

PARKERVISION INC
Form 10-Q
May 11, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

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

For the transition period from _____ to _____

Commission file number 000-22904

PARKERVISION, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|-------------------------------------|
| Florida | 59-2971472 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No) |

7915 Baymeadows Way, Suite 400

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Jacksonville, Florida 32256

(Address of principal executive offices)

(904) 732-6100

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No .

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

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

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

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

As of May 4, 2015, 97,637,600 shares of the issuer's common stock, \$.01 par value, were outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

PARKERVISION, INC.

BALANCE SHEETS

(UNAUDITED)

| | March 31, 2015 | December 31, 2014 |
|---------------------------------------|-------------------|----------------------|
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 729,668 | \$ 218,925 |
| Available for sale securities | 7,457,097 | 10,985,000 |
| Inventories, net | 96,093 | 66,468 |
| Prepaid expenses and other | 992,881 | 812,577 |
| Total current assets | 9,275,739 | 12,082,970 |
| PROPERTY AND EQUIPMENT, net | 607,769 | 633,084 |
| INTANGIBLE ASSETS, net | 7,885,689 | 8,002,638 |
| Total assets | \$ 17,769,197 | \$ 20,718,692 |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 947,154 | \$ 475,200 |
| Accrued expenses: | | |
| Salaries and wages | 524,710 | 394,964 |
| Professional fees | 1,159,571 | 940,581 |
| Other accrued expenses | 60,362 | 99,614 |
| Deferred rent, current portion | 60,690 | 54,426 |
| Total current liabilities | 2,752,487 | 1,964,785 |
| LONG-TERM LIABILITIES | | |
| Capital lease, net of current portion | 1,542 | 10,244 |
| Deferred rent, net of current portion | 107,793 | 127,964 |
| Total long-term liabilities | 109,335 | 138,208 |
| Total liabilities | 2,861,822 | 2,102,993 |
| COMMITMENTS AND CONTINGENCIES | | |
| SHAREHOLDERS' EQUITY: | | |
| | 975,555 | 971,834 |

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Common stock, \$.01 par value, 150,000,000 shares authorized, 97,555,516 and 97,183,433 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively

| | | |
|--|---------------|---------------|
| Accumulated other comprehensive loss | 0 | 0 |
| Warrants outstanding | 1,655,778 | 355,778 |
| Additional paid-in capital | 331,631,687 | 330,867,750 |
| Accumulated deficit | (319,355,645) | (313,579,663) |
| Total shareholders' equity | 14,907,375 | 18,615,699 |
| Total liabilities and shareholders' equity | \$ 17,769,197 | \$ 20,718,692 |

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

PARKERVISION, INC.

STATEMENTS OF COMPREHENSIVE LOSS

(UNAUDITED)

| | Three Months Ended March 31, | |
|--|---------------------------------|----------------|
| | 2015 | 2014 |
| Revenue | \$ 0 | \$ 0 |
| Cost of sales | 0 | 0 |
| Gross margin | 0 | 0 |
| Research and development expenses | 1,757,434 | 2,264,480 |
| Marketing and selling expenses | 485,797 | 656,991 |
| General and administrative expenses | 3,543,814 | 2,872,868 |
| Total operating expenses | 5,787,045 | 5,794,339 |
| Interest and other income | 12,102 | 23,884 |
| Interest expense | (1,039) | (1,197) |
| Total interest and other income and interest expense | 11,063 | 22,687 |
| Net loss | (5,775,982) | (5,771,652) |
| Other comprehensive income, net of tax: | | |
| Unrealized gain on available-for-sale securities | 0 | 7,883 |
| Other comprehensive income, net of tax | 0 | 7,883 |
| Comprehensive loss | \$ (5,775,982) | \$ (5,763,769) |
| Basic and diluted net loss per common share | \$ (0.06) | \$ (0.06) |
| Weighted average common shares outstanding | 97,440,164 | 94,005,709 |

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

PARKERVISION, INC.

