

PARKERVISION INC
Form 10-Q
November 14, 2017

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 September 30, 2017

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

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
(State or other jurisdiction of

59-2971472
(I.R.S. Employer Identification No)

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incorporation or organization)

7915 Baymeadows Way, Suite 400

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

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

As of November 10, 2017, 19,695,979 shares of the issuer's common stock, \$.01 par value, were outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. Condensed Consolidated Financial Statements

PARKERVISION, INC.

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands, except par value data)

| | September 30, 2017 | December 31, 2016 |
|------------------------------------|-----------------------|-------------------------|
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 283 | \$ 258 |
| Restricted cash equivalents | 153 | 911 |
| Available-for-sale securities | 101 | 14 |
| Inventories | 1,128 | 170 |
| Prepaid expenses and other | 1,249 | 686 |
| Total current assets | 2,914 | 2,039 |
| PROPERTY AND EQUIPMENT, net | 397 | 269 |
| INTANGIBLE ASSETS, net | 5,360 | 6,268 |
| OTHER ASSETS, net | 15 | - |
| Total assets | \$ 8,686 | \$ 8,576 |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 770 | \$ 595 |
| Accrued expenses: | | |
| Salaries and wages | 316 | 297 |
| Professional fees | 676 | 455 |
| Other accrued expenses | 211 | 267 |
| Notes payable, current portion | 825 | 825 |
| Deferred rent, current portion | 15 | 51 |
| Deferred revenue | 19 | 19 |
| Total current liabilities | 2,832 | 2,509 |

LONG-TERM LIABILITIES:

| | | |
|---------------------------------------|--------|--------|
| Capital lease, net of current portion | 3 | - |
| Deferred rent, net of current portion | 40 | 1 |
| Secured contingent payment obligation | 14,056 | 14,185 |
| Total long-term liabilities | 14,099 | 14,186 |
| Total liabilities | 16,931 | 16,695 |

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' (DEFICIT) EQUITY:

Common stock, \$.01 par value, 30,000 shares authorized,

18,601 and 13,183 shares issued and outstanding

| | | |
|---|-----------|-----------|
| at September 30, 2017 and December 31, 2016, respectively | 186 | 132 |
| Accumulated other comprehensive income | - | - |
| Warrants outstanding | 826 | 826 |
| Additional paid-in capital | 355,823 | 343,087 |
| Accumulated deficit | (365,080) | (352,164) |
| Total shareholders' (deficit) equity | (8,245) | (8,119) |
| Total liabilities and shareholders' (deficit) equity | \$ 8,686 | \$ 8,576 |

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

PARKERVISION, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(UNAUDITED)

(in thousands, except per share data)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Revenue | \$ - | \$ 4,000 | \$ - | \$ 4,064 |
| Cost of sales | - | (301) | - | (342) |
| Gross margin | - | 3,699 | - | 3,722 |
| Research and development expenses | 911 | 1,016 | 3,538 | 2,380 |
| Selling, general and administrative expenses | 3,423 | 3,620 | 9,481 | 13,453 |
| Total operating expenses | 4,334 | 4,636 | 13,019 | 15,833 |
| Interest and other income | 8 | 5 | 26 | 17 |
| Interest expense | (16) | (16) | (52) | (51) |
| (Loss) gain on changes in fair value | (38) | (726) | 129 | (3,033) |
| Total interest and other | (46) | (737) | 103 | (3,067) |
| Net loss before income taxes | (4,380) | (1,674) | (12,916) | (15,178) |
| Foreign income tax expense | - | (660) | - | (660) |
| Net loss | (4,380) | (2,334) | (12,916) | (15,838) |
| Other comprehensive (loss) gain, net of tax: | | | | |
| Unrealized (loss) gain on available-for-sale securities | (4) | (2) | - | (1) |
| Other comprehensive (loss) gain, net of tax | (4) | (2) | - | (1) |
| Comprehensive loss | \$ (4,384) | \$ (2,336) | \$ (12,916) | \$ (15,839) |
| Basic and diluted net loss per common share | \$ (0.24) | \$ (0.18) | \$ (0.76) | \$ (1.33) |
| Weighted average common shares outstanding | 18,026 | 12,846 | 16,923 | 11,949 |

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

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PARKERVISION, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | | |
| Net loss | \$ (4,380) | \$ (2,334) | \$ (12,916) | \$ (15,838) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | | |
| Depreciation and amortization | 321 | 343 | 972 | 997 |
| Share-based compensation | 503 | 1,423 | 1,708 | 1,488 |
| Loss on disposal of assets | - | - | 71 | 1 |
| Realized gain on available-for-sale securities | (5) | - | (9) | (1) |
| Loss (gain) on changes in fair value | 38 | 726 | (129) | 3,033 |
| Changes in operating assets and liabilities: | | | | |
| Inventories | (828) | - | (958) | - |
| Prepaid expenses and other assets | 473 | (131) | (153) | (229) |
| Accounts payable and accrued expenses | 666 | (2,895) | 357 | (1,196) |
| Deferred rent | 38 | (18) | 3 | (55) |
| Deferred revenue | - | (1) | - | (2) |
| Total adjustments | 1,206 | (553) | 1,862 | 4,036 |
| Net cash used in operating activities | (3,174) | (2,887) | (11,054) | (11,802) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | | |
| Purchase of available-for-sale investments | (2) | (2,402) | (4,813) | (4,404) |
| Proceeds from redemption of available-for-sale securities | 1,935 | 1,975 | 4,735 | 5,565 |
| Payments for patent costs and other intangible assets | (14) | (7) | (40) | (113) |
| Purchases of property and equipment, net | (146) | (2) | (217) | (4) |
| Net cash provided by (used in) investing activities | 1,773 | (436) | (335) | 1,044 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | | |
| Net proceeds from issuance of common stock and warrants in public and private offerings | 1,019 | 2,861 | 10,769 | 3,810 |
| Net proceeds from exercise of options and warrants | - | 422 | - | 422 |
| Principal payments on capital lease obligation | - | - | (1) | (51) |
| Proceeds from contingent payment obligation | - | - | - | 13,000 |
| Repayment of contingent payment obligation | - | (3,340) | - | (3,340) |

