

INTERLINK ELECTRONICS INC

Form 424B3

May 16, 2008

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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-145387

**PROSPECTUS SUPPLEMENT NO. 1**

**(TO PROSPECTUS DATED APRIL 29, 2008)**

**6,113,744 Shares of Common Stock**

This Prospectus Supplement supplements the Prospectus dated April 29, 2008 relating to the sale or other disposition by the selling securityholders named in the Prospectus of up to 6,113,744 shares of the Common Stock of Interlink Electronics, Inc., a Delaware corporation, issuable on the conversion of Interlink 8% convertible notes and the exercise of warrants issued, in each case, to the selling securityholders in a private placement.

This Prospectus Supplement includes:

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, which was filed with the Securities and Exchange Commission on May 15, 2008; and

Our Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on May 16, 2008 and includes a press release announcing financial results for our first quarter ended March 31, 2008.

The information contained in the reports included in this Prospectus Supplement is dated as of the respective period of such reports. This Prospectus Supplement should be read in conjunction with the Prospectus dated April 29, 2008, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement is qualified by reference to the Prospectus dated April 29, 2008, except to the extent that the information in this Prospectus Supplement updates and supersedes the information contained in the Prospectus dated April 29, 2008.

**Investing in the Common Stock of Interlink Electronics, Inc. involves significant risks. See Risk Factors beginning on page 6 of the Prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the disclosures in this prospectus. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is May 16, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2008

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-21858

**INTERLINK ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0056625**  
(I.R.S. Employer  
Identification Number)

**546 Flynn Road**

**Camarillo, California**  
(Address of principal executive offices)

**93012**  
(Zip Code)

**(805) 484-8855**

(Registrant's telephone number, including area code)

**Not applicable.**

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Shares of Common Stock Outstanding, at May 10, 2008: 13,765,977

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**INTERLINK ELECTRONICS, INC.**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS  
INTERLINK ELECTRONICS, INC.**

## CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

*(IN THOUSANDS, EXCEPT PAR VALUE)*

	March 31, 2008	December 31, 2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 10,683	\$ 12,659
Restricted cash	1,760	2,937
Accounts receivable, less allowance for doubtful accounts of \$149 and \$199 at March 31, 2008 and December 31, 2007, respectively	3,661	3,918
Inventories, net of reserves of \$575 and \$394 at March 31, 2008 and December 31, 2007, respectively	5,248	5,151
Prepaid expenses and other current assets	1,567	1,754
Assets held for sale		437
<b>Total current assets</b>	<b>22,919</b>	<b>26,856</b>
Property and equipment, net	1,084	999
Patents and trademarks, net	116	113
Other assets	455	364
<b>Total assets</b>	<b>\$ 24,574</b>	<b>\$ 28,332</b>
<b>Liabilities And Stockholders Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,947	\$ 1,600
Accrued payroll and related expenses	3,893	5,836
Deferred revenue	538	646
Liabilities related to assets held for sale		86
<b>Total current liabilities</b>	<b>6,378</b>	<b>8,168</b>
Convertible note, net of discounts of \$1,278 and \$1,415 at March 31, 2008 and December 31, 2007, respectively	3,558	3,413
Warrants and embedded derivatives	1,061	1,974
<b>Total liabilities</b>	<b>10,997</b>	<b>13,555</b>
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$5.00 par value (100 shares authorized, none issued and outstanding)		
Common stock, \$0.00001 par value (50,000 shares authorized, 13,762 and 13,749 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively)	59,207	58,463
Accumulated other comprehensive loss	(276)	(440)
Accumulated deficit	(45,354)	(43,246)
<b>Total stockholders equity</b>	<b>13,577</b>	<b>14,777</b>

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Total liabilities and stockholders' equity	\$ 24,574	\$ 28,332
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The accompanying notes are an integral part of these consolidated financial statements.

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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

*(IN THOUSANDS, EXCEPT PER SHARE DATA)*

	<b>Three Month Period Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Revenues	\$ 5,769	\$ 4,180
Cost of revenues (includes stock-based compensation of \$61 and \$178 for 2008 and 2007, respectively)	3,830	2,377
Gross profit	1,939	1,803
Operating expenses:		
Product development and research (includes stock-based compensation of \$70 and \$133 for 2008 and 2007, respectively)	1,226	796
Selling, general and administrative (includes stock-based compensation of \$601 and \$305 for 2008 and 2007, respectively)	3,420	2,391
Total operating expenses	4,646	3,187
Operating loss	(2,707)	(1,384)
Interest income	122	21
Interest expense	(237)	(4)
Total interest income (expense)	(115)	17
Other income	990	33
Other expense	(276)	(56)
Total other income (expense)	714	(23)
Loss from continuing operations before provision for income taxes	(2,108)	(1,390)
Provision for income tax expense		51
Loss from continuing operations, net of tax	(2,108)	(1,441)
Loss from discontinued operations, net of tax		(1,078)
Net loss	\$ (2,108)	\$ (2,519)
Loss per share from continuing operations, net of tax:		
Basic and diluted	\$ (0.15)	\$ (0.10)
Loss per share from discontinued operations, net of tax:		
Basic and diluted	\$	\$ (0.08)
Net loss per share:		
Basic and diluted	\$ (0.15)	\$ (0.18)
Weighted average shares used for loss from continuing operations, net of tax:		
Basic and diluted	13,749	13,749

