to the system’s database may leverage secure cellular communication, thereby permitting remotely-hosted server software without access to local IT infrastructure. Our server software populates the database and is designed to mitigate the effects of any computer outages that could affect real-time availability of the database. Finally, our client software interfaces only with the database, not directly with our communication infrastructure or on-asset hardware, which restricts access to, and limits corruption of, system information and minimizes network bandwidth usage.

Our campus-based asset management solutions focus on two primary applications: (i) industrial fleet management and (ii) rental fleet management. In addition to focusing on these core applications, we have adapted, and intend to continue to adapt, our wireless solutions to meet our customers' broader asset management needs.

***Industrial Fleet Management***

Our PowerFleet®, PowerBox and didBOX solutions for industrial fleet management allow fleet operators to reduce operating costs and capital expenditures, comply with certain safety regulations and enhance security.

To help improve fleet safety and security, our PowerFleet®, PowerBox and didBOX systems provide vehicle operator access control to ensure that only trained and authorized personnel are able to use equipment, and impact sensing to assign responsibility for abusive driving.

PowerFleet® and PowerBox also provide: contactless operator identification; automatic wireless data communications; motion/idle detection, electronic vehicle inspection checklists for paperless compliance with governmental safety regulations; automatic reporting of emerging vehicle safety issues; automatic on-vehicle intervention, such as disabling equipment, in response to user-definable safety and security parameters; and remote vehicle deactivation capabilities, allowing a vehicle to be shut down manually or automatically under user-defined conditions.

In addition, our PowerFleet® system is compatible with a wide range of electronic driver identification technologies and can communicate using the customer's Wi-Fi network. PowerFleet® also provides indoor and outdoor vehicle/operator visibility through a combination of global positioning system (GPS) and RFID technologies, and geo-fencing to restrict vehicles from operating in prohibited areas or issue alerts upon unauthorized entry to such areas. PowerFleet® also supports optional sensing elements to provide additional vehicle utilization data, including load detection data, battery data and activity meter data.

To analyze and benchmark vehicle utilization and operator productivity, our PowerFleet® and PowerBox systems automatically record a wide range of activity and enable detailed performance comparisons to help management make informed decisions about vehicle and manpower allocations. This can lead to fleet and personnel reductions as well as increases in productivity. The PowerFleet® system also provides real-time and historical visibility of vehicle movements and other advanced asset management options.

To help reduce fleet maintenance costs, our PowerFleet and PowerBox systems are able to automate and enforce preventative maintenance scheduling by:

- wirelessly uploading usage data from each vehicle;
- defining various intervals and criteria for performing preventative maintenance;
- automatically prioritizing maintenance events based on weighted, user-defined variables;
- reporting in advance on vehicles with impending preventative maintenance events coming due;
- automatically sending reminders to individual vehicles or operators via the system's text messaging module; and
- enabling remote lock-out of vehicles overdue for maintenance.

The PowerFleet® system also enables maintenance personnel to locate and retrieve vehicles due for service via the system's optional graphical viewer software, and can provide automatic data feeds to our customers' existing enterprise maintenance software systems.

A specialized application of our solution in the industrial fleet management and security market is vehicle security, particularly at airports, seaports and other areas of critical infrastructure. The Aviation and Transportation Security Act of 2001 mandates security for aircraft servicing equipment, including aircraft tow tractors, baggage tugs, cargo loaders, catering vehicles and fuel trucks. The airport market-specific version of our system is called AvRamp®, referencing the aviation industry and the ramp area at airports in which aircraft servicing equipment operates. To date, the most significant commercial deployment of the AvRamp system has been on fleets of aircraft ground support equipment at Chicago O'Hare International Airport and Dallas-Fort Worth International Airport for AMR Corporation (American Airlines and American Eagle Airlines).

*Rental Fleet Management*

Our solution for traditional rental fleet management is designed both to enhance the consumer's rental experience and benefit the rental company by providing information that can be used to increase revenues, reduce costs and improve customer service. Our rental fleet management system automatically uploads vehicle identification number, mileage and fuel data as a vehicle enters and exits the rental lot, which can significantly expedite the rental and return processes for travelers and provide the rental company with more timely inventory status, more accurate billing data that can generate higher fuel-related revenue, and an opportunity to utilize customer service personnel for more productive activities, such as inspecting vehicles for damage and helping customers with luggage.

In addition, we provide a wireless solution for "car sharing", whereby a rental car company (i) positions vehicles strategically around cities, universities and corporate campuses for shared use by its members, (ii) remotely controls the vehicles, (iii) manages member reservations by smart phone or Internet, and (iv) charges members for vehicle use by the hour. The entire process - from remotely controlling the car door locks to tracking car mileage and fuel consumption to billing for the transaction - is automatically conducted by an integration of wireless vehicle management technology and the rental company's fleet management software. We currently have units deployed across the Northeast U.S. and Canada rental fleet of the Avis Budget Group, Inc.

