

Support.com, Inc.
Form DEFA14A
May 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

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Check the appropriate box:

- Preliminary
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SUPPORT.COM, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Support.com, Inc., a Delaware corporation (“Support.com” or the “Company”), is filing materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (“SEC”) in connection with its solicitation of proxies from its stockholders in connection with its 2016 Annual Meeting of Stockholders to be held on Friday, June 24, 2016, at 10:00 a.m., Pacific Time, at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002 and at any and all adjournments or postponements thereof (the “2016 Annual Meeting”). On May 4, 2016, Support.com filed with the SEC its definitive proxy statement and accompanying definitive WHITE proxy card in connection with its solicitation of proxies from its stockholders to be used at the 2016 Annual Meeting.

Investor Presentation First Used on May 12, 2016

Attached hereto is an investor presentation that Support.com is first using on May 12, 2016 in presentations to stockholders and potential investors. This investor presentation is being filed herewith because it may be deemed to be solicitation material in connection with Support.com’s solicitation of proxies from its stockholders to be used at the 2016 Annual Meeting. As previously announced, VIEX Opportunities Fund, LP — Series One, VIEX GP, LLC, VIEX Capital Advisors, LLC, BLR Partners LP, BLRPart, LP, BLRGP Inc., Fondren Management, LP, FMLP Inc., Eric Singer, Bradley L. Radoff, Joshua E. Schechter, Richard Bloom and Brian J. Kelley have publicly disclosed that they intend to pursue a proxy contest in an effort to have their five proposed director candidates elected to Support.com’s board of directors (the “Board”) at the 2016 Annual Meeting and, thereby, replace five out of the current six members of the Board.

Important Additional Information And Where To Find It

Support.com, its directors and certain of its executive officers and employees are deemed to be participants in the solicitation of proxies from Support.com’s stockholders in connection with the matters to be considered at Support.com’s 2016 Annual Meeting of Stockholders. On May 4, 2016, Support.com filed a definitive proxy statement and accompanying definitive WHITE proxy card with the SEC in connection with the solicitation of proxies from Support.com stockholders in connection with the matters to be considered at Support.com’s 2016 Annual Meeting of Stockholders. Information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in such definitive proxy statement, including the schedules and appendices thereto. **INVESTORS AND STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED BY SUPPORT.COM WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders may obtain the definitive proxy statement, any amendments or supplements to the proxy statement, the accompanying WHITE proxy card, and other documents filed by Support.com with the SEC for no charge at the SEC’s website at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of Support.com’s corporate website at www.Support.com or by contacting Support.com’s proxy solicitation firm, Mackenzie Partners, Inc., by mail at 105 Madison Avenue, New York, New York 10016, by phone at (212) 929-5500 (Call Collect) or Toll-Free (800) 322-2885, or by email at proxy@mackenziepartners.com.

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Well - Positioned to Deliver Stockholder Value | Nasdaq: SPRT #Disrupt Support May 2016

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© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE \$23.2 \$20.6 \$17.9 \$15.7 \$16.6 (\$0.03) (\$0.03) (\$0.05) (\$0.08) (\$0.07) \$0.15 \$0.10 \$0.05 \$0.00 \$0.05 \$0.10 \$0.15 \$0.20 \$0.25 \$0.30 \$0.35 \$5 \$10 \$15 \$20 \$25 Q1'15 Q2'15 Q3'15 Q4'15 Q1'16 Revenue (Non-GAAP) EPS (Non-GAAP) QUARTERLY Q1 2016 Summary Q1 2016 Results • Total revenue of \$16.6 M (non - GAAP) • EPS (\$0.07) (non - GAAP) • Balance sheet: \$61.3 M cash; no debt Q1 2016 Company Highlights • Increased Support.com Cloud usage across key metrics • Became part of the NetSuite SuiteCloud Developer Network • Established partnership with Icontrol, the company behind one of the most widely - distributed interactive security and home automation platforms • Executing cost reduction plan to reduce longer term cash burn and accelerate path to profitability on a non - GAAP basis Guidance for Q2 2016 • Revenue of \$ 14.2 M - \$15.0 M (non - GAAP) • EPS (\$0.08) – (\$0.10) (non - GAAP) Guidance for FY 2016 • Revenue of \$ 60.0 M - \$64.0 M (non - GAAP) • EPS (\$ 0.19) – (\$ 0.23) (non - GAAP) • Cash balance exiting 2016 of \$ 52.0 M - \$ 54.0 M Guidance for FY 2017 • Cash balance exiting 2016 of \$47.0 M - \$ 50.0 M Guidance for FY 2018 • Profitable for the full year 2018 (non - GAAP) 4