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Weighted average shares used for loss on discontinued operations, net of tax:

Basic and diluted	13,749	13,749
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Weighted average shares used for net loss:

Basic and diluted	13,749	13,749
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The accompanying notes are an integral part of these consolidated financial statements.



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	<b>Three Month Period Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (2,108)	\$ (2,519)
Loss from discontinued operations, net of tax		(1,078)
Net loss from continuing operations	(2,108)	(1,441)
<b>Adjustments to reconcile net loss from operations to net cash used in operating activities:</b>		
Reduction in allowance for doubtful accounts receivable	(50)	(26)
Increase in reserves for excess inventories	181	122
Stock-based compensation	732	976
Depreciation and amortization	129	106
Write off of patents and trademarks		39
Accretion of warrants	95	
Amortization of discounts on notes and warrants	50	
Adjustments to fair value of warrants and derivatives	(913)	
Issuance of restricted stock	13	
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	307	589
Prepaid expenses and other current assets	187	(22)
Inventories	(278)	(839)
Other assets	(91)	(1)
Accounts payable and accrued liabilities	347	(897)
Deferred revenue	(108)	(521)
Accrued payroll and other accrued expenses	(1,943)	312
Net cash used in operating activities continuing operations	(3,450)	(1,603)
Net cash provided from (used by) discontinued operations	351	1,451
Net cash used in operations	(3,099)	(152)
<b>Cash flows from investing activities:</b>		
Sales of marketable securities, net		1,600
Purchases of property and equipment	(206)	(97)
Costs of patents and trademarks	(12)	(17)
Net cash provided by (used in) investing activities continuing operations	(218)	1,486
Net cash provided by (used in) investing activities discontinued operations		
Net cash provided by investing activities	(218)	1,486
<b>Cash flows from financing activities:</b>		
Restricted cash related to sale of assets	1,177	
Short term borrowings		2,500
Net cash provided by financing activities continuing operations	1,177	2,500
Net cash provided by financing activities discontinued operations		

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Net cash provided by financing activities	1,177	2,500
Effect of exchange rate changes on cash and cash equivalents	164	(1)
Increase (decrease) in cash and cash equivalents	(1,976)	3,833
Cash and cash equivalents:		
Beginning of period	12,659	1,344
End of period	\$ 10,683	\$ 5,177
Supplemental disclosures of cash flow information:		
Interest paid	\$ 201	\$ 4
Income taxes paid	\$ 2	\$ 53

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

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**INTERLINK ELECTRONICS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THREE MONTHS ENDED MARCH 31, 2008 AND 2007 AND AS OF MARCH 31, 2008 AND DECEMBER 31, 2007 (UNAUDITED)**

**1. Basis of Presentation of Interim Financial Data**

The financial information as of March 31, 2008, and for the three month periods ended March 31, 2008 and 2007 in the accompanying Condensed Consolidated Financial Statements is unaudited. Such information does, however, reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These Condensed Consolidated Financial Statements should be read in conjunction with the audited financial statements and related notes for the fiscal year ended December 31, 2007, which are included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2008.

The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

On August 31, 2007, we completed the sale of our OEM Remotes and Branded Products business segments for an aggregate cash purchase price of \$11,500,000, subject to certain post-closing price adjustments. In connection with the sale of these business segments, we paid cash fees to an investment bank of \$760,000. Please see Note 3 for additional information regarding this sale. As a result of the sale, the financial information included in the accompanying Condensed Consolidated Financial Statements is presented in accordance with Statement of Financial Accounting Standards No. 144 Accounting for Impairment or Disposal of Long-Lived Assets, which requires us to present the sale of these assets on a discontinued operations basis. The balance sheets have been adjusted to reflect the assets and liabilities of the OEM Remotes and Branded Products segments as held for sale for all periods presented. Additionally, the statements of operations and cash flows have been adjusted to reflect the results of these segments as discontinued operations for the periods presented.