**Transportation Asset Management Solutions**

Our mobile systems for managing remote, "over-the-road" assets are provided by our Asset Intelligence subsidiary. These systems provide mobile-asset tracking and condition-monitoring solutions to meet the transportation market's desire for greater visibility, safety, security, and productivity throughout global supply chains. By leveraging a combination of satellite and cellular wireless communications and Web data management technologies, the Asset Intelligence VeriWise™ product family provides shippers and carriers with tools to better manage their trailer and container fleets, freight transport operations, and maintenance controls. VeriWise systems enable quick access to actionable intelligence that results in better utilization, control, and security of our customers' freight-carrying assets.

Our remote asset management systems consist of five principal elements:

- satellite or cellular communicators attached to assets;
- GPS receivers that provide latitude/longitude location fixes that are transmitted based on logic resident in the communicator;

- proprietary browser-based graphical user interface that provides visibility and two-way control of the system database (the data can also be transmitted to the customer via XML or web services data feed);

- patented power management intelligence to help ensure reliable system performance in a power-starved environment; and

- several sensor types, including cargo, temperature, motion, and door, that provide additional status information for the remote asset.

To increase asset utilization, our VeriWise™ system can help reduce the number of assets needed and/or increase the revenue generated per asset by:

- monitoring asset pool size based on user-defined requirements;

- generating dormancy reports to flag under-utilized assets;

- alerting the driver to the location of the closest empty asset, resulting in a more rapid pick-up; and

- providing trailer detention alerts when an asset has exceeded the time allotted for unloading.

To help better control remote assets, our VeriWise™ system provides:

- integration into refrigerated asset microcontrollers to provide temperature and set point data and alerts via our VeriWise Intelligent Portal (VIP) or by an e-mail notification directly to the customer when an alarm condition develops;
- change in cargo status of an asset via our patented full-length cargo sensor;
- on-device geo-fencing that alerts the customer when an asset is approaching or leaving its destination; and
- on-board intelligence utilizing a motion sensor and proprietary logic that identifies the beginning of a drive and the end of a drive.

To help improve asset and cargo security, our VeriWise™ system offers the following capabilities:

- asset lockdown, which automatically sends an e-mail or text message to the customer when movement is detected outside of user-defined time periods;
- door sensors, which detect an unauthorized open door either by time or location, resulting in a door breach alert;
- emergency track functionality that can be enabled to track an asset at more frequent intervals if a theft condition is expected;
- geo-fencing, which can alert our customer when an asset enters a prohibited geography or location; and
- utilization of our Tractor ID product notification if the incorrect tractor connects to the asset.

**Risks to Our Business**

During the six-month period ended June 30, 2015, we generated revenues of $21.0 million, and Wal-Mart Stores, Inc. accounted for 22% of our revenues. During the six-month period ended June 30, 2014, we generated revenues of $21.1 million, and Wal-Mart Stores, Inc. and the Raymond Corporation accounted for 18% and 16% of our revenues, respectively.

We are highly dependent upon sales of our system to a few customers. The loss of any of these key customers, or any material reduction in the amount of our products they purchase during a particular period, could materially and adversely affect our revenues for such period. Conversely, a material increase in the amount of our products purchased by a key customer (or customers) during a particular period could result in a significant increase in our revenues for such period, and such increased revenues may not recur in subsequent periods. Some of these key customers, as well as other customers of the Company, operate in markets that have suffered business downturns in the past few years or may so suffer in the future, particularly in light of the current global economic downturn, and any material adverse change in the financial condition of such customers could materially and adversely affect our financial condition and results of operations. If we are unable to replace such revenue from existing or new customers, the market price of our common stock could decline significantly.

We expect that many customers who utilize our solutions will do so as part of a large-scale deployment of these solutions across multiple or all divisions of their organizations. A customer’s decision to deploy our solutions throughout its organization will involve a significant commitment of its resources. Accordingly, initial implementations may precede any decision to deploy our solutions enterprise-wide. Throughout this sales cycle, we may spend considerable time and expense educating and providing information to prospective customers about the benefits of our solutions, and there can be no assurance that our solutions will be deployed on a wider scale by the customer.

The timing of the deployment of our solutions may vary widely and will depend on the specific deployment plan of each customer, the complexity of the customer’s organization and the difficulty of such deployment. Customers with substantial or complex organizations may deploy our solutions in large increments on a periodic basis. Accordingly, we may receive purchase orders for significant dollar amounts on an irregular and unpredictable basis. Because of our limited operating history and the nature of our business, we cannot predict the timing or size of these sales and deployment cycles. Long sales cycles, as well as our expectation that customers will tend to place large orders sporadically with short lead times, may cause our revenue and results of operations to vary significantly and unexpectedly from quarter to quarter. These variations could materially and adversely affect the market price of our common stock.

Our ability to increase our revenues and generate net income will depend on a number of factors, including, for example, our ability to:

- increase sales of products and services to our existing customers;
- convert our initial programs into larger or enterprise-wide purchases by our customers;
- increase market acceptance and penetration of our products; and
- develop and commercialize new products and technologies.