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2015 2020 Business: Vertical- Specific Business: Cross- Industry Consumer Source: Gartner press release ,
<http://www.gartner.com/newsroom/id/3165317> , November 2015 4 X GROWTH 21B 5B IoT Installed Units
(Billions) The Number of Connected Devices Is Exploding Trends Driving the Paradigm Shift 6

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68% 73% 76% 0% 10% 20% 30% 40% 50% 60% 70% 80% Twitter Virtual Agent Forums IM Email Voice Web
Self-Service % Using Channel in Past 12 Months Source: Forrester Research, “Trends 2015: The Future Of Customer
Service”, March 2015 Trends Driving the Paradigm Shift Customers Are Requiring Ubiquitous Support 7

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Emerging Onboarding Enablement Omnipresent Support Customer Support Delivery Model Is Evolving 10 Agent
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SUPPORT.COM Positioned for Diversification and Accelerated by Support.com Cloud 11

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\$6.2 \$0 \$1 \$2 \$3 \$4 \$5 \$6 \$7 2015 2016 2017 2018 2019 1X Support Support Subscriptions Set-up & Install
Consumer Technical Support Services Source: Parks Associates, “The Evolution of Tech Support: Global Trends and
Outlook – 2015” Annual Revenue (\$B) The Evolving Technical Support Market 12 North America

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Competitive Advantage High Breadth of Services Types Offered Support Complexity Low High Low PlumChoice
iYogi Sutherland Teleperformance • Services programs lead the technical support industry • Service program
differentiators – Technology - enabled service delivery – Full spectrum support via Cloud – North American agents –
Scalable work - from - home model – Technical agent recruiting expertise TeleTech Alorica Support.com Radial Point
14 Square Trade Asurion

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2000 2500 3000 2014 2020 Performance Mgmt Analytics Guided Resolution Remote Support Web Self-Service
Addressing a Large, Growing Technology Market Source: Frost & Sullivan, “Support Interaction Optimization”, 2014
CAGR 12% \$ 2.6B \$ 1.3B Support Interaction Optimization \$1M 17

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE 18 18 Seamless Escalation from Self - Support to Agent Support Guided Paths Contextual Intelligence Remote Control/Video Support.com Cloud Addresses the Evolved Needs of the Connected World

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COMBINATION © 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE
22 SUPPORT.COM Services and Support.Com Cloud Deliver Powerful Synergies

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in Consumer or Business Mobile IoT apps Contextual Step - by - Step Guidance Seamless E scalation to Agent
Assisted S upport Continuous Optimization of Guided Paths through Interaction Analytics 1 2 3 4 Self - Support and
Guided Paths 23 23

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Services and Support.com Cloud Are a Powerful Combination 24 • Companies are recognizing the shift to the empowerment of the user and technology driving great customer support experiences – Support.com Cloud is playing a more strategic role in closing new services deals – Seamless escalation from self - service to agent assisted support seen as critical – Self - Support Guided Paths with contextual escalation has become a significant competitive differentiator • Service program expertise feeds Support.com Cloud Guided Paths® – Creates differentiated IP within the Support.com Cloud product – Faster product feedback loops • Support.com Cloud enables Support.com to deliver better services throughout the customer journey , increasingly critical in the connected world CLOUD SERVICES Aligning services program opportunities with Cloud gives us a compelling edge to win new services programs, expand in existing accounts, and add more value to each of our partners

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Financial Strategy Revenue summary and target gross margin view excludes end user software Diversify Company
Revenue Mix Diversify Services Customer Mix Expand Company Gross Margins Revenue summary and target gross
margin view excludes end user software

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE 2017 27 • Targeting revenue between \$60M and \$64M • Targeting Cloud annual recurring revenue of at least \$2M and seats between 2,600 and 3,000 • Grow our non - Comcast, non - Office Depot programs • Targeting non - GAAP earnings per share between (\$0.19) and (\$0.23) • Targeting cash balance at end of year between \$52M and \$54M • Targeting cash balance exiting 2017 between \$47M and \$50M 2016 Guidance: 2016 and Beyond 2018 • Targeting profitability for the full year 2018 (non - GAAP)