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| | | | | |
|---|--------|----------|--------|----------|
| Shares withheld for payment of taxes | (34) | (57) | (112) | (57) |
| Net cash provided by (used in) financing activities | 985 | (114) | 10,656 | 13,784 |
| NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH EQUIVALENTS | (416) | (3,437) | (733) | 3,026 |
| CASH, CASH EQUIVALENTS, AND RESTRICTED CASH EQUIVALENTS, beginning of period | 852 | 6,638 | 1,169 | 175 |
| CASH, CASH EQUIVALENTS, AND RESTRICTED CASH EQUIVALENTS, end of period | \$ 436 | \$ 3,201 | \$ 436 | \$ 3,201 |

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

PARKERVISION, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Description of Business

ParkerVision, Inc. and its wholly-owned German subsidiary, ParkerVision GmbH (collectively “ParkerVision”, “we” or the “Company”) is in the business of innovating fundamental wireless technologies and products. We have designed and developed a consumer distributed Wi-Fi product line that is being marketed under the brand name Milo™. We also design, develop and market our proprietary radio frequency (“RF”) technologies for use in semiconductor circuits for wireless communication products, including our own internally developed 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.

2. Liquidity and Going Concern

Our accompanying condensed consolidated 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 condensed consolidated 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.

We have incurred significant losses from operations and negative cash flows in every year since inception and have utilized the proceeds from the sales of our equity securities and contingent funding arrangements with third-parties to fund our operations, including the cost of litigation. For the nine months ended September 30, 2017, we incurred a net loss of approximately \$12.9 million and negative cash flows from operations of approximately \$11.0 million. At September 30, 2017, we had an accumulated deficit of approximately \$365 million. These circumstances raise substantial doubt about our ability to continue to operate as a going concern within one year following the issue date of these condensed consolidated financial statements.

At September 30, 2017, we had cash, cash equivalents, and available-for-sale securities of approximately \$0.4 million and restricted cash equivalents of approximately \$0.2 million. We began shipments of our Milo Wi-Fi product line in October 2017. Although we anticipate revenues and margin generated by this consumer product will begin to offset our operating costs in the fourth quarter of 2017, the revenues and margins generated in the short-term will not be sufficient to fully fund our operations without the need for additional working capital.

In August 2017, we entered into an At-Market Issuance Sales Agreement (“ATM”) with FBR Capital Markets & Co. for the sale of our common stock having an aggregate offering price of up to \$4.4 million. We sold 0.64 million shares of our common stock for net proceeds of approximately \$1.0 million under this agreement as of September 30, 2017 and had approximately \$3.2 million remaining available under the ATM which we intend to use to fund our short-term working capital needs.

Our ability to meet our liquidity needs for the next twelve months is dependent upon (i) our ability to develop, market and sell existing and new products; (ii) our ability to successfully negotiate licensing agreements and/or settlements relating to the use of our technologies by others in excess of our contingent payment obligations; and/or (iii) our ability to obtain additional debt or equity financing. We expect that revenue generated from product sales, patent enforcement actions, and technology licenses over the next twelve months may not be sufficient to cover our working capital requirements. In the event we do not generate sufficient revenues to cover our operational costs and contingent repayment obligations, we will be required to use available working capital and/or raise additional working capital through the sale of equity securities or other financing arrangements.

We expect to continue to invest in patent prosecution and enforcement, product development, and sales, marketing, and customer support for our technologies and products. The long-term continuation of our business plan is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses and contingent payment obligations. 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 will 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 condensed consolidated financial statements for the period ended September 30, 2017 were prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) 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 and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017 or future years. Certain reclassifications have been made to prior period amounts to conform to the current period presentation. 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 condensed consolidated balance sheet data was derived from audited financial statements for the year ended December 31, 2016, but does not include all disclosures required by GAAP. These interim condensed consolidated financial statements should be read in conjunction with our latest Annual Report on Form 10-K for the year ended December 31, 2016.

The condensed consolidated financial statements include the accounts of ParkerVision, Inc. and its wholly-owned German subsidiary, ParkerVision GmbH after elimination of all intercompany transactions and accounts.

4. Accounting Policies

There have been no changes in accounting policies from those stated in our Annual Report on Form 10-K for the year ended December 31, 2016, except as follows:

Recent Accounting Pronouncements

In May 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. This update provides guidance on the types of changes to the terms or conditions of share-

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based payment awards to which an entity would be required to apply modification accounting under ASC 718. The new standard is effective for annual periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 “Leases,” to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Under the new guidance, a lessee will be required to recognize assets and liabilities for capital and operating leases with lease terms of more than 12 months. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. We are currently assessing the impact of this update on our consolidated financial statements. We have identified all existing operating and financing leases and are in the process of determining the present value of existing lease assets and liabilities under the new guidance. We are also currently formalizing processes and controls to identify, classify and measure new leases in accordance with ASU 2016-02. The impact of ASU 2016-02 on our consolidated financial statements is currently being evaluated.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers.” ASU 2014-09 implements a common revenue standard that clarifies the principles for recognizing revenue. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. ASU 2015-14, “Revenue from Contracts with Customers (Topic 606)”, issued in August 2015, defers adoption of ASU 2014-09 to annual reporting periods beginning after December 15, 2017. Early adoption is not permitted. We do not expect the adoption of ASU 2014-09 to have a material effect on our consolidated financial statements.

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.

Options and warrants to purchase approximately 1.4 million and 1.0 million shares of common stock were outstanding at September 30, 2017 and 2016, respectively. In addition, unvested restricted stock units (“RSUs”), representing approximately 0.6 million and 0.3 shares of common stock were outstanding at September 30, 2017 and 2016, 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.