As of June 30, 2015, we had cash, cash equivalents and marketable securities of $6.9 million, working capital of $15.4 million and no debt. Our primary sources of cash are cash flows from operating activities and our holdings of cash, cash equivalents and investments. To date, we have not generated sufficient revenue solely from operating activities to fund our operations. In July 2015, we completed a strategic review which resulted in detailed plans to refocus our go-to market strategy on large enterprise customers aimed at increasing sales in the second half of 2015 and reducing our headcount by approximately 20%. If we are unable to successfully implement our refocused go-to-market strategy, we may not realize the additional operating income expected as a result of the implementation, which may have a negative effect on the Company’s business, financial condition and results of operations.

Additional risks and uncertainties to which we are subject are described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014.

**Critical Accounting Policies**

For the six-month period ended June 30, 2015, there were no significant changes to the Company’s critical accounting policies as identified in our Annual Report on Form 10-K for the year ended December 31, 2014.

**Results of Operations**

The following table sets forth, for the periods indicated, certain operating information expressed as a percentage of revenue:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2015 | 2014 | 2015 |
| Revenue: | | | | |
| Products | 62.7 % | 50.3 % | 61.2 % | 56.4 % |
| Services | 37.3 | 49.7 | 38.8 | 43.6 |
| | 100.0 | 100.0 | 100.0 | 100.0 |
| Cost of revenues: | | | | |
| Cost of products | 41.8 | 35.2 | 38.2 | 41.4 |
| Cost of services | 13.3 | 23.3 | 14.0 | 20.2 |
| Total gross profit | 44.9 | 41.5 | 47.8 | 38.4 |
| Operating expenses: | | | | |
| Selling, general and administrative expenses | 49.5 | 62.7 | 59.0 | 61.7 |
| Research and development expenses | 11.8 | 11.3 | 11.8 | 11.2 |
| | 61.3 | 74.0 | 70.8 | 72.9 |
| Loss from operations | (16.4 ) | (32.5 ) | (23.0 ) | (34.5 ) |
| Interest income, net | 1.3 | 0.9 | 1.4 | 0.9 |
| Other income | 0.1 | (0.2 ) | 0.1 | - |
| Net loss | (15.0 )% | (31.8 )% | (21.5 )% | (33.6 )% |

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**Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014**

The following table sets forth our revenues by product line for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Product revenue: | | |
| Industrial and rental fleet management | $5,348,000 | $3,081,000 |
| Transportation asset management | 1,813,000 | 1,912,000 |
| | 7,161,000 | 4,993,000 |
| Services revenue: | | |
| Industrial and rental fleet management | 1,494,000 | 2,412,000 |
| Transportation asset management | 2,758,000 | 2,521,000 |
| | 4,252,000 | 4,933,000 |
| | $11,413,000 | $9,926,000 |

*REVENUES.* Revenues decreased by approximately $1.5 million, or 13.0%, to $9.9 million in the three months ended June 30, 2015 from $11.4 million in the same period in 2014. The decrease in revenue is attributable to a decrease in total transportation asset management revenue of approximately $0.2 million to $4.4 million in 2015 from $4.6 million in 2014 and a decrease in total industrial and rental fleet management revenue of approximately $1.3 million to $5.5 million in 2015 from $6.8 million in 2014.

Revenues from products decreased by approximately $2.2 million, or 30.3%, to $5.0 million in the three months ended June 30, 2015 from $7.2 million in the same period in 2014. Industrial and rental fleet management product revenue decreased by approximately $2.3 million to $3.1 million in 2015 from $5.3 million in 2014. The decrease in industrial and rental fleet management product revenue resulted principally from decreased product sales of approximately $1.1 million to the Raymond Corporation, $0.3 million to the U.S. Postal Service, $0.3 million to Procter and Gamble Inc. and $0.3 million to General Motors Company. Transportation asset management product revenue of approximately $1.9 million in 2015 remained generally consistent with 2014 product revenue of $1.8 million.

Revenues from services increased by approximately $0.7 million, or 16.0%, to $4.9 million in the three months ended June 30, 2015 from $4.3 million in the same period in 2014. Industrial and rental fleet management service revenue increased by approximately $0.9 million to $2.4 million in 2015 from $1.5 million in 2014 principally due to increased service revenue of approximately $0.7 million from Avis Budget, Inc. Transportation asset management service revenue decreased by approximately $0.2 million to $2.5 million in 2015 from $2.8 million in 2014 principally due to a decrease in the number of active units in service.

The following table sets forth our cost of revenues by product line for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Cost of products: | | |
| Industrial and rental fleet management | $3,493,000 | $1,960,000 |
| Transportation asset management | 1,276,000 | 1,531,000 |
| | 4,769,000 | 3,491,000 |
| Cost of services: | | |
| Industrial and rental fleet management | 665,000 | 1,542,000 |
| Transportation asset management | 855,000 | 767,000 |
| | 1,520,000 | 2,309,000 |
| | $6,289,000 | $5,800,000 |

*COST OF REVENUES.* Cost of revenues decreased by approximately $0.5 million, or 7.8%, to $5.8 million in the three months ended June 30, 2015 from $6.3 million for the same period in 2014. The decrease is principally attributable to a decrease in product revenue in 2015. Gross profit was $4.1 million in three months ended June 30, 2015 compared to 5.1 million for the same period in 2014. As a percentage of revenues, gross profit decreased to 41.5% in 2015 from 44.9% in 2014.