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© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE 29 x Annually - elected directors and separate Chairman and CEO positions x Independent directors meet without management x Highly - qualified and experienced Chairman, Jim Stephens x Directors bring deep expertise in cloud - based solutions and other technology services, as well as proven management and finance experience x CEO is the only management representative on the Board; all other directors qualify as independent under NASDAQ standards x Audit, compensation, and nominating committee memberships restricted to independent directors x Diverse Board – half of Board members are women x Board and committee self - evaluations performed annually x Board orientation and education program x Stockholders have the right to remove directors with or without cause x Anti - hedging and anti - pledging policy applicable to all directors and employees x Board recently refreshed (3 of 6 directors appointed in 2016) x Stock ownership guidelines for executive officers and directors The Board and management team routinely evaluate opportunities for enhancing stockholder value Strong Commitment to Corporate Governance 29

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Support.com is Open to Constructive Dialogue x Support.com strives to maintain constructive, ongoing communications with all of its stockholders – Held Investor Day in September where management laid out the Company’s detailed operational and financial strategy x The Board and management team meet frequently with stockholders and welcome their views and opinions with the goal of enhancing value for all stockholders – Participate in industry and investor conferences – Regularly meet with investors, including 1:1 meetings and conversations following earnings x Participated in multiple discussions with representatives from Viex Capital and BLR Partners, and Joshua E. Schechter to hear their views and concerns 30

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Jim has served as a member of the Board since October 2006. Prior to joining Support.com’s Board, Mr. Stephens was the Senior Vice President, Worldwide Sales and Field Operations at Adobe Systems Incorporated, retiring in November 2005 following a 15 - year career with Adobe. Mr. Stephens served on Adobe’s executive management team and was a corporate officer for eight years, helping drive Adobe’s growth from \$900 million to almost \$2 billion in annual revenue. In addition, he held a variety of senior management positions in sales & marketing, investor relations, strategic planning and corporate development for Adobe. Mr. Stephens has served as a member of the board of directors of Wolfe Video, LLC, a film distribution company, since July 2013, and has served as President since January 2015. Mr. Stephens is a member of the National Association of Corporate Directors and the Producers Guild of America. He has previously served on boards of directors for Frameline and Lambda Legal as well as other non - profit organizations. Mr. Stephens holds a B.B.A. from Southern Methodist University. JIM STEPHENS Highly Experienced and Engaged Board Chairman Of The Board & Independent Director

32 Toni has served as a member of the Board since February 2011. In November 2014, Ms. Portmann was appointed Chief Executive Officer and Executive Chairperson of the Board at DHISCO, Inc., a hospitality distribution systems provider. From February 2011 until May 2014, she served as Chief Executive Officer of Trivac Ltd. (d/b/a LIT OnLine), an e - learning SaaS platform company, and she was Chairperson of the Board of Resolvity , Inc., a provider of intelligent, personalized on - demand interactive voice response solutions, from February 2006 until February 2014. Ms. Portmann also served as an executive and advisor to TCS Group LLC, a next generation family investment office, from February 2010 to February 2011, Chief Executive Officer of CAS Partners at Riverstone Residential Group, LLC, a multifamily residential real estate property manager, from October 2008 to February 2010, and as the President and Chief Executive Officer of Stream International, Inc., a global business process outsourcing provider, from June 2003 to September 2008. Ms. Portmann holds a B.B.A. from Boise State University. TONI PORTMANN Independent Director

Tim has served as a member of the Board since March 2016. Since 2014, Mr. Stanley has served as a Strategic Advisor at Sierra Ventures, a venture capital firm, focusing on identifying investment opportunities and supporting the firm’s CXO Network and Advisory Board. From 2010 to 2014, he served as Senior Vice President of Enterprise Strategy, Industries and Innovation at Salesforce.com. Inc. From 2001 to 2009, Mr. Stanley was CIO and Senior Vice President for Innovation and Gaming at Harrah’s Entertainment, Inc. now known as Caesars Entertainment Corporation. Mr. Stanley also previously served on the board of directors of Multimedia Games Holding Company, Inc. from 2010 to 2013, where he was Chairperson of the Nominating and Governance Committee and a member of the Compensation Committee. He has also acted as an advisor and/or Board member at a number of privately - held technology companies. Mr. Stanley graduated from the University of Washington with a B.S. degree in Engineering, and received an MBA in International Management from the Thunderbird School of Global Management, now part of Arizona State University. TIM STANLEY Independent Director