STATEMENTS OF CASH FLOWS

(UNAUDITED)

| | Three Months Ended | |
|---|--------------------|----------------|
| | March 31, | 2014 |
| | 2015 | 2014 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (5,775,982) | \$ (5,771,652) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 342,931 | 310,879 |
| Share-based compensation | 519,658 | 1,824,021 |
| Realized loss on available-for-sale securities | 0 | 7,883 |
| Changes in operating assets and liabilities: | | |
| Inventories | (29,625) | 0 |
| Prepaid expenses and other assets | 69,696 | (31,478) |
| Accounts payable and accrued expenses | 788,038 | (919,011) |
| Deferred rent | (13,907) | 52,133 |
| Total adjustments | 1,676,791 | 1,244,427 |
| Net cash used in operating activities | (4,099,191) | (4,527,225) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of available-for-sale investments | (937,097) | (11,526,127) |
| Proceeds from sale of investments | 4,465,000 | 3,800,000 |
| Payments for patent costs and other intangible assets | (163,473) | (158,087) |
| Purchases of property and equipment | (37,194) | (26,145) |
| Net cash provided by (used in) investing activities | 3,327,236 | (7,910,359) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net proceeds from issuance of common stock and warrants in public and private offerings | 1,298,000 | 11,946,365 |
| Net proceeds from exercise of options and warrants | 0 | 927,496 |
| Principal payments on capital lease obligation | (15,302) | (6,288) |
| Net cash provided by financing activities | 1,282,698 | 12,867,573 |

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| | | |
|--|------------|------------|
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 510,743 | 429,989 |
| CASH AND CASH EQUIVALENTS, beginning of period | 218,925 | 222,697 |
| CASH AND CASH EQUIVALENTS, end of period | \$ 729,668 | \$ 652,686 |

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

PARKERVISION, INC.

CONDENSED NOTES TO FINANCIAL STATEMENTS

(UNAUDITED)

1. Description of Business

ParkerVision, Inc. (“we”, the “Company”, or “ParkerVision”) is in the business of innovating fundamental wireless technologies. We design, develop and market our proprietary radio frequency (“RF”) technologies and products for use in semiconductor circuits for wireless communication products. We believe certain patents protecting our proprietary technologies have been broadly infringed by others and therefore our business plan includes enforcement of our intellectual property rights through patent infringement litigation and licensing efforts. In addition, we offer engineering consulting and design services, for a negotiated fee, to assist customers in developing prototypes and/or products incorporating wireless technologies.

2. Liquidity and Going Concern

Our financial statements were prepared assuming we would continue as a going concern, which contemplates that we will continue in operation for the foreseeable future and will be able to realize assets and settle liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that could result should we be unable to continue as a going concern.

Our future business plans call for continued investment in patent prosecution and enforcement, product development and sales, marketing, and customer support for our technologies and products. Our ability to generate revenues sufficient to offset costs is subject to successfully enforcing our intellectual property rights, securing new product and licensing customers for our technologies, and successfully supporting those customers in completing their product designs.

We expect that revenue generated from patent enforcement actions, technology licenses and/or the sale of products in 2015 may not be sufficient to cover our operational expenses for 2015, and that our expected continued losses and use of cash will be funded from available working capital. Our current capital resources include cash, cash equivalents, and available-for-sale securities of approximately \$8.2 million at March 31, 2015. These current capital resources will not be sufficient to support our liquidity requirements through 2015 without the generation of sufficient revenues or further cost containment measures, which, if implemented, may jeopardize our future growth plans. These circumstances raise substantial doubt about our ability to continue as a going concern.

We believe we may be able to meet future liquidity needs through contingent litigation or other financing or the issuance of equity securities, although there can be no assurance that such financing will be available to us. We currently have no significant long-term debt obligations.

The long-term continuation of our business plan beyond 2015 is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses. In the event that we do not generate sufficient revenues, we will be required to obtain additional funding through public or private debt or equity financing or contingent fee arrangements, and/or reduce operating costs. Failure to generate sufficient revenues, raise additional capital through debt or equity financings or contingent fee arrangements, and/or reduce operating costs could have a material adverse effect on our ability to meet our long-term liquidity needs and achieve our intended long-term business objectives.

3. Basis of Presentation

The accompanying unaudited financial statements for the period ended March 31, 2015 were prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015 or future years. All normal and recurring adjustments which, in the opinion of management, are necessary for a fair statement of the financial condition and results of operations have been included.

The year-end balance sheet data was derived from audited financial statements for the year ended December 31, 2014, but does not include all disclosures required by accounting principles generally accepted in the United States of America. These interim financial statements should be read in conjunction with our latest Annual Report on Form 10-K for the year ended December 31, 2014.