6. Inventories

Inventories consisted of the following (in thousands):

| | September 30, 2017 | December 31, 2016 |
|-------------------|-----------------------|-------------------------|
| Raw materials | \$ 958 | \$ - |
| Work-in-process | 125 | 126 |
| Finished goods | 45 | 44 |
| Total inventories | \$ 1,128 | \$ 170 |

7. Prepaid Expenses and Other

Prepaid expenses and other consist of the following (in thousands):

| | September 30, 2017 | December 31, 2016 |
|--|-----------------------|-------------------------|
| Prepaid services | \$ 521 | \$ 448 |
| Prepaid licenses | 300 | - |
| Prepaid insurance | 99 | 108 |
| Prepaid inventory and production costs | 93 | - |
| Prepaid advertising and other | 173 | 70 |
| Short-term deposits and other current assets | 63 | 60 |
| | \$ 1,249 | \$ 686 |

8. Intangible Assets

Intangible assets consist of the following (in thousands):

| | September 30, 2017 | | |
|------------------------|-----------------------|-----------------------------|-------------------|
| | Gross Carry Amount | Accumulated Amortization | Net Book Value |
| Patents and copyrights | \$ 19,322 | \$ 13,962 | \$ 5,360 |
| Prepaid licensing fees | 574 | 574 | - |
| | \$ 19,896 | \$ 14,536 | \$ 5,360 |

| | December 31, 2016 | | |
|------------------------|-------------------|--------------|------------|
| | Gross Carry | Accumulated | Net |
| | Amount | Amortization | Book Value |
| Patents and copyrights | \$ 19,499 | \$ 13,231 | \$ 6,268 |
| Prepaid licensing fees | 574 | 574 | - |
| | \$ 20,073 | \$ 13,805 | \$ 6,268 |

9. Secured Contingent Payment Obligation

Our secured contingent payment obligation represents the estimated fair value of our repayment obligation to Brickell Key Investments (“BKI”) under a February 2016 funding agreement, as amended in May 2016. Under the agreement, we received aggregate proceeds of \$13 million in exchange for BKI’s right to reimbursement and compensation from gross proceeds resulting from patent enforcement and other patent monetization actions.

BKI is entitled to priority payment of 100% of proceeds received from all patent-related actions until such time that BKI has been repaid in full. After repayment of the funded amount, BKI is entitled to a portion of remaining proceeds up to a specified minimum return which is determined as a percentage of the funded amount and varies based on the timing of repayment. In addition, BKI is entitled to a pro rata portion of proceeds from specified legal actions to the extent aggregate proceeds from those actions exceed the specified minimum return.

BKI holds a senior security interest in our assets until such time as the specified minimum return is paid, in which case, the security interest will be released except with respect to the patents and proceeds related to specific legal actions. The security interest is enforceable by BKI in the event that we are in default under the agreement which would occur if (i) we fail, after notice, to pay proceeds to BKI, (ii) we become insolvent or insolvency proceedings are commenced (and not subsequently discharged) with respect to us, (iii) our creditors commence actions against us (which are not subsequently discharged) that affect our material assets, (iv) we, without BKI's consent, incur indebtedness other than immaterial ordinary course indebtedness, or (v) there is an uncured non-compliance of our obligations or misrepresentations under the agreement. As of September 30, 2017, we are in compliance with our obligations under this agreement.

We have elected to measure our secured contingent payment obligation at fair value based on probability-weighted estimated cash outflows, discounted back to present value using a discount rate determined in accordance with accepted valuation methods. The secured contingent payment obligation is remeasured to fair value at each reporting period with changes recorded in the condensed consolidated statements of comprehensive loss until the contingency is resolved. As of September 30, 2017, the fair value of the obligation is estimated to be approximately \$14.1 million (see Note 12).

10. 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, 2016.

The following table presents share-based compensation expense included in our condensed consolidated statements of comprehensive loss for the three and nine months ended September 30, 2017 and 2016, respectively (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|--|----------|---------------------------------------|----------|
| | 2017 | 2016 | 2017 | 2016 |
| Research and development expenses | \$ 89 | \$ 329 | \$ 499 | \$ 380 |
| Selling, general and administrative expenses | 414 | 1,094 | 1,209 | 1,108 |
| Total share-based compensation expense | \$ 503 | \$ 1,423 | \$ 1,708 | \$ 1,488 |

As of September 30, 2017, we had approximately \$1.6 million in unrecognized compensation cost related to unvested share-based compensation awards. This cost is expected to be recognized over a weighted average period of approximately one year.

11. Stock Authorization and Issuance

On July 11, 2017, we amended our articles of incorporation to increase the number of authorized shares of common stock from 20 million to 30 million shares. This amendment was approved by our shareholders on July 11, 2017. Our shareholders also approved an amendment to our 2011 Long-Term Incentive Equity Plan to increase the shares authorized for issuance under the plan from 1.95 million to 3 million shares.

On November 14, 2016, we filed a shelf registration statement (“Shelf”) for the offering of various securities, up to \$15 million, over a period of up to three years. The Shelf, which was declared effective

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November 30, 2016, was intended to provide flexibility for our future capital needs. On December 30, 2016, we entered into an ATM for the sale of up to \$10 million of our common stock registered under the Shelf. During the first quarter of 2017, we completed the sale of approximately 4.1 million shares of our common stock under the ATM at an average price of \$2.46 per share for net proceeds of approximately \$9.6 million after deduction of broker commissions, legal fees and expenses.

On August 14, 2017, we entered into a new ATM agreement for the sale of up to approximately \$4.4 million of our common stock registered under the Shelf. As of September 30, 2017, we completed the sale of approximately 0.64 million shares of our common stock under the ATM at an average price of \$1.85 per share for net proceeds of approximately \$1.0 million after deduction of broker commissions, legal fees and expenses. We had approximately \$3.2 million remaining available for sale under the ATM as of September 30, 2017.