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Lowell has served as a member of the Board since March 2016. Since March 2014, Mr. Robinson has served as a director at Evine Live, Inc., where he is chairman of the Audit Committee and a member of the Finance Committee and since June 2014, Mr. Robinson has served as a director at Higher One Holdings, Inc., where he is Chairman of the Audit Committee and a member of their Risk and Finance Committee. From May 2005 until its sale to Sycamore Partners on April 14, 2014, Mr. Robinson served on the board of The Jones Group where he chaired the Audit Committee and was a member of the Compensation Committee. From 2006 through 2009, Mr. Robinson served as CFO, COO and CAO for MIVA, Inc. Mr. Robinson also served as CFO and Senior Executive Vice President of HotJobs , whose software product Softshoe assisted Fortune 200 companies in their recruitment efforts, from 2000 until it was sold to Yahoo! Inc. for \$500 million in 2002. From 1997 to 1999, Mr. Robinson was CFO of PRT Group, a software services company with onshore, near-shore and offshore software engineering services, through its \$62 million initial public offering and two successful acquisitions. In addition to the roles above, Mr. Robinson has held senior financial positions within various divisions of Citigroup, Uncle Ben's Inc. (a subsidiary of Mars, Inc.) and General Foods and has formerly served as a director on the boards of public companies International Wire Group, Independent Wireless One and Edison Schools. Mr. Robinson also is a member of the Smithsonian Libraries advisory board, the board of the Metropolitan Opera Guild and is a member of The Economic Club of NY. Mr. Robinson holds an M.B.A. from Harvard Business School and a B.A. from the University of Wisconsin. **LOWELL ROBINSON** Highly Experienced and Engaged Board Director 33 Elizabeth has served as a member of the Board since March 2016. Currently, Ms. Fetter serves as a director at McGrath Rentcorp and Alliant International University Inc., a private equity funded university. From 2002 to November 2013, Ms. Fetter served as Director at Symmetricom , Inc. where she was chair of the Compensation Committee and a member of the Audit Committee and Stock Option Committee. From April 2013 to November 2013, Ms. Fetter also served as CEO of Symmetricom , Inc. From April 2011 to August 2012, Ms. Fetter served as President and CEO of technology start-up NxGen Modular, LLC, a provider of modular buildings and assemblies. From March 2007 to October 2007, Ms. Fetter served as President, CEO and Director at Jacent Technologies, Inc., a privately held supplier of on-demand ordering solutions for the restaurant industry. From October 2001 to November 2004, Ms. Fetter served as President, CEO and Director of QRS Corporation, an electronic commerce service provider. From March 2000 to April 2001, Ms. Fetter served as CEO and Director at NorthPoint Communications, a provider of high speed data transport services. Ms. Fetter has also held a variety of senior leadership positions at US West (now Qwest), Pacific Bell & SBC Communications (now AT&T). Ms. Fetter has served on the board of Quantum Corporation, Vivus , Inc., and Ikanos Communications, a developer of semiconductor software products, as well as a number of private companies and currently serves as a Director for the Northern California Chapter of the National Association of Corporate Directors. Ms. Fetter holds a B.A. from Penn State University and an M.S. from Carnegie Mellon University. **LIZ FETTER** Director Elizabeth joined Support.com in May 2014 and is President and Chief Executive Officer and a member of the Board. She has over 25 years of experience as an executive in technology industries, and she is an award-winning product thought leader who has grown businesses through organic innovation and acquisitions. From April 2007 to April 2014, Dr. Cholowsky held various management and executive roles with Citrix Systems, Inc. (“Citrix”). Most recently, she was General Manager and Vice President of Information Technology Support and Access at Citrix. During her time at Citrix, she held executive positions in the Citrix SaaS division, with leadership roles spanning product management, general management, global client services and the contact center. In her time at Citrix SaaS, Dr. Cholowsky revitalized product development and client services, grew customer satisfaction and retention to their highest levels, and expanded key products to a broader market, all while continuing to lead the GoToAssist and GoToMyPC products in their #1 position in their respective markets for 5 consecutive years. Dr. Cholowsky has been frequently recognized for her business leadership, including receipt of prestigious Stevie Awards in 2010, 2012 and 2013. She has a Ph.D. in Political Science from the University of Minnesota, and a B.A. (Phi Beta Kappa, cum laude) from Franklin & Marshall College. **ELIZABETH CHOLAWSKY** Director Director