4. Accounting Policies

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update 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 in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for interim and annual periods beginning after December 15, 2016 and earlier adoption is permitted. We are currently assessing the impact of this update on future discussions of our liquidity position in our financial statements and have not early adopted ASU 2014-15.

There have been no other changes in accounting policies from those stated in the Annual Report on Form 10-K for the year ended December 31, 2014.

5. Loss per Common Share

Basic loss per common share is determined based on the weighted-average number of common shares outstanding during each period. Diluted loss per common share is the same as basic loss per common share as all common share equivalents are excluded from the calculation, as their effect is anti-dilutive. The weighted average number of common shares outstanding for the three months ended March 31, 2015 and 2014 were 97,440,164 and 94,005,709, respectively.

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Options and warrants to purchase 13,306,782 and 8,258,094 shares of common stock were outstanding at March 31, 2015 and 2014, respectively. In addition, unvested restricted stock units ("RSUs"), representing 2,062,068 and 1,780,301 shares of common stock, were outstanding at March 31, 2015 and 2014, respectively. These options, warrants and RSUs were excluded from the computation of diluted loss per common share as their effect would have been anti-dilutive.

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6. Intangible Assets

Intangible assets consist of the following:

| | March 31, 2015 | | |
|------------------------|-----------------------|--------------------------|----------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Book Value |
| Patents and copyrights | \$ 19,779,950 | \$ 11,894,261 | \$ 7,885,689 |
| Prepaid licensing fees | 574,000 | 574,000 | 0 |
| | \$ 20,353,950 | \$ 12,468,261 | \$ 7,885,689 |

| | December 31, 2014 | | |
|------------------------|-----------------------|--------------------------|----------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Book Value |
| Patents and copyrights | \$ 19,616,477 | \$ 11,613,839 | \$ 8,002,638 |
| Prepaid licensing fees | 574,000 | 574,000 | 0 |
| | \$ 20,190,477 | \$ 12,187,839 | \$ 8,002,638 |

7. Share-Based Compensation

There has been no material change in the assumptions used to compute the fair value of our equity awards, nor in the method used to account for share-based compensation from those stated in our Annual Report on Form 10-K for the year ended December 31, 2014.

The following table presents share-based compensation expense included in our statements of comprehensive loss for the three months ended March 31, 2015 and 2014, respectively:

| | Three months ended | |
|------------------------------------|--------------------|--------------|
| | March 31, | |
| | 2015 | 2014 |
| Research and development expense | \$ 115,244 | \$ 384,075 |
| Sales and marketing expense | 21,433 | 74,178 |
| General and administrative expense | 382,981 | 1,365,768 |
| Total share-based expense | \$ 519,658 | \$ 1,824,021 |

As of March 31, 2015, we had approximately \$0.7 million in unrecognized compensation cost, net of estimated forfeitures, related to unvested share-based compensation awards. This cost is expected to be recognized over a weighted average period of approximately one year.

For the three months ended March 31, 2015 and 2014, share-based compensation expense above includes approximately \$115,000 and \$476,000, respectively, recognized upon vesting of RSUs awarded to consultants. As of March 31, 2015, we have an aggregate of 200,000 time-based RSUs and 750,000 performance-based RSUs awarded to consultants that remain unvested. The time-based RSUs, awarded in August 2014, vest in equal monthly installments through August 2015. The performance-based RSUs, awarded in November 2013, vest only upon achievement of certain market conditions, as measured based

on the closing price of our common stock during a period ending on the earlier of (i) December 31, 2015 or (ii) thirty days following termination of the related consulting agreements. Upon thirty days' notice, the consulting agreements may be terminated and any unvested portion of the time-based or performance-based RSUs will be cancelled.

8. Stock Authorization and Issuance

On January 15, 2015, we consummated the sale of three warrants, each for the purchase of up to 1,884,058 shares of our common stock at exercise prices of \$1.50, \$2.50 and \$3.50, respectively, to 1624 PV, LLC ("1624") for an aggregate purchase price of approximately \$1.3 million. The warrants are exercisable through January 15, 2018.

On January 26, 2015, we issued 250,000 shares of unregistered common stock to our securities counsel, Graubard Miller in exchange for a \$250,000 prepaid retainer for legal services.

The common stock issuable upon exercise of the warrants issued to 1624 and the shares of common stock issued to Graubard Miller were registered on Form S-3 (File No. 333-202802) which was declared effective on May 4, 2015.