**2. Significant Accounting Policies**

**Revenue Recognition.** We recognize revenue in accordance with SEC Staff Accounting Bulletin ( SAB ) No. 104, Revenue Recognition. SAB No. 104 requires that four basic criteria be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) a fee applies that is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) require management's judgment regarding the fixed nature of the fee charged for services rendered and products delivered and the collectibility of those fees. To satisfy these criteria, we: (1) input orders based upon receipt of a customer purchase order; (2) record revenue upon shipment of goods and when risk of loss and title transfer; (3) confirm pricing through a customer purchase order; and (4) assess creditworthiness through past payment history, credit agency reports and other financial data. All customers have warranty rights and some customers also have explicit or implicit rights of return. We comply with Statement of Financial Accounting Standards No. 48 with respect to sell-through and returns and the related recording of reserves for potential customer returns. Should changes in conditions cause management to determine the revenue recognition criteria are not met for future transactions, such as a determination that collectibility was not reasonably assured, revenue could be adversely affected.

In our eTransactions business segment, a portion of our revenues are derived from the sale, service and support of software. Our software support revenues consist of post contract customer support and maintenance ( PCS ). Accordingly, when applicable, we recognize revenue by applying the provisions of the American Institute of Certified Public Accountants Statement of Position ( SOP ) 97-2, Software Revenue Recognition as amended by SOP 98-9, Software Revenue Recognition with Respect to Certain Arrangements .

When eTransactions sales involve multiple elements or multiple products, and we have vendor-specific objective evidence ( VSOE ) of fair value for each element in the arrangement, we recognize revenue based on the relative fair value of all elements within the arrangement. We determine VSOE based on sales prices charged to customers when the same element is sold separately or based upon renewal pricing for PCS. If VSOE cannot be determined for all undelivered elements of an arrangement, we defer revenue until the earlier of (i) the delivery of all elements or (ii) the establishment of VSOE for all undelivered elements, provided that if the only undelivered element is PCS or a service, the total fee of the arrangement is recognized as revenue over the PCS or service term.



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**Disposal of Long Lived Assets.** On August 31, 2007, we completed the sale of our OEM Remotes and Branded Products business segments. As a result of the sale, the financial information included in the accompanying Condensed Consolidated Financial Statements is presented in accordance with Statement of Financial Accounting Standards No. 144 Accounting for Impairment or Disposal of Long-Lived Assets, which requires us to present the sale of these assets on a discontinued operations basis. The balance sheet at December 31, 2007 reflects the assets and liabilities of the OEM Remotes and Branded Products segments as held for sale. Additionally, the statements of operations and cash flows have been adjusted to reflect the results of these segments as discontinued operations for the periods presented. Certain assumptions were used in determining amounts being presented as assets held for sale and discontinued operations. These assumptions were based on an analysis and review of costs associated with operating the ongoing business subsequent to the asset sale as compared with costs of operations prior to the asset sale.

**Accounts Receivable and Allowance for Doubtful Accounts.** Our accounts receivable are unsecured and are at risk to the extent such amounts become uncollectible. We continually monitor individual account receivable balances and add to our allowance for doubtful accounts when collection of an individual account becomes questionable based on payment performance or age of the receivable and other factors related to the customer's ability to pay. We generally offer 30-day payment terms; however, some distributors in the divested Branded Products business segment and some of our Japanese OEM customers require as long as 120-day payment terms.

**Reserve for Estimated Product Returns.** While not an explicit part of our terms and conditions of product sales, we do, on a discretionary basis, grant product exchanges for our distribution and reseller customers in our divested Branded Products business segment for similar products of equal value if these exchanges meet defined criteria. We estimate future product returns based on recent return history, inventory status and product sell-through statistics received from our major distributors, discussions regarding product sales activity with our major reseller customers, and current industry product and technology trends. Management judgment is required in evaluating the relative significance of this data and in determining the estimated value of the returns reserve. If actual returns are greater than management's estimate, revenues in the subsequent period will be adversely affected. Product returns and allowance as of March 31, 2008 and December 31, 2007 were \$54,000 and \$105,000, respectively.

**Inventories.** Inventories are stated at the lower of cost or market and include material, labor, and factory overhead. Cost is determined using the first in, first out cost method.

**Inventory Reserve.** At each balance sheet date we evaluate ending inventories for excess quantities and obsolescence. This evaluation includes analyses of forecasted sales levels by product based on historical demand. We write off inventories that are considered obsolete. Remaining inventory balances are adjusted to approximate the lower of cost or market value and result in a new cost basis in such inventory until sold. If future demand or market conditions are less favorable than internal projections, additional inventory write-down may be required and would be reflected in our cost of sales in the period the revision is made.