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SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Highly Experienced and
New Management Team 34 EXECUTIVE STAFF REDWOOD CITY, CA

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Elizabeth joined Support.com in May 2014 and is President and CEO and a member of the Board. She has over 25 years of experience as an executive in technology industries, and she is an award - winning product thought leader who has grown businesses through organic innovation and acquisitions. Most recently, she was GM and VP of IT Support and Access at Citrix. During her time at Citrix, she held executive positions in the Citrix SaaS division, with leadership roles spanning product management, general management, global client services and the contact center. ELIZABETH CHOLAWSKY Highly Experienced and New Management Team 35 ROOP LAKKARAJU DUSTIN OXBORROW Roop joined Support.com in October 2013 and is EVP, CFO and COO. He has over 20 years of leadership experience in technology companies. Prior to joining Support.com, he served as CFO of Quantros, Inc., a cloud provider to advance healthcare quality and safety performance and 2Wire. He also held various executive positions at Solectron and Safeguard Scientifics. Roop began his career in public accounting, first with Grant Thornton and then PricewaterhouseCoopers. Dustin joined Support.com in January 2016 to lead SaaS sales and partnerships. Dustin brings nearly 20 years of experience in technology with over 10 years in SaaS. Prior to joining Support.com, Dustin served as Senior Director of Sales at BrightEdge Technologies, focusing on global and enterprise clients. Dustin also previously held the Head of Enterprise Sales role at Mindjet Corporation and Associate Director of Strategic Accounts at Verizon. President & CEO EVP, CFO and COO VP, Sales

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Chris joined Support.com in August 2014 and is VP of Engineering and Operations. He brings more than 20 years of experience in engineering and senior management. Prior to joining Support.com, Chris held numerous senior management positions including: Director of Engineering for the Workflow Cloud Line of Business at Citrix; VP Engineering at Casabi, a cloud content startup (acquired by Broadsoft); VP of BusDev and Strategy for Dulance; and VP of Engineering at Clarent Communications Corp. CHRIS KOVERMAN Highly Experienced and New Management Team 36 ALEX POULOS LEE GRUENFELD Alex joined Support.com in June 2015 and is VP of Marketing. He brings nearly 20 years of experience as a marketing and business leader in the software industry, particularly in the SaaS space. Prior to Support.com, Alex was CMO at NetDimensions, where he built the marketing organization to a global scale, led its transition into becoming a SaaS provider and increased brand awareness in a highly competitive market. Alex has also worked for early - stage companies including the network mediation and billing vendor Narus (now a subsidiary of Boeing), as well as for technology leaders such as Silicon Graphics, where he started his career. Lee joined Support.com in July 2014 as VP, Strategic Initiatives. Prior to joining Support.com, he consulted to clients including Citrix, where he contributed to the design of a customer care system for the SaaS division and helped guide the integration of several acquisitions. He also served as SVP/GM of the SaaS product division he started for New Wave Automation (acquired by Global Cash Access). Earlier, he was a partner in the management consulting practice of Deloitte in New York and Los Angeles. He previously served as a member of the Board for the Society of Certified Data Processors. VP, Engineering & Operations VP, Marketing VP, Strategic Initiatives

© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Michelle joined Support.com in July 2015 as VP, General Counsel and Secretary. Michelle has more than 15 years of experience advising companies in Silicon Valley on a broad array of legal matters. For the previous seven years, Michelle was Managing Counsel in the Corporate, Securities and Acquisitions group at Oracle Corporation. She has also served as Associate General Counsel at Openwave Systems, Inc. (now Unwired Planet, Inc.). MICHELLE JOHNSON Highly Experienced and New Management Team 37 EMILY RICKMAN Emily joined Support.com in January 2010 and is responsible for Support.com Services customer relationships and new business development, as well as Services programs, products, and go - to - market strategies. She has more than 15 years of experience in sales strategy development and execution for online technology services. Prior to joining Support.com, Emily led sales strategy for Circuit City's extended warranty offerings, and drove innovation for a \$550MM portfolio. During her tenure she designed and launched the industry's first national accidental damage warranty program, and received top honors from the chairman of the board, including a Leaders of Distinction award. Prior to Circuit City, Emily was a management consultant for Cap Gemini Ernst & Young in their Energy practice. VP, General Counsel & Secretary VP, Services Sales and Account Management