9. Fair Value Measurements

We have determined the estimated fair value amounts of our financial instruments using available market information. Our assets that are measured at fair value on a recurring basis include the following as of March 31, 2015 and December 31, 2014:

| | Total | Fair Value Measurements | | |
|--------------------|------------|---|---|---|
| | | Quoted Prices in Active Markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| March 31, 2015: | | | | |
| Cash equivalents: | | | | |
| Money market funds | \$ 306,937 | \$ 306,937 | \$ 0 | \$ 0 |

Available for sale securities:

| | | | | |
|-----------------------------|--------------|--------------|------|------|
| Municipal bond mutual funds | \$ 7,457,097 | \$ 7,457,097 | \$ 0 | \$ 0 |
|-----------------------------|--------------|--------------|------|------|

Fair Value Measurements

| | Total | Quoted Prices in Active Markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|--------------------------------|---------------|---|---|---|
| December 31, 2014: | | | | |
| Available for sale securities: | | | | |
| Municipal bond mutual funds | \$ 10,985,000 | \$ 10,985,000 | \$ 0 | \$ 0 |

10. Commitments and Contingencies

Legal Proceedings

From time to time, we are subject to legal proceedings and claims which arise in the ordinary course of our business. We believe, based on advice from our outside legal counsel, that the final disposition of such matters will not have a material adverse impact on our financial position, results of operation or liquidity. In addition, we are subject to the following legal proceedings:

ParkerVision vs. Qualcomm, Inc.

In October 2013, a jury in the United States District Court of the Middle District of Florida awarded us \$172.7 million in damages in a patent infringement action filed against Qualcomm Incorporated (“Qualcomm”) in July 2011. The jury also found that Qualcomm did not prove its claims of invalidity for any of the eleven claims of the four patents in the case. On June 20, 2014, a final district court ruling was issued in which the court denied Qualcomm’s motion to overturn the jury’s verdict regarding patent validity but granted Qualcomm’s motion to overturn the jury’s verdict of infringement. We appealed this decision to the U.S. Court of Appeals for the Federal Circuit. Qualcomm filed a counter-appeal on the issues of validity and damages. Oral arguments were presented at an appellate court hearing on May 8, 2015. An appellate court decision has not been rendered at this time. The collection of damages from Qualcomm in this action, if any, will be dependent upon the final disposition of this case.

ParkerVision vs. Qualcomm, HTC, and Samsung

In August 2014, we served a complaint in the United States District Court of the Middle District of Florida against Qualcomm, Qualcomm Atheros, Inc., HTC Corporation, HTC America, Inc., Samsung Electronics Co., Ltd., Samsung Electronics America, Inc., and Samsung Telecommunications America, LLC (collectively “Defendants”) seeking unspecified damages and injunctive relief for infringement of eleven of our patents related to RF up-conversion, down-conversion, systems for control of multi-mode, multi-band communications, baseband innovations including control and system calibration, and wireless protocol conversion. In November 2014, certain of the Defendants filed counterclaims of non-infringement and invalidity for all patents in the case. Discovery in this case is ongoing with a claim construction hearing scheduled for August 12, 2015 and a trial start date scheduled for August 1, 2016.

RPX and Farmwald vs. ParkerVision

In June 2014, RPX Corporation and Michael Farmwald (collectively, the “Petitioners”) filed petitions for Inter Partes review (“IPR”) with the Patent Trial and Appeal Board of the United States Patent and Trademark Office (“PTAB”) seeking to invalidate certain claims related to three of the four patents in our July 2011 district court case against Qualcomm. In December 2014, the PTAB issued a decision to institute trial on certain claims included in the three petitions, but denied institution of one of the challenged claims. We filed our responses to the petitions in March 2015 and the Petitioners’ replies are scheduled to be filed on June 19, 2015. Oral arguments are scheduled for August 27, 2015 and a decision from the PTAB is expected in December 2015.

In July 2014, the Petitioners filed an additional IPR petition seeking to invalidate certain claims of the fourth patent in the July 2011 district court case against Qualcomm (the “’342 Patent”). In January 2015, the PTAB denied institution of trial for the ‘342 Patent.