In February 2017, we received proceeds of approximately \$0.2 million from the sale of 80,510 unregistered shares of our common stock at a price of \$2.11 per share to one of our directors.

Stock for Services

During the nine months ended September 30, 2017, we issued an aggregate of 0.3 million shares of unregistered common stock to two consultants in exchange for an aggregate of approximately \$0.4 million in prepaid retainers for executive consulting and other advisory services. We have no registration obligation with respect to these shares.

12. Fair Value Measurements

The following tables summarize the fair value of our assets and liabilities measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016 (in thousands):

| Total Fair Value | Fair Value Measurements | | |
|------------------|---|---|---|
| | Quoted Prices in Active Markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |

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1) (Level 2)

September 30, 2017:

Assets:

| | | | | |
|-------------------------------|--------|--------|------|------|
| Restricted money market funds | \$ 153 | \$ 153 | \$ - | \$ - |
|-------------------------------|--------|--------|------|------|

| | | | | |
|-------------------------------|-----|-----|---|---|
| Available-for-sale securities | 101 | 101 | - | - |
|-------------------------------|-----|-----|---|---|

Liabilities:

| | | | | |
|---------------------------------------|-----------|------|------|-----------|
| Secured contingent payment obligation | \$ 14,056 | \$ - | \$ - | \$ 14,056 |
|---------------------------------------|-----------|------|------|-----------|

| | Total Fair Value | Fair Value Measurements | | |
|---------------------------------------|------------------|------------------------------------|---|---|
| | | Quoted in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2016: | | | | |
| Assets: | | | | |
| Restricted money market funds | \$ 911 | \$ 911 | \$ - | \$ - |
| Available-for-sale securities | 14 | 14 | - | - |
| Liabilities: | | | | |
| Secured contingent payment obligation | \$ 14,185 | \$ - | \$ - | \$ 14,185 |

For the three and nine months ended September 30, 2017, we had no transfers of assets or liabilities between the levels of the hierarchy. The fair value of our secured contingent payment obligation was estimated using a probability-weighted income approach based on various cash flow scenarios as to the outcome of patent-related actions both in terms of timing and amount, discounted to present value using a risk-adjusted rate. The contingent payment obligation does not have a fixed duration; however our cash flow projections assume a remaining duration ranging from approximately one to four years. The cash outflows could potentially range from \$0 to \$32 million through 2021 and the cash flow scenarios have probabilities of 0% to 30%. We used a risk-adjusted discount rate of 15.77%, based on a risk-free rate of 1.77% as adjusted by 8% for credit risk and 6% for litigation inherent risk. Changes in any of these Level 3 inputs could result in a higher or lower fair value measurement.

The following table provides a reconciliation of our secured contingent payment obligation for the nine months ended September 30, 2017 (in thousands):

| | |
|-------------------------------|---------------------------------------|
| | Secured Contingent Payment Obligation |
| Balance at December 31, 2016 | \$ 14,185 |
| Repayment | - |
| Change in fair value | (129) |
| Balance at September 30, 2017 | \$ 14,056 |

13. Commitments and Contingencies

Lease Commitments

In April 2017, we entered into a new lease agreement for our Lake Mary, Florida facility with a lease commencement date of July 1, 2017. The lease provides for a straight-lined monthly base rental payment of approximately \$13,000 through November 2022 with an option for renewal.

In July 2017, we entered into a new lease agreement for warehouse and assembly space in Jacksonville, Florida. The lease provides for a straight-lined monthly base rental payment of approximately \$2,000 through July 2020 with options for expansion and renewal.

In July 2017, we also amended the lease for our existing Jacksonville, Florida facility to extend the lease expiration date from January 15, 2018 to July 15, 2018. The lease provides for a straight-lined monthly base rental payment of approximately \$28,000 through July 2018.

Legal Proceedings

From time to time, we are subject to legal proceedings and claims which arise in the ordinary course of our business. These proceedings include patent enforcement actions initiated by us against others for the infringement of our technologies, as well as proceedings brought by others against us at the Patent Trial and Appeal Board of the U.S. Patent and Trademark Office (“PTAB”) in an attempt to invalidate certain of our patent claims. These patent-related proceedings are more fully described below. Although there is at least a reasonable possibility of an unfavorable outcome in any one or more of these matters, we believe that any such outcome is not expected to have a material impact on our financial position or results of operations.

ParkerVision v. Qualcomm and HTC (Middle District of Florida)

We have a patent infringement complaint pending in the Middle District of Florida against Qualcomm and Qualcomm Atheros, Inc. (collectively “Qualcomm”), and HTC (HTC Corporation and HTC America, Inc.) (the “Qualcomm Action”) seeking unspecified damages and injunctive relief for infringement of certain of our patents. Certain of the defendants have filed counterclaims against us for non-infringement and invalidity for all patents in the case. A claim construction hearing was held in August 2015 but no ruling on claim construction has been issued by the court. In February 2016, the court granted the parties’ joint motion to stay these proceedings until resolution of the proceedings at the International Trade Commission (“ITC”) as discussed below. In May 2017, we filed a motion to continue the stay of these proceedings pending an appeal of certain PTAB decisions with regard to our ‘940 Patent as discussed below.