Cost of products decreased by approximately $1.3 million, or 26.8%, to $3.5 million in the three months ended June 30, 2015 from $4.8 million in the same period in 2014. Gross profit for products was $1.5 million in 2015 compared to $2.4 million in 2014. The decrease in gross profit was attributable to a decrease of approximately $0.7 million in the industrial and rental fleet management gross profit to $1.1 million in 2015 from $1.9 million in 2014 and a decrease in the transportation asset management gross profit of approximately $0.2 million to $0.4 million in 2015 from $0.5 million in 2014. As a percentage of product revenues, gross profit decreased to 30.1% in 2015 from 33.4% in 2014. The decrease in gross profit as a percentage of product revenue was due to a decrease in the transportation asset management gross profit percentage to 19.9% in 2015 from 29.6% in 2014 which was principally due to lower gross margin on spare parts sales. The industrial and rental fleet management gross profit percentage increased to 36.4% in 2015 from 34.7% in 2014, which was principally due to a decrease in warranty expense.

Cost of services increased by approximately $0.8 million, or 51.9%, to $2.3 million in the three months ended June 30, 2015 from $1.5 million in the same period in 2014. Gross profit for services was $2.6 million in 2015 compared to $2.7 million in 2014. The transportation asset management gross profit of approximately $1.8 million in 2015 remained generally consistent with the gross profit of $1.9 million in 2014. The industrial and rental fleet management gross profit of approximately $0.9 million in 2015 remained generally consistent with the gross profit of $0.8 million in 2014. As a percentage of service revenues, gross profit decreased to 53.2% in 2015 from 64.3% in 2014. The decrease in gross profit as a percentage of service revenue was principally due to a decrease in the industrial and rental fleet management gross profit percentage to 36.1% in 2015 from 55.5% in 2014 which was principally due to an increase in installation expenses. The transportation asset management gross profit percentage increased to 69.6% in 2015 from 69.0% in 2014.

*SELLING, GENERAL AND ADMINISTRATIVE EXPENSES.* Selling, general and administrative expenses increased by approximately $0.6 million, or 10.2% to $6.3 million in the three months ended June 30, 2015 compared to $5.7 million in the same period in 2014. The increase was principally due to an increase of approximately $0.5 million in payroll-related expenses due to an increase in the number of employees and $0.3 million in stock-based compensation expense which was due to grants of restricted stock, partially offset by a decrease in intangibles amortization expense of approximately $0.4 million as some intangible assets became fully amortized. As a percentage of revenues, selling, general and administrative expenses increased to 62.7% in the three months ended June 30, 2015 from 49.5% in the same period in 2014, primarily due to the increase in expenses noted above.

*RESEARCH AND DEVELOPMENT EXPENSES.* Research and development expenses decreased by approximately $0.2 million, or 16.6% to approximately $1.1 million in the three months ended June 30, 2015 compared to $1.3 million in the same period in 2014, primarily from a reduction of product development expenses incurred in 2014 under our I.D. Systems 2.0 initiative which was completed during the first quarter of 2015. As a percentage of revenues, research and development expenses decreased to 11.3% in the three months ended June 30, 2015 from 11.8% in the same period in 2014, primarily due to the decrease in expenses noted above.

*INTEREST INCOME.* Interest income decreased by $61,000, or 39.9%, to $92,000 in the three months ended June 30, 2015 from $153,000 in the same period in 2014 principally due to a decrease in interest income from financing receivables.

*NET LOSS.* Net loss was $3.1 million, or $(0.25) per basic and diluted share, for the three months ended June 30, 2015 as compared to net loss of $1.7 million, or $(0.14) per basic and diluted share, for the same period in 2014. The decrease in the net loss was due primarily to the reasons described above.

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**Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014**

The following table sets forth our revenues by product line for the periods indicated:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Product revenue: | | |
| Industrial and rental fleet management | $9,374,000 | $6,649,000 |
| Transportation asset management | 3,577,000 | 5,215,000 |
| | 12,951,000 | 11,864,000 |
| Services revenue: | | |
| Industrial and rental fleet management | 2,778,000 | 3,989,000 |
| Transportation asset management | 5,420,000 | 5,193,000 |
| | 8,198,000 | 9,182,000 |
| | $21,149,000 | $21,046,000 |

*REVENUES.* Revenues decreased by approximately $0.1 million, or 0.5%, to $21.0 million in the six months ended June 30, 2015 from $21.1 million in the same period in 2014. The decrease in revenue is attributable to an increase in total transportation asset management revenue of approximately $1.4 million to $10.4 million in 2015 from $9.0 million in 2014 and a decrease in total industrial and rental fleet management revenue of approximately $1.5 million to $10.6 million in 2015 from $12.2 million in 2014.