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

Forward-Looking Statements

We believe that it is important to communicate our future expectations to our shareholders and to the public. This report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, including, in particular, statements about our future plans, objectives, and expectations contained in this Item. When used in this report and in future filings by us with the Securities and Exchange Commission ("SEC"), the words or phrases "expects", "will likely result", "will continue", "is anticipated", "estimated" or similar expressions are intended to identify "forward-looking statements." Readers are cautioned not to place undue reliance on such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those presently anticipated or projected, including the risks and uncertainties identified in our annual report on Form 10-K for the fiscal year ended December 31, 2014 (the "Annual Report") and in this Item 2 of Part I of this quarterly report. Examples of such risks and uncertainties include general economic and business conditions, competition, unexpected changes in technologies and technological advances, the timely development and commercial acceptance of new products and technologies, reliance on key business and sales relationships, reliance on our intellectual property, the outcome of our intellectual property litigation and the ability to obtain adequate financing in the future. We have no obligation to publicly release the results of any revisions which may be made to any forward-looking statements to reflect anticipated events or circumstances occurring after the date of such statements.

Corporate Website

We webcast our earnings calls and certain events we participate in or host with members of the investment community in the investor relations section of our website. Additionally, we announce investor information, including news and commentary about our business, financial performance and related matters, SEC filings, notices of investor events, and our press and earnings releases, in the investor relations section of our website (<http://ir.parkervision.com>). Investors and others can receive notifications of new information posted in the investor relations section in real time by signing up for email alerts and/or RSS feeds. Further corporate governance information, including our governance guidelines, board committee charters, and code of conduct, is also available in the investor relations section of our website under the heading "Corporate Governance." The content of our website is not incorporated by reference into this quarterly report or in any other report or document we file with the SEC, and any references to our website are intended to be inactive textual references only.

Overview

We are in the business of innovating fundamental wireless technologies. We design, develop and market our proprietary radio frequency ("RF") technologies and products for use in semiconductor circuits for wireless communication products. We have expended significant financial and other resources to research and develop our RF

technologies and to obtain patent protection for those technologies in the United States and certain foreign jurisdictions. We believe certain patents protecting our proprietary technologies have been broadly infringed by others and therefore our business plan includes enforcement of our intellectual property rights through patent infringement litigation and licensing efforts.

We have a three-part growth strategy that includes intellectual property licensing and/or product ventures, intellectual property enforcement, and product and component sales and design services. Since 2005, we have generated no product or royalty revenue from our wireless technologies. We have made significant investments in developing and protecting our technologies and products, the returns on which are dependent upon the generation of future revenues from licensing and/or product sales for realization.

Liquidity and Capital Resources

As of March 31, 2015, we had working capital of approximately \$6.5 million which represented a decrease of approximately \$3.6 million from working capital at December 31, 2014. This decrease in working capital is a result of the use of approximately \$4.1 million to fund operations and approximately \$0.2 million used for patents and fixed assets during the first three months of 2015, partially offset by proceeds of \$1.3 million from the sale of warrants.

Cash used for operations in the three months of 2015 decreased approximately \$0.4 million from cash used for operations in the same period in 2014. This decrease is primarily the result of increased payables due to the timing of litigation related expenses.

Our future business plans call for continued investment in patent prosecution and enforcement, product development and sales, marketing, and customer support for our technologies and products. Our ability to generate revenues sufficient to offset costs is subject to successfully enforcing our intellectual property rights, securing new product and licensing customers for our technologies, and successfully supporting those customers in completing their product designs.

We expect that revenue generated from patent enforcement actions, technology licenses and/or the sale of products in 2015 may not be sufficient to cover our operational expenses for 2015, and that our expected continued losses and use of cash will be funded from available working capital. Our current capital resources will not be sufficient to support our liquidity requirements through 2015 without the generation of sufficient revenues and/or further cost containment measures. The implementation of further cost containment measures may jeopardize our future growth plans.

We believe we may be able to meet future liquidity needs through contingent litigation or other financing or the issuance of equity securities, although there can be no assurance that such financing will be available to us. We currently have no significant long-term debt obligations.

The long-term continuation of our business plan beyond 2015 is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses. In the event that we do not generate sufficient revenues, we will be required to obtain additional funding through public or private debt or equity financing or contingent fee arrangements, and/or reduce operating costs. Failure to generate sufficient revenues or raise additional capital through debt or equity financings or contingent financing arrangements could cause us to reduce our operating costs which could have a material adverse effect on our ability to meet our long-term liquidity needs and achieve our intended long-term business objectives.