Qualcomm v. ParkerVision (PTAB)

In August 2015, Qualcomm filed an aggregate of ten petitions for Inter Partes Review (“IPR”) with the PTAB seeking to invalidate certain claims related to three of the eleven patents originally asserted in our Qualcomm Action. In March 2016, the PTAB issued decisions denying institution of trial for three of the petitions, all of which relate to our U.S. patent 7,039,372 (“the ‘372 Patent”). The remaining petitions, all of which relate to our U.S. patent 6,091,940 (“the ‘940 Patent”) and U.S. patent 7,966,012 (“the ‘012 Patent”) were instituted for trial by the PTAB. In May 2016, the PTAB granted our motion to disclaim the challenged claims of the ‘012 Patent and entered an adverse judgment against us with respect to those claims. In March 2017, the PTAB issued its decisions on the six outstanding IPRs, all of which relate to the ‘940 Patent. The PTAB ruled in our favor on three of the six petitions, ruled in Qualcomm’s favor on two of the six petitions and issued a split decision on the claims covered in the sixth petition. As a result of the PTAB decisions, certain claims of the ‘940 Patent which are the subject of our district court case against Qualcomm and HTC were found to be un-patentable. In May 2017, we filed our notice of appeal of these decisions with the Federal Circuit. Qualcomm also appealed the decisions that were unfavorable to them.

ParkerVision v. Apple and Qualcomm (ITC and Middle District of Florida)

In December 2015, we filed a complaint with the U.S. ITC against Apple, Inc., LG Electronics, Inc., LG Electronics U.S.A., Inc., and LG Electronics MobileComm U.S.A., Inc. (collectively “LG”), Samsung Electronics Co., Ltd., Samsung Electronics America, Inc., and Samsung Semiconductor, Inc. (collectively “Samsung”) and Qualcomm alleging that these companies make, use or sell products that infringe certain of our patent claims and requesting that the ITC bar the defendants from continuing to import and sell infringing products in the U.S. We filed a corresponding patent infringement complaint in the Middle District of Florida against these same defendants alleging infringement of four of our patents. In January

2016, the ITC instituted an investigation based on our complaint. In February 2016, the district court proceedings were stayed pending resolution of the proceedings at the ITC. In July 2016, we entered into a confidential patent license and settlement agreement with Samsung and, as a result, Samsung was removed from both the ITC and the related district court action. In January 2017, we dismissed three of the four patents from the case in order to simplify the investigation. On March 10, 2017, the administrative law judge issued a ruling on a pre-trial motion that precluded us from presenting key evidence in our case. As a result, on March 13, 2017, we filed a motion to terminate the proceedings at the ITC. On April 28, 2017, the ITC granted our motion to withdraw from the ITC proceedings.

Following the termination of the ITC proceedings, we filed a motion to lift the stay in the district court case. This motion was granted on May 25, 2017. On July 21, 2017, we filed a motion to dismiss LG from the district court case (see *ParkerVision v. LG* below). The court has set a claim construction hearing in the remaining case against Qualcomm and Apple for mid-January 2018.

ParkerVision v. LG (District of New Jersey)

On July 21, 2017, we filed a patent infringement complaint in the district of New Jersey against LG for the alleged infringement of the same patents previously asserted against LG in the middle district of Florida (see *ParkerVision v. Apple* and *Qualcomm* above). We elected to dismiss the case in the middle district of Florida and re-file in New Jersey as a result of a recent Supreme Court ruling regarding proper venue. No trial dates have yet been established in this case.

ParkerVision v. LG Electronics (Munich, Germany)

In June 2016, we filed a complaint in Munich Regional Court against LG Electronics Deutschland GmbH, a German subsidiary of LG Electronics, Inc. (“LGE”) seeking damages and injunctive relief for the alleged infringement of one of our German patents. A hearing in this case was held in November 10, 2016. On November 14, 2016, the court concluded that certain LGE products using Qualcomm RF circuitry infringe our patent. Subject to successful completion of the co-pending nullity action in the German Federal Patent Court in Munich, the regional court will enjoin the sale and importation of these LGE products in Germany. The court has not yet ruled on the nullity action, which is a validity only challenge.

ParkerVision v. Apple (Munich, Germany)

In October 2016, we filed a complaint in Munich Regional Court against Apple, Inc., Apple Distribution International, and Apple Retail Germany B.V. & Co. KG (collectively “Apple”) seeking damages and injunctive relief for the alleged infringement of the same German patent as in the LGE case (the “Apple I” case). In February 2017, we amended our complaint adding the infringement of a second German patent and alleging infringement by Apple devices that incorporate an Intel transceiver chip. The Munich Regional Court has bifurcated the new claims into a second case separate from the original Apple case (the “Apple II” case). A hearing was held on May 4, 2017 in the Apple I case.

On June 22, 2017, the court deferred its ruling pending the validity decision from the German Federal Patent Court (see *ParkerVision v. LG Electronics* above). The Apple II case is scheduled for a hearing on November 16, 2017. In August 2017, Intel filed a nullity action in the German Federal Patent Court claiming invalidity of the patent that is the subject of the Apple II infringement case.

14. Subsequent Events

On October 17, 2017, we sold 312,500 shares of common stock at \$1.60 per share for proceeds of \$0.5 million under a purchase agreement with Aspire Capital Fund, LLC (“Aspire Capital”). In addition, Aspire Capital committed to purchase up to an aggregate of \$20 million of shares of our common stock over the 30-month term of the agreement, and we issued 287,500 shares of our common stock to Aspire Capital as a commitment fee under this agreement. Concurrent with entering into the purchase

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agreement with Aspire Capital, we also entered into a registration rights agreement whereby we agreed to file a registration statement registering the sale of the shares of our common stock that have been and may be issued to Aspire Capital under the agreement. Our registration statement on Form S-1, filed on October 31, 2017, has not yet been declared effective by the SEC.

Under the agreement, after the registration statement has been declared effective, on any trading day selected by us, we have the right, in our sole discretion, to present Aspire Capital with a purchase notice, directing Aspire Capital to purchase up to 150,000 shares of our common stock, provided that the aggregate purchase amount for such shares does not exceed \$0.5 million and subject to the maximum aggregate amount of \$20 million at a per share purchase price equal to the lesser of (i) the lowest sale price of our common stock on the purchase date; or (ii) the arithmetic average of the three lowest closing sale prices for our common stock during the ten consecutive trading days ending on the trading day immediately preceding the purchase date.