**Provision for Income Tax** As part of the process of preparing financial statements, as required by Statement of Financial Accounting Standards Accounting For Income Taxes ( SFAS 109 ), we are required to estimate income taxes in each of the jurisdictions in which we operate. This process involves estimating actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the accompanying Consolidated Balance Sheet. We must then assess the likelihood that deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, must establish a valuation reserve. To the extent we establish a reserve or increase this reserve in a period, we must include an expense within the tax provision in the statements of operations.

In June 2006, the Financial Accounting Standards Board issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 effective January 1, 2007. We file income tax returns in the U.S. federal jurisdiction, and various state, local and foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2000. As a result of the implementation of FIN 48, we did not recognize any increase in the liability for unrecognized tax benefits. In addition, we did not record a cumulative effect adjustment related to the adoption of FIN 48.

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In the first quarter of 2007, the Inland Revenue Department (IRD) of Hong Kong commenced an examination of our Hong Kong income tax returns for 2003 through 2005. The examination is anticipated to be completed in the 2008 fiscal year. Due to delinquencies in filing annual tax returns for the 2003, 2004 and 2005 fiscal years, the IRD has assessed certain adjustments to our overall reported losses in Hong Kong for those periods stated above. These adjustments, all of which have been paid by us prior to 2007, have resulted in additional income tax assessments and cash payments that have been made for 2003, 2004 and 2005 totaling \$456,000 as of the date of this filing. We do not anticipate any further adjustments will be made.

Significant management judgment is required in determining our provision for income taxes, deferred tax asset and liabilities and any valuation reserve recorded against net deferred tax assets. Management continually evaluates its deferred tax asset as to whether it is likely that the deferred tax asset will be realized.

When tax returns are filed, it is highly likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely to be realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits are classified as interest and other expense in the statement of income.

**Foreign Exchange Exposure.** We have established relationships with non-U.S. OEM customers of our Specialty Components business segment. Certain of these recent customers have been based in Japan and approximately 19%, 6% and 3% of our revenues for the years ended December 31, 2007, 2006 and 2005, respectively, came from Japanese customers. Revenues from these customers are denominated in Japanese yen, subjecting us to fluctuations in the yen/dollar exchange rate. From time to time, we use foreign currency forward and average rate option contracts to hedge this exposure. We use revenue forecasts from our Japanese subsidiary to determine the amount of forward or option contracts to purchase and we attempt to enter into these contracts when we believe the yen value is relatively strong against the U.S. dollar. To the extent that our revenue forecast may be inaccurate or the timing of forecasting the yen's strength is wrong, our actual hedge gains or losses may not necessarily correlate with the effect of foreign currency rate fluctuations on our revenues. We mark these contracts to market value and the gain or loss from these contracts is recorded as revenue of our Specialty Components business segment. These hedge transactions are classified as economic hedges and do not qualify for hedge accounting under Statement of Financial Accounting Standards No. 133 ( SFAS 133 ). In addition, because our Japanese subsidiary's functional currency is the yen, the translation of the net assets of that subsidiary into the consolidated results will fluctuate with the yen/dollar exchange rate.

**Valuation of Derivative Instruments.** SFAS 133 requires bifurcation of embedded derivative instruments and measurement of their fair value for accounting purposes. Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations under the heading Adjustments to Fair Value of Derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair values of freestanding derivative instruments such as warrant derivatives are valued using lattice models.

**Stock-based Compensation.** On January 1, 2006, we adopted SFAS 123(R), which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors based on estimated fair values. SFAS 123(R) supersedes previous accounting under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees for periods beginning in fiscal 2006. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ( SAB 107 ) relating to SFAS 123(R). We have applied the provisions of SAB 107 in our adoption of SFAS 123(R).

We adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of January 1, 2006. Our financial statements as of and for the quarters ended March 31, 2008 and 2007 reflect the impact of SFAS 123(R). In accordance with the modified prospective transition method, our financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). Gross stock-based compensation expense recognized under SFAS 123(R) for employees and directors for the quarters ended March 31, 2008 and 2007 were \$732,000 and \$976,000 respectively. The

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effect on basic and diluted earnings per share for the quarters ended March 31, 2008 and 2007 was \$(0.05) and \$(0.07) per share, respectively. As of March 31, 2008, we have \$1,075,000 of unrecognized stock-based compensation cost related to non-vested stock options. This cost is expected to be recognized over a weighted average period of 1.41 years.