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1. Well - defined strategic plan has positioned the Company to capture growth from evolving support trends – Leveraging technical support expertise, Support.com Cloud and industry reputation advantages 2. Differentiated Services programs, accelerated by Support.com Cloud – Large enterprise: high - quality customers with stickiness – IoT presents attractive new opportunities – Full spectrum support via Cloud differentiates the customer experience through seamless escalation from self - service to agent assisted support 3. Support.com Cloud addresses the evolved view of support in the connected world – Focused on complex problem resolution through our innovation of Self - Support and Agent Support 4. Services heritage and Support.com Cloud deliver powerful synergies – Unique competitive advantage enabling Support.com to better meet customers’ evolving needs – Accelerated learning, better product development and superior service delivery 5. Highly experienced and proven Board and leadership team – Board brought on experienced product and business leaders to reenergize and refocus the organization – New management team possesses combination of services, SaaS, and product experience – Three strong, independent directors recently added to Board
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© 2016 SUPPORT.COM Inc . All Rights Reserved. | CONFIDENTIAL – DO NOT DISTRIBUTE Reconciliation of GAAP Financial Results to non - GAAP Financial Measures 43 The adjustments above reconcile the Company’s GAAP financial results to the non - GAAP financial measures used by the Company. The Company’s non - GAAP financial measures exclude stock - based compensation expense, amortization of intangible assets and other, restructuring and impairment charges, acquisition expense, other non - recurring items and tax expense (benefit) associated with acquired goodwill. The Company believes that presentation of these non - GAAP items provides meaningful supplemental information to investors, when viewed in conjunction with, and not in lieu of, the Company’s GAAP results. However, the non - GAAP financial measures have not been prepared under a comprehensive set of accounting rules or principles. Non - GAAP information should not be considered in isolation from, or as a substitute for, information prepared in accordance with GAAP. Moreover, there are material limitations associated with the use of non - GAAP financial measures. See the text of our Q1’16 press release for more information on non - GAAP financial measures. (in thousands, except per share amounts) (unaudited) Three Months Ended March 31, 2016

	December 31, 2015	March 31, 2015	GAAP	cost of revenue	\$ 13,979	\$ 13,011	\$ 18,544	
Stock - based compensation expense (Cost of revenue portion only)	(58)	(49)	(66)	Other non - recurring items - - - Non - GAAP cost of revenue	\$ 13,921	\$ 12,962	\$ 18,478	
GAAP operating expenses	\$ 7,295	\$ 7,861	\$ 7,060	Stock - based compensation expense (Excl. cost of revenue portion)	(603)	(637)	(645)	
Amortization of intangible assets and other	(267)	(267)	(268)	Restructuring and impairment charges - - - Non - GAAP operating expenses	\$ 6,425	\$ 6,957	\$ 6,147	
GAAP income tax provision (benefit)	\$ 52	\$ 76	\$ 126	Tax expense (benefit) associated with acquired goodwill - - (71)	Charges for uncertain tax positions - - - Non - GAAP income tax provision	\$ 52	\$ 76	\$ 55
GAAP loss from continuing operations, after income taxes	\$ (4,596)	\$ (5,126)	\$ (2,473)	Stock - based compensation expense	661	686	711	
Amortization of intangible assets and other	267	267	268	Tax expense (benefit) associated with acquired goodwill - - 71	Charges for uncertain tax positions - - - Restructuring and impairment charges - - - Other non - recurring items - - - Total impact of Non - GAAP exclusions	928	953	1,050
Non - GAAP income (loss) from continuing operations, after income taxes	\$ (3,668)	\$ (4,173)	\$ (1,423)	Loss from continuing operations, after income taxes	Basic - GAAP	\$ (0.08)	\$ (0.09)	\$ (0.05)
Basic - Non - GAAP	\$ (0.07)	\$ (0.08)	\$ (0.03)	Diluted - GAAP	\$ (0.08)	\$ (0.09)	\$ (0.05)	
Diluted - Non - GAAP	\$ (0.07)	\$ (0.08)	\$ (0.03)	Shares used in computing per share amounts (GAAP)	Basic	54,886	54,792	54,237
Shares used in computing per share amounts (Non - GAAP)	Basic	54,886	54,792	Diluted	54,886	54,792	54,237	