In addition, on any date on which we submit a purchase notice to Aspire Capital, we also have the right, in our sole discretion, to present Aspire Capital with a volume-weighted average price (“VWAP”) purchase notice directing Aspire Capital to purchase an amount of stock equal to up to 30% of the aggregate shares of our common stock traded on its principal market on the next trading day, subject to a maximum number of shares we may determine. The purchase price per share pursuant to the VWAP purchase notice is generally 97% of the volume-weighted average price for our common stock traded on its principal market on the VWAP purchase date, subject to terms and limitations of the agreement.

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 quarterly 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 quarterly 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, 2016 (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 and products. We have designed and developed a consumer and small business distributed Wi-Fi product line that is being marketed under the brand name Milo™. We also design, develop and market our proprietary radio frequency ("RF") technologies for use in

semiconductor circuits for wireless communication products, including our own internally developed 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 growth strategy that includes wireless product development, manufacturing and sales and intellectual property licensing and enforcement. Our longer-term strategy is expected to include the acquisition of, or other product ventures with, companies that have businesses that are synergistic with our products and technologies, particularly in the IoT, or Internet of Things, space. 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 product sales and/or licensing for realization.

Recent Developments

Wi-Fi Product Introduction

In October 2017, we commenced sales of our new home and small business networking product line under the tradename, Milo™. We currently offer two and three unit systems through online sales channels that include Amazon and our own online store, www.milowifi.com.

Nasdaq Compliance

On August 11, 2017, we received a notice from the Listing Qualifications Department of Nasdaq stating that, for the last 30 consecutive business days, the market value of the Company's listed securities ("MVLS") had been below the minimum of \$35 million required for continued inclusion on the Capital Market under Nasdaq Listing Rule 5550(b)(2). The notification letter stated that we would be afforded 180 calendar days, or until February 7, 2018, to regain compliance. In order to regain compliance, the Company's MVLS must remain at \$35 million or more for a minimum of ten consecutive business days. The notification letter also stated that in the event we do not regain compliance within the 180 day period, our securities may be subject to delisting.

Liquidity and Capital Resources

At September 30, 2017, our capital resources consisted of approximately \$0.4 million in cash, restricted cash equivalents and available-for-sale securities and approximately \$0.2 million in restricted cash equivalents.

We used cash for operations of approximately \$11.0 and \$11.8 million for the nine month periods ended September 30, 2017 and 2016, respectively. The decrease in cash used for operations is primarily the result of a decrease in payments for litigation fees and expenses which are paid from restricted cash equivalents, somewhat offset by increases in operating and inventory costs related to our new consumer product launch. Our use of cash for the nine months ended September 30, 2017 was largely funded from the proceeds from the sale of our equity securities under At Market Issuance Sales Agreements ("ATM"). We anticipate revenues and margin generated by our consumer product will begin to offset our operating costs in the fourth quarter of 2017, however the revenues and margins generated in the short-term will not be sufficient to fully fund our operations without the need for additional working capital. Our capital resources at September 30, 2017 are not sufficient to support our working capital requirements for

the next twelve months which raises substantial doubt about our ability to continue as a going concern.

We have approximately \$3.2 million remaining available under our ATM agreement at September 30, 2017, and we intend to use the proceeds from the sale of common stock under this agreement to fund our short-term working capital needs. Our ability to meet our liquidity needs for the next twelve months is dependent upon (i) our ability to develop, market and sell existing and new products; (ii) our ability to successfully negotiate licensing agreements and/or settlements relating to the use of our technologies by others in excess of our contingent payment obligations; and/or (iii) our ability to obtain additional debt or equity financing. We expect that revenue generated from product sales, patent enforcement actions, and technology licenses over the next twelve months may not be sufficient to cover our working capital requirements. In the event we do not generate sufficient revenues to cover our operational costs and contingent repayment obligations, we will be required to use available working capital and/or raise additional working capital through the sale of equity securities or other financing arrangements.

We expect to continue to invest in patent prosecution and enforcement, product development, and sales, marketing, and customer support for our technologies and products. The long-term continuation of our business plan is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses and contingent payment obligations. 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 will 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 and Nine Months Ended September 30, 2017 and 2016

We use both generally accepted accounting principles (“GAAP”) and non-GAAP financial measures for assessing our consolidated results of operations. The non-GAAP measures we use include Adjusted Net Loss and Adjusted Net Loss per Share. These non-GAAP measures exclude the effect on net loss and net loss per share of (i) changes in fair value of our secured contingent payment obligation and (ii) share-based compensation expense. Share-based compensation is a non-cash expense item that is subject to significant fluctuation in value based on the volatility of the market price of our common stock, and the expense recognized on a GAAP basis is not necessarily indicative of the compensation realized by our executives, employees and non-employee directors. The change in fair value of our secured contingent payment obligation is subject to significant estimates and assumptions regarding future events and, similar to interest on long-term debt obligations, is a reflection of our cost of financing rather than our operating activities. Accordingly, we consider these non-GAAP measures to provide relevant supplemental information to assist investors in better understanding our operating results. These non-GAAP measures should not be considered a substitute for, or superior to measures of financial performance prepared in accordance with GAAP.

Refer to “Reconciliation of Non-GAAP Financial Measures” in this section for a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP measures for the three and nine months ended September 30, 2017 and 2016.

Revenue and Gross Margin

Our revenue decreased approximately \$4.0 million during the three and nine month periods ended September 30, 2017 when compared to the same period in 2016. Our gross margin decreased approximately \$3.7 million during the three and nine month periods ended September 30, 2017 when compared to the same period in 2016. The decrease in revenue and margin for both the three and nine month periods is the result of licensing and settlement revenue and related cost recognized in the third quarter of 2016 that is not recurring in 2017. We began shipments of our Milo Wi-Fi consumer products

in October 2017 and expect to recognize revenue and margin from that product line beginning in the fourth quarter of 2017.