During the quarters ended March 31, 2008 and 2007, Interlink did not grant any stock options and none were exercised. SFAS 123(R) requires companies to estimate the fair value of stock-based payment awards to employees and directors on the date of grant using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Statement of Operations. Stock-based compensation expense recognized in the Statement of Operations for the quarter ended March 31, 2008 and 2007 included compensation expense for stock-based payment awards granted prior to, but not yet vested as of January 1, 2006 based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS 123, and included compensation expense for the stock-based payment awards granted subsequent to January 1, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). For stock-based awards issued to employees and directors, stock-based compensation is attributed to expense using the straight-line single option method, which is consistent with the presentation of prior period pro forma information. Because stock-based compensation expense recognized in the Statement of Operations for the quarter ended March 31, 2008 was based on awards that vest over time, SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. For the quarters ended March 31, 2008, forfeitures for employees were calculated to be 12.34% while forfeitures for executives were estimated to be 3%. Total forfeitures for the quarters ended March 31, 2008 and 2007 totaled \$82,000 and \$32,000, respectively.

For the three months ended March 31, 2008 we recorded the following charges within our Statement of Operations for stock-based compensation: \$61,000 in cost of sales, \$70,000 in product development and research expenses, and \$601,000 in selling, general and administrative expenses. For the three months ended March 31, 2007, we recorded the following charges within our Statement of Operations for stock-based compensation: \$178,000 in cost of sales, \$133,000 in product development and research expenses, and \$305,000 in selling, general and administrative expenses and \$360,000 of stock-based compensation is included in the loss from discontinued operation, net of tax. The \$601,000 charge in selling, general and administrative expenses includes \$339,000 of charges related to the acceleration of 164,000 stock options for our former Chief Executive Officer, who resigned on January 4, 2008.

Our determination of fair value of stock-based payment awards to employees and directors on the date of grant uses the Black-Scholes model, which is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include, but are not limited to, the expected price volatility of our stock over the expected term of the awards, and actual and projected employee stock option exercise behaviors. We estimate expected volatility using historical data. The expected term is estimated using the safe harbor provisions under SAB 107.

A summary of our non-vested shares as of March 31, 2008 and changes during the three months ended March 31, 2008 is presented below:

	Options	Wgt. Avg. Exercise Price
Nonvested as of December 31, 2007	1,003	\$ 2.70
Granted		
Vested	(299)	3.07
Forfeited or expired	(62)	2.26
Nonvested as of March 31, 2008	642	\$ 2.49

We have adopted the simplified method provided in SFAS 123(R) for calculating the beginning balance of the additional paid in capital pool ( APIC pool ) related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC pool and Statement of Cash Flows of the tax effects of employee stock-based compensation awards that were outstanding upon adoption of SFAS 123R. We have not recognized excess tax benefits related to employee stock-based compensation and, therefore, do not currently have an APIC pool.

**3. Discontinued Operations and Assets Held for Sale**

As part of an overall strategy to focus our efforts on higher margin emerging markets, we sold our OEM Remotes and Branded Products business segments (the Sale ) in August of 2007. We believe that the Sale will provide us with the capital necessary to advance our strategic

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business initiatives and allow us to focus on the two business segments we feel have the greatest potential for long-term profitable growth: eTransactions and Specialty Components. The Sale was structured as an asset sale, and included the inventory, accounts receivable, fixed assets, intangibles, accounts payable, related intellectual property rights and other assets that constituted the operations of the divested units.



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Our Condensed Consolidated Financial Statements have been reclassified for all periods presented to reflect the OEM Remotes and Branded Products business segments as discontinued operations in accordance with SFAS 144. Accordingly, the revenues, costs and expenses directly associated with the OEM Remotes and Branded Products business segments have been reclassified as discontinued operations on the Statement of Operations for all periods presented. Additionally, assets and liabilities of the OEM Remotes and Branded Products business segments have been reclassified as held for sale on our Balance Sheets for all periods presented, and our Statements of Cash Flows have been reclassified to reflect the OEM Remotes and Branded Products business segments as discontinued operations for all periods presented. Corporate expenses such as general corporate overhead and interest have not been allocated to discontinued operations.

Income (loss) from discontinued operations, net of tax is summarized as follows (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Net revenue from discontinued operations	\$	\$ 4,705
Loss from discontinued operations before income tax benefit		(1,078)
Income tax benefit, net of reserve		
Loss from discontinued operations	\$	\$ (1,078)

There were no amounts on the Condensed Consolidated Balance Sheets as of March 31, 2008 attributable to the discontinued operations related to the Sale. Amounts at December 31, 2007 attributable to the discontinued operations related to the Sale are as follows (in thousands):

	<b>December 31, 2007</b>	
<b>Assets</b>		
Accounts receivable	\$	437
Assets held for sale		437
<b>Liabilities</b>		
Accounts payable		(86)
Liabilities held for sale		(86)
Total net assets held for sale	\$	351

**4. Restricted Cash**

As part of the Sale, we entered into an escrow agreement that required \$1.4 million of the purchase price to be put into an escrow account to provide for, among other things, a source of recovery for any amounts owing to the purchaser pursuant to indemnification and post-closing adjustment provisions of the asset purchase agreement. Of this amount, \$250,000 was released in March 2008 according to the terms of the escrow agreement. As a result, \$1,400,000 and \$1,125,000 of restricted cash remained on the balance sheet as of December 31, 2007 and March 31, 2008 respectively. 70% and 30% of the remaining \$1,100,000, net of any disputed amounts, if any, will be released 12 months and 18 months from the date of the Sale, respectively. Additionally, \$635,000 and \$1,537,000 of cash was recorded as due to the acquiring company on March 31, 2008 and December 31, 2007 respectively, for certain post closing activities of the Sale. Accordingly, \$1,760,000 and \$2,937,000 of restricted cash is on the balance sheet as of March 31, 2008 and December 31, 2007, respectively.