Revenues from products decreased by approximately $1.1 million, or 8.4%, to $11.9 million in the six months ended June 30, 2015 from $13.0 million in the same period in 2014. Transportation asset management product revenue increased by approximately $1.6 million to $5.2 million in 2015 from $3.6 million in 2014. The increase in transportation asset management product revenue resulted principally from increased spare parts sales of approximately $0.9 million to Wal-Mart Stores, Inc. and $0.3 million to Knight Transportation. Industrial and rental fleet management product revenue decreased by approximately $2.7 million to $6.6 million in 2015 from $9.4 million in 2014. The decrease in industrial and rental fleet management product revenue resulted principally from decreased product sales of approximately $1.5 million to the Raymond Corporation and $0.9 million to the U.S. Postal Service.

Revenues from services increased by approximately $1.0 million, or 12.0%, to $9.2 million in the six months ended June 30, 2015 from $8.2 million in the same period in 2014. Industrial and rental fleet management service revenue increased by approximately $1.2 million to $4.0 million in 2015 from $2.8 million in 2014, principally due to an increase in revenue of approximately $0.7 million from Avis Budget, Inc. from a new development project, $0.2 million from Ford Motor Company and $0.2 million from The Procter & Gamble Company. Transportation asset management service revenue decreased by approximately $0.2 million to $5.2 million in 2015 from $5.4 million in 2014. The decrease in transportation asset management service revenue resulted principally from a decrease in the number of active units in service.

The following table sets forth our cost of revenues by product line for the periods indicated:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2015 |
| Cost of products: | | |
| Industrial and rental fleet management | $5,777,000 | $4,447,000 |
| Transportation asset management | 2,294,000 | 4,267,000 |
| | 8,071,000 | 8,714,000 |
| Cost of services: | | |
| Industrial and rental fleet management | 1,312,000 | 2,548,000 |
| Transportation asset management | 1,658,000 | 1,710,000 |
| | 2,970,000 | 4,258,000 |
| | $11,041,000 | $12,972,000 |

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*COST OF REVENUES.* Cost of revenues increased by approximately $1.9 million, or 17.5%, to $13.0 million in the six months ended June 30, 2015 from $11.0 million for the same period in 2014. The increase is principally attributable to an increase in cost of services in 2015. Gross profit was $8.0 million in the six months ended June 30, 2015 compared to $10.1 million for the same period in 2014. As a percentage of revenues, gross profit decreased to 38.4% in 2015 from 47.8% in 2014.

Cost of products increased by approximately $0.6 million, or 8.0%, to $8.7 million in the six months ended June 30, 2015 from $8.1 million in the same period in 2014. Gross profit for products was $3.2 million in 2015 compared to $4.9 million in 2014. The decrease in gross profit was attributable to a decrease of approximately $1.4 million in the industrial and rental fleet management gross profit to $2.2 million in 2015 from $3.6 million in 2014 and a decrease in the transportation asset management gross profit of approximately $0.4 million to $0.9 million in 2015 from $1.3 million in 2014. As a percentage of product revenues, gross profit decreased to 26.6% in 2015 from 37.7% in 2014. The decrease in gross profit as a percentage of product revenue was due to a decrease in the industrial and rental fleet management gross profit percentage to 33.1% in 2015 from 38.4% in 2014, which was principally due to an increase in the number of units sold with lower unit product margins, which was principally due to the Company’s transition to a new pricing model for vehicle management systems (“VMS”), that emphasizes multi-year service contracts and lower upfront hardware revenue and start-up costs for initial production of the Company’s new generation of VMS devices. The transportation asset management product revenue gross profit percentage decreased to18.2% in 2015 from 35.9% in 2014, principally due to lower gross margin on spare parts sales, which was partially offset by a decrease in warranty expense.

Cost of services increased by approximately $1.3 million, or 43.4%, to $4.3 million in the six months ended June 30, 2015 from $3.0 million in the same period in 2014. Gross profit for services was $4.9 million in 2015 compared to $5.2 million in 2014. The transportation asset management gross profit decreased by approximately $0.3 million to $3.5 million in 2015 from $3.8 million in 2014. The industrial and rental fleet management gross profit of approximately $1.4 million in 2015 remained generally consistent with the gross profit of $1.5 million in 2014. As a percentage of service revenues, gross profit decreased to 53.6% in 2015 from 63.8% in 2014. The decrease in gross profit as a percentage of service revenue was principally due to a decrease in the industrial and rental fleet management gross profit percentage to 36.1% in 2015 from 52.8% in 2014 and a decrease in the transportation asset management gross profit percentage to 67.1% in 2015 from 69.4% in 2014. The decrease in the industrial and rental fleet management gross profit margin was principally due to an increase in installation expenses. The decrease in transportation asset management gross profit margin was principally due to an increase in communication expenses.