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; depreciation expense related to our 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 \$0.1 million, or 10%, during the three months ended September 30, 2017 when compared to the same period in 2016. This is primarily the result of a decrease in share-based compensation expense of approximately \$0.2 million, partially offset by an increase in personnel and related costs of approximately \$0.1 million.

Our research and development expenses increased approximately \$1.2 million, or 49%, during the nine months ended September 30, 2017 when compared to the same period in 2016. This is primarily the result of an increase in costs related to integrated circuit design and fabrication of approximately \$0.4 million, an increase in share-based compensation expense of approximately \$0.1 million, an increase in personnel and related costs of approximately \$0.2 million, an increase in software licensing and support costs of approximately \$0.1 million, and an increase in outside engineering design services of approximately \$0.1 million.

The increases in personnel costs for the three and nine month periods is a result of staff additions to support the new consumer product line. The changes in share-based compensation expense for the three and nine month periods ended September 30, 2017 is the result of expense attribution related to vesting of share-based awards granted to engineering executives and other employees in August 2016 and August 2017. The increases in integrated circuit design and fabrication, software licensing and support, and engineering design services are primarily related to development of a Wi-Fi system on chip.

Selling, General, and Administrative Expenses

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

Our selling, general and administrative expenses decreased by approximately \$0.2 million, or 5%, during the three months ended September 30, 2017 when compared to the same period in 2016. This is primarily the result of a \$0.7 million decrease in share-based compensation expense partially offset by an increase of approximately \$0.5 million in marketing and advertising costs.

Our selling, general and administrative expenses decreased approximately \$4.0 million or 30%, during the nine months ended September 30, 2017 when compared to the same period in 2016. This is the result of a decrease in litigation fees and expenses of approximately \$5.5 million, partially offset by an increase in marketing and advertising costs of approximately \$0.8 million, an increase in personnel and related cost of approximately \$0.3 million.

The decrease in litigation related fees and expenses is primarily related to contingent fee arrangements with our litigation firms. The increases in marketing and advertising costs and the increases in personnel costs are related to the launch and support of our new consumer product.

Change in Fair Value of Contingent Payment Obligation

We have elected to measure our secured contingent payment obligation at fair value which is based on significant unobservable inputs. We estimated the fair value of our secured contingent payment obligation using an income approach based on the estimated present value of projected future cash outflows using a risk-adjusted discount rate. Increases or decreases in the significant unobservable inputs could result in significant increases or decreases in fair value.

For the nine months ended September 30, 2017, we recorded a decrease in the fair value of our secured contingent payment obligation of approximately \$0.1 million, compared to an increase in the fair value of our secured contingent payment obligation of approximately \$3.0 million for nine months ended September 30, 2016. The changes in fair value are a result of changes in the estimated timing and amount of projected future cash outflows resulting from the funded actions.

Adjusted Net Loss and Adjusted Net Loss Per Share

Adjusted net loss increased by approximately \$3.7 million during the three months ended September 30, 2017 when compared to the same period in 2016. The increase in adjusted net loss is primarily the result of the revenue in the three months ended September 30, 2016 which was not recurring in 2017, somewhat offset by increases in marketing and advertising costs. On a per share basis, our adjusted net loss per common share increased by \$0.20 per share. This increase is a result of the increase in our adjusted net loss and a 40% increase in our weighted average common shares outstanding.

Adjusted net loss remained the same between the nine months ended September 30, 2017 when compared to the same period in 2016. On a per share basis, our adjusted net loss per common share decreased by \$0.28 per share, or 29%. This decrease is primarily a result of a 42% increase in our weighted average common shares outstanding.

Reconciliation of Non-GAAP Financial Measures

The following table presents a reconciliation of our net loss to the non-GAAP measure of adjusted net loss for the three and nine months ended September 30, 2017 and 2016, respectively (in thousands):

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Net loss | \$ (4,380) | \$ (2,334) | \$ (12,916) | \$ (15,838) |
| Excluded items: | | | | |
| Share-based compensation | 503 | 1,423 | 1,708 | 1,488 |
| Change in fair value of contingent payment obligation | 38 | 726 | (129) | 3,033 |
| Adjusted net loss | \$ (3,839) | \$ (185) | \$ (11,337) | \$ (11,317) |

The following table presents a reconciliation of our net loss per common share to the non-GAAP measure of adjusted net loss per common share for the three and nine months ended September 30, 2017 and 2016, respectively:

| | Three Months | | Nine Months | |
|---|---------------|-----------|---------------|-----------|
| | Ended | | Ended | |
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Basic and diluted net loss per common share | \$ (0.24) | \$ (0.18) | \$ (0.76) | \$ (1.33) |
| Excluded items on a per share basis | 0.03 | 0.17 | 0.09 | 0.38 |
| Adjusted net loss per common share | \$ (0.21) | \$ (0.01) | \$ (0.67) | \$ (0.95) |

Off-Balance Sheet Transactions, Arrangements and Other Relationships

As of September 30, 2017, we had outstanding warrants to purchase approximately 0.4 million shares of our common stock. The estimated grant date fair value of these warrants of approximately \$0.8 million is included in shareholders' (deficit) equity in our condensed consolidated balance sheets. The outstanding warrants have an average exercise price of \$2.21 per share and a weighted average remaining life of approximately 3 years.

Contractual Obligations

There have been no material changes in our contractual obligations as set forth in our Annual Report, except as follows:

In April 2017, we entered into a new lease agreement for our Lake Mary, Florida facility with a lease commencement date of July 1, 2017. The lease provides for a straight-lined monthly base rental payment of approximately \$13,000 through November 2022 with an option for renewal.

In July 2017, we entered into a new lease agreement for warehouse and assembly space in Jacksonville, Florida. The lease provides for a straight-lined monthly base rental payment of approximately \$2,000 through July 2020 with options for expansion and renewal.