**Table of Contents****5. Inventories**

Net inventories consisted of the following (in thousands):

	March 31, 2008	December 31, 2007
Raw material	\$ 5,041	\$ 4,731
Work in process	474	458
Finished goods	309	356
Reserve for excess and obsolete inventory	(576)	(394)
<b>Total inventories</b>	<b>\$ 5,248</b>	<b>\$ 5,151</b>

**6. Line of Credit**

On November 8, 2007, we executed an amended and restated loan and security agreement with Silicon Valley Bank that provides for a line of credit with a maximum borrowing limit of \$5,000,000. The line of credit is secured by our accounts receivable and other assets and expires in December 2009. Under the terms of this agreement, we have the ability to borrow against the line in amounts up to 80% of our eligible accounts receivable. At March 31, 2008 and March 31, 2007, we had drawn \$0 and \$2,500,000 on the line of credit, respectively.

**7. Convertible Notes and Warrants**

On July 19, 2007, we issued 8% Convertible Notes (each a Note and collectively, the Notes), in an aggregate principal amount of \$5,000,000, and warrants (each a Warrant and collectively, the Warrants) exercisable for up to 1,984,125 shares of Common Stock in a private placement (the Financing) exempt from registration under Regulation D of the Securities Act, as amended. The Notes mature on July 19, 2010, and some or all of the outstanding principal balance and unpaid interest may be converted into Common Stock at any time before the maturity date at a conversion price of \$1.26 per share (subject to adjustment). Interest on the Notes accrues and is payable semiannually on January 15th and July 15th of each year. The Warrants expire on July 19, 2012, and may be exercised at any time prior to expiration on a cash or cashless basis at an exercise price of \$1.51 per share (subject to adjustment). We received net proceeds of approximately \$4,797,590 from the sale of the Notes, which takes into account estimated legal and other fees of \$202,410 incurred in connection with the Financing.

The conversion price under the Notes and the exercise price under the Warrants are subject to adjustment upon the occurrence of specified events including the issuance of stock dividends to existing Common Stock holders, or a stock split. Also, the holders of Notes and Warrants are entitled to receive the economic benefit of any reorganization, consolidation or merger of Interlink which results in a payment in shares, other securities or property to our Common Stock holders.

In connection with the placement of the Notes and Warrants, we entered into a registration rights agreement dated July 19, 2007 with the selling securityholders under which we agreed to register with the Securities and Exchange Commission (the SEC) the Common Stock underlying the Notes and Warrants for resale to the public. The registration rights agreement requires us to pay the investors liquidated damages if (i) the registration statement covering the shares to be registered pursuant to the registration rights agreement is not filed by August 20, 2007, (ii) after a registration statement is filed with the SEC such registration statement is not declared effective, except under specified conditions, on or prior to October 18, 2007 or (iii) after such registration statement has been declared effective, sales of Common Stock cannot be made pursuant to the registration statement. Such liquidated damages are calculated as 1.5% of the aggregate amount invested by each such investor for each 30-day period (or pro rata portion of such 30-day period) of such delinquency. One of the specified conditions in the registration rights agreement that precludes the accrual of liquidated damages (the Damages Exception) is an assertion by the SEC that the offering of some or all of the shares underlying the Notes and Warrants is not eligible to be made on a delayed or continuous basis pursuant to Rule 415 promulgated under the Securities Act. The registration statement on Form S-1 filed by us pursuant to the registration rights agreement was declared effective on April 29, 2008. However, effectiveness of the registration statement did not occur by October 18, 2007, for several of reasons, including our need to respond to an SEC comment concerning our eligibility to register the securities on a delayed or continuous basis pursuant to Rule 415. The investors have sent us a letter demanding payment of liquidated damages as a result of the failure of effectiveness to occur by October 18. We are currently discussing the issue with the investors, but believe that the SEC's comment with respect to Rule 415 falls within the provisions of the Damages Exception and that liquidated damages are not payable as a result.