*SELLING, GENERAL AND ADMINISTRATIVE EXPENSES.* Selling, general and administrative expenses increased by approximately $0.5 million, or 4.2%, to $13.0 million in the six months ended June 30, 2015 compared to $12.5 million in the same period in 2014. The increase was principally due to an increase of approximately $0.8 million in payroll-related expenses, which was due to an increase in the number of employees, $0.6 million increase in professional fees, which was principally from an unconsummated strategic initiative, and $0.5 million in stock-based compensation expense which was due to grants of restricted stock, partially offset by an approximate $1.1 million decrease in expenses related to the Company’s executive management change that was incurred in 2014 and an approximate $0.7 million decrease in intangibles amortization expense as some intangible assets became fully amortized. As a percentage of revenues, selling, general and administrative expenses increased to 61.7% in the six months ended June 30, 2015 from 59.0% in the same period in 2014, primarily due to the increase in expenses noted above.

*RESEARCH AND DEVELOPMENT EXPENSES.* Research and development expenses decreased by approximately $0.1 million, or 5.8%, to $2.3 million in the six months ended June 30, 2015 compared to $2.5 million in the same period in 2014 primarily from a reduction of product development expenses incurred in 2014 as a result of our I.D. Systems 2.0 initiative. As a percentage of revenues, research and development expenses decreased to 11.2% in the six months ended June 30, 2015 from 11.8% in the same period in 2014, primarily due to the decrease in expenses noted above.

*INTEREST INCOME.* Interest income decreased by $126,000, or 41.3%, to $179,000 in the six months ended June 30, 2015 from $305,000 in the same period in 2014 principally due to a decrease in interest income from financing receivables.

*NET LOSS.* Net loss was $7.1 million, or $(0.57) per basic and diluted share, for the six months ended June 30, 2015 as compared to net loss of $4.5 million, or $(0.38) per basic and diluted share, for the same period in 2014. The decrease in the net loss was due primarily to the reasons described above.

***Capital Requirements***

As of June 30, 2015, we had cash, cash equivalents and marketable securities of $6.9 million, working capital of $15.4 million and no debt. The Company's primary sources of cash are cash flows from operating activities and the Company's holdings of cash, cash equivalents and investments. To date, the Company has not generated sufficient revenue solely from operating activities to fund its operations. We currently have no lines of credit or other bank financing arrangements.

In July 2015, we reduced our headcount by approximately 20%. With the expected cost savings from the decrease in headcount, expected collections on existing accounts receivable and refocused go-to market strategy focusing on large enterprise customers aimed at increasing sales in the second half of 2015 and reducing inventory, we believe that with the cash and investments on hand, we will have sufficient funds available to cover our capital requirements for at least the next 12 months.

Our capital requirements depend on a variety of factors, including, but not limited to, the length of the sales cycle, the rate of increase or decrease in our existing business base, the success, timing, and amount of investment required to bring new products to market, revenue growth or decline and potential acquisitions. Failure to generate positive cash flow from operations will have a material adverse effect on our business, financial condition and results of operations. We may determine in the future that we require additional funds, through equity, debt, accounts receivable or inventory financing, to meet our short-term capital requirements as well as our long-term strategic objectives, including for the completion of potential acquisitions. Any additional equity financing may be dilutive to stockholders, and any debt, accounts receivable or inventory financing, if available, may involve significant restrictive covenants, and we cannot assure you that such financing will be extended on terms acceptable to us, or at all.

***Operating Activities***

Net cash used in operating activities was $7.1 million for the six-month period ended June 30, 2015, compared to net cash provided by\operating activities of $0.8 million for the same period in 2014. The net cash used in operating activities for the six-month period ended June 30, 2015 reflects a net loss of $7.1 million and includes non-cash charges of $0.8 million for stock-based compensation, $0.4 million for depreciation and amortization expense and $0.4 million for bad debt expense. Changes in working capital items included:

- an increase in inventory of $2.6 million;
- a decrease in accounts receivable of $1.8 million;

- a decrease in deferred revenue of $0.8 million; and
- a decrease in financing receivables of $0.6 million.

***Investing Activities***

Net cash provided by investing activities was $2.6 million for the six-month period ended June 30, 2015, compared to net cash used in investing activities of $0.3 million for the same period in 2014. The change from the same period in 2014 was primarily due to an increase in net proceeds from the sale and maturities of investments of $4.1 million, partially offset by an increase in expenditures for fixed assets and website development costs of $1.2 million in 2015.

***Financing Activities***

Net cash provided by financing activities was $1.8 million for the six-month period ended June 30, 2015, compared to net cash used in financing activities of $11,000 for the same period in 2014. The change from the same period in 2014 was primarily due to an increase in proceeds from the exercise of stock options of $1.8 million in 2015.