In July 2017, we also amended the lease for our existing Jacksonville, Florida facility to extend the lease expiration date from January 15, 2018 to July 15, 2018. The lease provides for a straight-lined monthly base rental payment of approximately \$28,000 through July 2018.

Critical Accounting Policies

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

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

For the three and nine months ended September 30, 2017, there were no material changes from the market risk information disclosed under Item 7A of Part II of our Annual Report. We are exposed to market risk from changes in currency exchange rates that could impact our results of operations and financial position. We have assets and liabilities denominated in non-functional currencies which are remeasured at each reporting period. Any gains or losses recognized for changes in currency exchange rates are included in operating expenses in our condensed consolidated statements of comprehensive loss. We do not consider the market risk from changes in currency exchange rates to be material.

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of September 30, 2017, 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) and 15d-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 September 30, 2017.

Changes in Internal Control Over Financial Reporting

During our quarter ended September 30, 2017, we implemented an inventory module within our existing financial reporting system to support our inventory management, purchase and sales processes. We also implemented an ecommerce system to support future revenue, receivables and collections. The implementation of these systems resulted in the addition of reports, interfaces and automated controls as well as manual controls and processes designed to ensure the accuracy of financial and other data. Therefore, we have modified the design and documentation of internal control processes and procedures to enhance existing internal controls. These changes were undertaken to support our ecommerce product launch.

Except for the matters discussed above, 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 13 to our unaudited condensed consolidated 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.

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.

We are reliant on component suppliers and contract manufacturers for adequate supply of components for our products, and the failure of our supply chain due to financial problems of suppliers, a shortage of adequate component supply or manufacturing capacity, or other factors that results in an increase in our costs or a delay in our ability to fill customer orders, could have an adverse impact on our business or operating results.

Our growth and ability to meet customer demand for our products depend, in part, on our ability to obtain timely deliveries of parts from our suppliers and contract manufacturers. We may in the future experience a shortage of certain component parts as a result of our own manufacturing issues, manufacturing or capacity issues at our suppliers or contract manufacturers, financial problems of our suppliers, or strong demand in the industry for those parts. During periods of shortages or delays, the price of components may increase, or the components may not be available at all. We may also encounter shortages if we do not accurately anticipate our needs. We may not be able to secure enough components at reasonable prices or of acceptable quality to build new products to meet customer demand. A reduction or interruption in supply, a significant increase in the price of one or more components, or a failure to appropriately adjust our requirements based on our business needs, could adversely impact our revenue and gross margins.

If we fail to properly estimate customer demand for our products, an oversupply of component parts could result in excess or obsolete inventory that could adversely affect our operating results.

Our operating results would be adversely affected if, anticipating greater demand for our products than actually develops, we commit to the purchase of more component parts than we need which is more likely to occur in a period of demand uncertainties such as during the rollout of a new product line like our Milo product line. In addition, component purchase commitments made by us in order to shorten lead times could also lead to excess and obsolete inventory charges. If we fail to anticipate customer demand properly, an oversupply of component parts could result in excess or obsolete components that could adversely affect our gross margins and operating results.

If we experience quality issues with our products, our competitive position, business and market opportunity may be impaired.

We produce products that incorporate leading-edge technology, including both hardware and software. Software typically contains bugs that can unexpectedly interfere with expected operations. There can be no assurance that our pre-shipment testing programs will be adequate to detect all defects, either ones in individual products or ones that could affect numerous shipments, which might interfere with customer satisfaction, reduce sales opportunities, or affect gross margins. If we have to replace certain components and provide remediation in response to the discovery of defects or bugs in products that we had shipped, there can be no assurance that such remediation would not have a material impact. An inability to cure a product defect could result in the failure of a product line, damage to our reputation, inventory costs, or

product reengineering expenses, any of which could have a material impact on our revenue, margins, and net income.

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

On January 31, 2017, we issued 100,000 shares of our common stock to a consultant in payment for executive advisory services valued at approximately \$0.1 million. 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.

On February 10, 2017, we issued 200,000 shares of our common stock to a consultant in payment for consulting services valued at \$0.3 million. 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.

On February 21, 2017, we consummated the sale of 80,510 shares of our common stock at a price of \$2.11 per share in a private placement transaction for gross proceeds of approximately \$0.2 million. The shares were issued pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D thereunder, 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.

The proceeds from our unregistered sales of equity securities are being used for general working capital purposes.

ITEM 3. Defaults Upon Senior Securities.

None.

ITEM 4. Mine Safety Disclosures.

Not applicable.

ITEM 5. Other Information.

On November 14, 2017, we issued a press release announcing our financial condition and results of operations for the three and nine months ended September 30, 2017. The earnings 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 Amended and Restated Articles of Incorporation (incorporated by reference from Exhibit 3.1 of Current Report on Form 8-K filed July 11, 2017)
- 3.2 Bylaws, as amended (incorporated by reference from Exhibit 3.2 of Annual Report on Form 10-K for the year ended December 31, 1998)
- 3.3 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)
- 3.4 Amended and Restated Bylaws (incorporated by reference from Exhibit 3.1 of Current Report on Form 8-K filed August 14, 2007)
- 31.1 Section 302 Certification of Jeffrey L. Parker, CEO*
- 31.2 Section 302 Certification of Cynthia L. 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

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ParkerVision, Inc.
Registrant

November 14, 2017 By: /s/Jeffrey L. Parker
Jeffrey L. Parker
Chairman and Chief Executive Officer
(Principal Executive Officer)

November 14, 2017 By: /s/Cynthia L. Poehlman
Cynthia L. Poehlman
Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

EXHIBIT INDEX

| | |
|---------|--|
| 31.1 | <u>Section 302 Certification of Jeffrey L. Parker, CEO</u> |
| 31.2 | <u>Section 302 Certification of Cynthia L. Poehlman, CFO</u> |
| 32.1 | <u>Section 906 Certification</u> |
| 99.1 | <u>Earnings Press Release</u> |
| 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 |
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