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We evaluated the Warrants under Emerging Issues Task Force Issue 00-19 ( EITF 00-19 )and determined that the Warrants qualified for liability treatment and have recorded the Warrants as a derivative liability under FAS 133. The initial fair value of the Warrants was \$1,146,000 which has been recorded with an offset to discount on the Note payable. We determined that the conversion feature on the Notes qualified for exemption from bifurcation and liability treatment as it is considered a conventional convertible instrument under EITF 00-19. We calculated a beneficial conversion feature, resulting in a discount of \$480,000 at the time of the transaction and a value of \$413,000 as of December 31, 2007. The value of the beneficial conversion feature, net of the discount at March 31, 2008, was \$373,000.

The original values of the Parisian feature of the derivative liabilities for the Notes and Warrants were \$6,000 and \$12,000 respectively on July 19, 2007. These amounts are being amortized and charged as interest expense over the three-year term of the Notes. In addition, the adjustment to fair value of these Parisian features will be made each reporting period. Accordingly, \$50,000 of increased fair value for the derivative liability on the Notes was recorded as interest charges for the three month period ended March 31, 2008 and \$2,000 was recorded as interest expense for the derivative liability on the Warrants for the three month period ended March 31, 2008. Each of these amounts was included in the net fair value of the Notes.

We amortize our discounts using the interest method, which resulted in an interest expense of \$137,000 for the period from January 1, 2008 to March 31, 2008.

The Warrants and embedded derivatives outstanding at March 31, 2008 were valued at fair value using a lattice fair value model, resulting in a net decrease in the fair value of the related liabilities of approximately \$913,000, from \$0.98 per Warrant as of December 31, 2007 to \$0.45 per Warrant as of March 31, 2008. This liability was recorded in our Statement of Operations as a charge to interest expense. Variables used to value the Warrants as of March 31, 2008 are as follows:

	<b>March 31, 2008</b>
Expected term (years)	4.23
Risk free interest rate	2.2%
Weighted Average Volatility	72.8%
Expected dividend yield	0%

The following table summarizes the activity of Notes, Warrants and discounts outstanding at March 31, 2008, (in thousands):

	<b>March 31, 2008</b>
Notes at fair value, net of amortized origination costs	\$ 4,836
Notes derivative discounts, net	(905)
Notes beneficial conversion feature discount, net	(373)
Net fair value of the Notes	3,558
Warrants and derivative liabilities at fair value, net of accretion	1,061
Notes and warrants fair value	4,619
Less current portion	
Notes and Warrants and embedded derivatives-long term	\$ 4,619

**8. Stockholders Equity**

On March 11, 2008 we entered into a restricted stock grant agreement with John A. Buckett, II, our Interim Chief Executive Officer, pursuant to which we granted Mr. Buckett 50,000 restricted shares of our Common Stock. The restricted shares will vest and be issued to Mr. Buckett, subject to his continued employment with us, at monthly intervals through December 31, 2008. The value per share of any restricted shares

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issued to Mr. Buckett will be the market value per share of our Common Stock as of the applicable vesting date. As of March 31, 2008, 12,500 restricted shares had vested representing a value of \$13,000, which is shown in the stockholders equity in the accompanying Condensed Consolidated Balance Sheet.

**Table of Contents****9. Stock Options**

Under the terms of our 1996 Stock Incentive Plan, officers and key employees may be granted non-qualified or incentive stock options and outside directors and independent contractors may be granted non-qualified stock options. The aggregate number of shares which may be issued under the Plan is 7,250,000. New options are granted at fair market value on the date of grant and generally vest ratably over 36 months and have a ten-year term but terminate earlier if employment is terminated. As of March 31, 2008, options for 5,788,000 shares of stock have been granted (2,886,000 are outstanding and 2,902,000 have been exercised, forfeited or expired) and 1,462,000 options were available for grant. Activity under the Plan for the first three months of 2008 is summarized as follows (in thousands, except per share information):

		Options	Wgt. Avg. Exercise Price
Outstanding beginning of period	January 1, 2008	3,277	\$ 4.40
Granted			
Exercised			
Forfeited or expired		(391)	2.86
Outstanding end of period	March 31, 2008	2,886	\$ 4.60
Exercisable end of period	March 31, 2008	2,244	\$ 5.21

The following table summarizes information about stock options outstanding as of March 31, 2008 (in thousands, except contractual life and exercise price per share information):

Range of Exercise Prices	Employee Options Outstanding			Employee Options Exercisable	
	Shares	Weighted Avg. Remaining Contractual Life (Years)	Weighted Avg. Exercise Price	Shares	Weighted Avg. Exercise Price
\$1.40 - \$1.65	105	0.11	\$ 1.51	6	\$ 1.40
\$2.25 - \$2.80	897	1.51	2.53	386	2.60
\$3.15 - \$3.25	688	1.31	3.15	688	3.15
\$5.49 - \$5.70	348	1.07	5.69	321	5.69
\$6.14 - \$6.45	408	0.59	6.33	404	6.34
\$7.54 - \$7.98	18	0.04	7.71	18	7.71
\$9.40 - \$10.60	422	1.80	9.45	421	9.45
	2,886	6.43	\$ 4.60	2,244	\$ 5.21

There is no intrinsic value for the stock options outstanding and vested as of March 31, 2008.