Results of Operations for Each of the Three Months Ended March 31, 2015 and 2014

Revenue and Gross Margin

We reported no product or royalty revenue for the three months ended March 31, 2015 or 2014.

Revenues from product sales will be recognized at the time of shipment, or when title and risk of loss pass to the customer and other criteria for revenue recognition are met, if later. Revenues from providing services will be recognized when performance obligations are satisfied. Revenues from litigation awards, including settlements, if any, will be recognized upon final disposition of the litigation, including the outcome of any settlement discussions and/or appeals. Revenues from litigation awards and settlements, as well as certain other patent licensing activities may be reduced by contingent fees owed to others.

Research and Development Expenses

Research and development expenses consist primarily of engineering and related management and support personnel costs; fees for outside engineering design services which we use from time to time to supplement our internal resources; amortization and depreciation expense related to our patents and other

assets used in product development; prototype production and materials costs, which represent the fabrication and packaging costs for prototype integrated circuits, as well as the cost of supporting components for prototype board development; software licensing and support costs, which represent the annual licensing and support maintenance for engineering design and other software tools; and rent and other overhead costs for our engineering design facility. Personnel costs include share-based compensation amounts which have been determined based on the grant date fair value of equity-based awards to our employees and then recorded to expense over the vesting period of the award.

Our research and development expenses decreased approximately \$507,000, or 22%, during the three months ended March 31, 2015 when compared to the same period in 2014. This decrease is primarily due to a reduction in personnel and related expenses, including share-based compensation expense, of approximately \$377,000 and a decrease in prototype production related expenses of approximately \$84,000.

The decrease in personnel and related expenses is primarily the result of a \$269,000 decrease in employee share-based compensation expense from the expense attribution for long-term equity incentive awards granted to engineering executives in prior years. Prototype production expenses vary from period to period based on the timing of various development projects. We expect a significant percentage of our current working capital will continue to be invested in our research and product development activities.

Marketing and Selling Expenses

Marketing and selling expenses consist primarily of marketing and sales personnel costs, including share-based compensation and travel costs, and outside professional fees. Marketing and selling expenses decreased approximately \$171,000, or 26% during the three months ended March 31, 2015 when compared to the same period in 2014. This decrease is primarily due to a decrease in fees to outside professionals of approximately \$134,000 as a result of a change in fee structure from fixed to variable, commission-based fees.

General and Administrative Expenses

General and administrative expenses consist primarily of executive, director, finance and administrative personnel costs, including share-based compensation, and costs incurred for insurance, shareholder relations and outside professional services, including litigation and other legal services.

General and administrative expenses increased approximately \$671,000, or 23%, during the three months ended March 31, 2015 when compared to the same period in 2014, primarily as a result of an increase in litigation related fees and expenses of approximately \$1,592,000 partially offset by a decrease in share-based compensation expense of approximately \$983,000. The increase in litigation related fees and expenses for the three month period is a result of increased patent related legal activities including those related to our appellate case against Qualcomm, our patent infringement action against Qualcomm, HTC and Samsung in the middle district of Florida, and our defense of the IPR actions filed against us. The decrease in share-based compensation expense is the result of a decrease in the price of our common stock which is used to value non-employee RSUs vesting during the quarter, and reduced expense

attribution related to executive long-term equity incentive awards from prior years.

Off-Balance Sheet Transactions, Arrangements and Other Relationships

As of March 31, 2015, we had outstanding warrants to purchase 7,051,378 shares of common stock that were issued in connection with the sale of equity securities. The estimated grant date fair value of these warrants of \$1,655,778 is included in shareholders' equity in our balance sheets.

The warrants outstanding include warrants to purchase 1,399,204 shares of our common stock that were sold in connection with our November 2010 sale of equity securities. These warrants have an exercise price of \$0.54 and expire on November 3, 2015. The remaining warrants are comprised of three warrants,

each for the purchase of up to 1,884,058 shares of our common stock at exercise prices of \$1.50, \$2.50 and \$3.50, respectively that were issued to 1624 PV, LLC on January 15, 2015. These warrants are exercisable through January 15, 2018.

Contractual Obligations

There have been no material changes in our contractual obligations as set forth in our Annual Report.