**Liquidity and Capital Resources**

Historically, our capital requirements have been funded primarily from the net proceeds from the issuance of our securities, including any issuances of our common stock upon the exercise of options. In addition, on August 22, 2011, we received approximately $4.6 million from Avis Budget Group from the sale of 1,000,000 shares of the Company’s common stock, and a warrant to purchase up to 600,000 shares of our common stock. The warrant is immediately exercisable with respect to 100,000 shares and will become exercisable for the remaining 500,000 shares upon execution of SOW#2 under the Master Agreement entered into by the Company and Avis Budget Car Rental, LLC, a subsidiary of Avis Budget Group, Inc. As of June 30, 2015, we had cash, cash equivalents and marketable securities of $6.9 million and working capital of $15.4 million, compared to cash, cash equivalents and marketable securities of $13.6 million and working capital of $19.4 million as of December 31, 2014. In the future we may seek to raise additional funds through equity, debt, accounts receivable or inventory financing to help meet our short-term capital requirements as well as our long-term strategic objectives; however, we cannot assure you that any such financing will be available on terms acceptable to us or at all.

On April 1, 2013, the Company filed a shelf registration statement on Form S-3 with the SEC. Pursuant to the registration statement, which was declared effective by the SEC on May 2, 2013, the Company may offer to the public from time to time, in one or more offerings, up to $60 million of its securities, which may include common stock, preferred stock, debt securities, subscription rights, warrants and units, or any combination of the foregoing, at prices and on terms to be determined at the time of any offering. The specific terms of any future offering will be determined at the time of the offering and described in a prospectus supplement that will be filed with the SEC in connection with such offering.

On September 30, 2013, the Company entered into an equipment lease for computer equipment. The lease is payable in 24 monthly installments of approximately $14,000, including interest at an annual rate of 12.82%. The term of the lease commenced in December 2013 and expires in December 2015. The Company has the option to purchase the equipment for $1.00 at the end of the term of the lease.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Contractual Obligations**

As of June 30, 2015, there have been no material changes in contractual obligations as disclosed under the caption “Contractual Obligations and Commitments” in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, except as noted below.

On April 9, 2015, the Company entered into a lease agreement pursuant to which the Company agreed to lease approximately 11,482 square feet of office space in Plano, Texas, to be used as the headquarters for AI. AI currently subleases space in the office building in which the leased premises is located. The initial term of the lease agreement is for a period of 65 months, and subject to any adjustment necessary for the completion of certain improvements to be made to the leased premises prior to the commencement date, is scheduled to begin on October 1, 2015 and end on February 28, 2021, unless terminated earlier in accordance with the lease agreement. The base rent for the leased premises varies over the term of the lease, and generally ranges from approximately $21,050 per month (or approximately $252,600 per year) to approximately $22,964 per month (or approximately $275,568 per year). The base rent will be abated during the first five months of the lease term and is payable beginning on the first day of the sixth month after the commencement date. The Company will also be responsible for (i) its pro rata share of any operating expenses, taxes and insurance expenses incurred by the landlord with respect to the office building in which the leased premises are located; and (ii) certain fees, costs and expenses associated with certain improvements to be made to the leased premises prior to the commencement date. Under the lease agreement, the Company has the right to renew the lease agreement for an additional five-year term at the then prevailing rental rate.

**Inflation**

Inflation has not had, nor is it expected to have, a material impact on our consolidated financial results.

**Impact of Recently Issued Accounting Pronouncements**

The Company is subject to recently issued accounting standards, accounting guidance and disclosure requirements. For a description of these new accounting standards, see Note 21 (entitled “RECENT ACCOUNTING PRONOUNCEMENTS”) of the Notes to our Unaudited Condensed Consolidated Financial Statements contained in Item 1 of Part I of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to market risk from changes in interest rates, which could affect our future results of operations and financial condition. We manage our exposure to these risks through our regular operating and financing activities. As of June 30, 2015, we had cash, cash equivalents and marketable securities of $6.9 million.

Our cash and cash equivalents consist of cash, money market funds, and short-term investments with original maturities of three months or less. As of June 30, 2015, the carrying value of our cash and cash equivalents approximated fair value. In a declining interest rate environment, as short-term investments mature, reinvestment occurs at less favorable market rates, negatively impacting future investment income. We maintain our cash and cash equivalents with major financial institutions; however, our cash and cash equivalent balances with these institutions exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limits. While we monitor on a systematic basis the cash and cash equivalent balances in our operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit funds fails or is subject to other adverse conditions in the financial or credit markets. To date, we have experienced no loss of principal or lack of access to our invested cash or cash equivalents; however, we can provide no assurance that access to our invested cash and cash equivalents will not be affected if the financial institutions in which we hold our cash and cash equivalents fail or the financial and credit markets continue to deteriorate.

**Item 4. Controls and Procedures**

**a. Disclosure controls and procedures.**

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

As of June 30, 2015, we carried out an evaluation, with the participation of our management, including our principal executive officer and our principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective, at the reasonable assurance level, in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**b. Changes in internal control over financial reporting.**

We reviewed our internal control over financial reporting at June 30, 2015. There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

In the ordinary course of its business, the Company is at times subject to various legal proceedings. As of August 14, 2015, the Company was not a party to any material legal proceedings.

Additional information on the Company's commitments and contingencies can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

**Item 1A. Risk Factors**

In addition to the other information set forth below and under the heading "Risks to Our Business" in Part 1, Item 2 of this report, you should carefully consider the factors discussed in Part I, Item 1A. "Risk Factors," in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as such factors could materially affect the Company's business, financial condition, and future results. In the three months ended June 30, 2015, except as set forth below, there were no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K. The risks described below and in the Annual Report on Form 10-K are not the only risks that the Company faces. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, also may have a material adverse impact on the Company's business, financial condition, or results of operations.