Critical Accounting Policies

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update 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 in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for interim and annual periods beginning after December 15, 2016 and earlier adoption is permitted. We are currently assessing the impact of this update on future discussions of our liquidity position in our financial statements and have not early adopted ASU 2014-15.

There have been no other changes in critical accounting policies from those stated in our Annual Report.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

For the three months ended March 31, 2015, there were no material changes from the market risk information disclosed under Item 7A of Part II of our Annual Report.

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of March 31, 2015, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our "disclosure controls and procedures," as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of March 31, 2015.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) under the Exchange Act that occurred during the last fiscal quarter 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.

Reference is made to the section entitled “Legal Proceedings” in Note 10 to our unaudited financial statements included in this quarterly report for a discussion of current legal proceedings, which discussion is incorporated herein by reference.

ITEM 1A. Risk Factors.

There have been no material changes from the risk factors disclosed in Item 1A of Part I of our Annual Report. In addition to the information in this quarterly report, the risk factors disclosed in our Annual Report should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On January 15, 2015, we consummated the sale of three warrants, each for the purchase of up to 1,884,058 shares of our common stock at exercise prices of \$1.50, \$2.50 and \$3.50, respectively to 1624 PV, LLC for an aggregate purchase price of \$1.3 million. The warrants are exercisable through January 15, 2018. The warrants were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, as the investor is a sophisticated investor, with such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the investment.

On January 26, 2015, we issued an aggregate of 250,000 shares of our common stock with a value of \$250,000 to Graubard Miller, our legal counsel, in payment for legal fees. These shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, as the vendor is a sophisticated investor, with such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the investment.

ITEM 3. Defaults Upon Senior Securities.

None.

ITEM 4. Mine Safety Disclosures.

Not applicable.

ITEM 5. Other Information.

On May 11, 2015, we issued a press release announcing our results of operations and financial condition for the three months ended March 31, 2015. The press release is attached hereto as Exhibit 99.1.

The foregoing information, including the exhibit related thereto, is furnished in response to Item 2.02 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any disclosure document of the Registrant, except as shall be expressly set forth by specific reference in such document.

ITEM 6. Exhibits.

- 3.1 Articles of Incorporation, as amended (incorporated by reference from Exhibit 3.1 of Registration Statement No. 33-70588-A)
- 3.2 Amendment to Amended Articles of Incorporation dated March 6, 2000 (incorporated by reference from Exhibit 3.2 of Annual Report on Form 10-K for the year ended December 31, 1999)
- 3.3 Bylaws, as amended (incorporated by reference from Exhibit 3.2 of Annual Report on Form 10-K for the year ended December 31, 1998)
- 3.4 Amendment to Certificate of Incorporation, dated July 17, 2000 (incorporated by reference from Exhibit 3.1 of Quarterly Report on Form 10-Q for the quarter ended June 30, 2000)
- 3.5 Certificate of Designations of the Preferences, Limitations, and Relative Rights of Series E Preferred Stock, dated November 21, 2005 (incorporated by reference from Exhibit 4.02 of Form 8-K filed November 21, 2005)
- 3.6 Amended and Restated Bylaws (incorporated by reference from Exhibit 3.1 of Current Report on Form 8-K filed August 14, 2007)
- 3.7 Articles of Amendment to Articles of Incorporation, dated October 3, 2012 (incorporated by reference from Exhibit 3.1 of Current Report on Form 8-K filed October 4, 2012)
- 3.8 Articles of Amendment to Articles of Incorporation, dated July 11, 2013 (incorporated by reference from Exhibit 3.1 of Current Report on Form 8-K filed July 12, 2013)
- 31.1 Section 302 Certification of Jeffrey L. Parker, CEO*
- 31.2 Section 302 Certification of Cynthia Poehlman, CFO*
- 32.1 Section 906 Certification*
- 99.1 Earnings Press Release*
- 101.INS XBRL Instance Document*
- 101.SCH XBRL Taxonomy Extension Schema*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase*
- 101.LAB XBRL Taxonomy Extension Label Linkbase*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase*

*Filed 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.

ParkerVision, Inc.

Registrant

May 11, 2015 By: /s/Jeffrey L. Parker
Jeffrey L. Parker
Chairman and Chief Executive Officer
(Principal Executive Officer)

May 11, 2015 By: /s/Cynthia L. Poehlman
Cynthia L. Poehlman
Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

EXHIBIT INDEX

- 10.
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