***If we are unable to increase our sales in the second half of 2015 through our go-to market strategy focused on large enterprise customers, we may require additional funds to meet our capital requirements in the future, and we cannot assure you that we would be able to obtain financing on terms acceptable to us or at all.***

As of June 30, 2015, we had cash, cash equivalents and marketable securities of $6.9 million, working capital of $15.4 million and no debt. Our primary sources of cash are cash flows from operating activities and our holdings of cash, cash equivalents and investments. To date, we have not generated sufficient revenue solely from operating activities to fund our operations. In July 2015, we completed a strategic review which resulted in detailed plans to refocus our go-to market strategy on large enterprise customers aimed at increasing sales in the second half of 2015 and reducing our headcount by approximately 20%. If we are unable to successfully implement our refocused go-to-market strategy, we may not realize the additional operating income expected as a result of the implementation, which may have a negative effect on the Company's business, financial condition and results of operations.

Our cash requirements may vary materially from those currently anticipated due to changes in our operations, including our marketing and distribution activities, product development, research and development, and the timing of our receipt of revenues and contingencies. If we fail to generate positive cash flow from operations, we may determine in the future that we require additional funds, through equity, debt, accounts receivable or inventory financing, to meet our short-term capital requirements as well as our long-term strategic objectives, including for the completion of potential acquisitions. Our ability to obtain additional financing will depend in part upon the prevailing capital market conditions as well as our business performance. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us if at all. If additional financing is raised by the issuance of common stock, you may suffer additional dilution and if additional financing is raised through debt, accounts receivable or inventory financing, it may involve significant restrictive covenants which could affect our ability operate our business. If adequate funds are not available, or are not available on acceptable terms, we may not be able to continue our operations, grow our business or take advantage of opportunities or otherwise respond to competitive pressures and remain in business. In addition, we may incur significant costs in connection with any potential financing, whether or not we are successful in raising additional capital.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Purchases of Equity Securities by the Issuer

On November 4, 2010, the Company announced that its Board of Directors authorized the repurchase of issued and outstanding shares of the Company's common stock having an aggregate value of up to $3,000,000 pursuant to a share repurchase program. The repurchases under the share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from the Company's working capital. The amount and timing of such repurchases is dependent upon the price and availability of shares, general market conditions and the availability of cash, as determined at the discretion of the Company's management. All shares of common stock repurchased under the Company's share repurchase program are held as treasury stock (until such time, if ever, that they are re-issued by the Company). The share repurchase program does not have an expiration date, and the Company may discontinue or suspend the share repurchase program at any time.

The following table provides information regarding our common stock repurchases under our publicly announced share repurchase program and shares withheld for taxes due upon vesting of restricted stock for each month of the quarterly period ended June 30, 2015. As the table indicates, the Company did not make any share repurchases under the share repurchase program during the quarterly period ended June 30, 2015.

| Period | Total Number of Shares Purchased | | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|---|
| April 1, 2015 - April 30, 2015 | - | | $ - | - | $ 1,660,000 |
| May 1, 2015 – May 31, 2015 | - | | - | - | 1,660,000 |
| June 1, 2015 - June 30, 2015 | 34,000 | (1) | $ 6.98 | - | 1,660,000 |
| Total | 34,000 | (1) | $ 6.98 | - | $ 1,660,000 |

(1) Includes 34,000 shares of common stock withheld to pay the exercise price of stock options exercised during June 2015.

**Item 6. Exhibits**

The following exhibits are filed with this Quarterly Report on Form 10-Q:

**Exhibits:**

| Exhibit Number | Description |
|---|---|
| 10.1 | Lease Agreement, dated April 9, 2015, between I.D. Systems, Inc. and GP Park II, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15807) filed with the SEC on April 10, 2015). |
| 10.2 | I.D. Systems, Inc. 2015 Equity Compensation Plan (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15807) filed with the SEC on June 25, 2015) |
| 31.1 | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. §1305 As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
| 101.INS | XBRL Instance Document. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. |

* Furnished herewith.

**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.

| | |
|---|---|
| | I.D. SYSTEMS, INC. |
| Date: August 14, 2015 | By: /s/ Kenneth S. Ehrman<br>Kenneth S. Ehrman<br>President and Chief Executive Officer<br>(Principal Executive Officer) |
| Date: August 14, 2015 | By: /s/ Ned Mavrommatis<br>Ned Mavrommatis<br>Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) |

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**INDEX TO EXHIBITS**

| Exhibit Number | Description |
|---|---|
| 10.1 | Lease Agreement, dated April 9, 2015, between I.D. Systems, Inc. and GP Park II, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15807) filed with the SEC on April 10, 2015). |
| 10.2 | I.D. Systems, Inc. 2015 Equity Compensation Plan (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15807) filed with the SEC on June 25, 2015) |
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