**10. Income (Loss) Per Share**

For all periods presented, per share information was computed in accordance with the provisions of the Statement of Financial Accounting Standards No. 128, Earnings Per Share, issued by the Financial Accounting Standards Board ( FASB ). The computation of basic earnings per share is based upon the weighted average number of common shares outstanding during the periods presented. Earnings per share on a diluted basis includes, in addition, the effect of common shares contingently issuable from options and warrants in periods in which they have a dilutive effect.

Common Stock equivalents are calculated using the treasury stock method. Under the treasury stock method, the proceeds from the assumed conversion of options and warrants are used to repurchase outstanding shares using the average market price for the period.





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The following table contains information necessary to calculate loss per share (in thousands):

	Three Months Ended March 31,	
	2008	2007
Weighted average shares outstanding - basic	13,749	13,749
Effect of dilutive securities (employee/director stock options) <sup>(1)</sup>		
Effect of convertible notes and warrants <sup>(1)</sup>		
Weighted average shares - diluted	13,749	13,749

- <sup>(1)</sup> Due to the net loss for the three months ended March 31, 2008 and 2007, the diluted share calculation result was anti-dilutive. Thus, the basic weighted average shares were used and shares of common stock equivalents of 8.2 million and 3.6 million for the three months ended March 31, 2008 and 2007, respectively, were excluded from the diluted share calculation because they were anti-dilutive.

**11. Comprehensive Loss**

The following table provides the data required to calculate comprehensive loss (in thousands):

	Accumulated Other Comprehensive Loss	Comprehensive Loss
Balance at December 31, 2006	\$ (505)	
Translation adjustment	(1)	\$ (1)
Net loss		(2,519)
Balance at March 31, 2007	\$ (506)	\$ (2,520)
Balance at December 31, 2007	\$ (440)	
Translation adjustment	164	\$ 164
Net loss		(2,108)
Balance at March 31, 2008	\$ (276)	\$ (1,944)

**12. Segment Information**

After the Sale, described in Note 3, we have two remaining business segments: eTransactions and Specialty Components. We evaluate the performance of these segments based on their revenue and gross profit. We do not consistently allocate any other income, expenses or assets to these segments nor do we track revenue by product. Reportable segment information for the three months ended March 31, 2008 and 2007 is as follows (in thousands):

Three months ended:	eTransactions	Specialty Components	Total
March 31, 2008			
Revenue	\$ 2,330	\$ 3,439	\$ 5,769
Gross profit	841	1,117	1,939

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March 31, 2007

Revenue	\$	2,131	\$	2,049	\$ 4,180
Gross profit		1,117		686	1,803

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*Geographic Information* We attribute revenues to different geographic areas on the basis of the location of the customer. Our revenues and long-lived assets by geographic area for the three months ended March 31, 2008 and 2007 are as follows (in thousands):

	Three months ended and as of March 31,			
	2008		2007	
	Revenues	Long Lived Assets	Revenues	Long Lived Assets
United States	\$ 3,134	\$ 750	\$ 2,380	\$ 821
Japan	1,423	89	805	91
Asia (other than Japan)	680	361	425	333
Europe and other	532		570	
	\$ 5,769	\$ 1,200	\$ 4,180	\$ 1,245

*Major Customers* For the first three months of fiscal 2008 two customers represented more than 10% of our total revenues. For the first three months of fiscal 2007 we did not have any customers that represented more than 10% of our total revenues. One customer accounted for 21% and two customers each accounted for 11% of accounts receivable at March 31, 2008, while two different customers each accounted for 11% of our accounts receivable at March 31, 2007.

*Major Suppliers* We buy some dies and adhesives that are used in various products from single source suppliers. Due to a limited number of suppliers for these items, a sudden change to a different supplier could cause delays in manufacturing.

**13. Income Taxes**

In June 2006, the Financial Accounting Standards Board issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (FAS 109). This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 effective January 1, 2007. We or one of our subsidiaries files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2000. As a result of the implementation of Interpretation No. 48, we did not recognize any increase in the liability for unrecognized tax benefits. In addition, we did not record a cumulative effect adjustment related to the adoption of FIN 48.

In the first quarter of 2007, the Inland Revenue Department (IRD) of Hong Kong commenced an examination of our Hong Kong income tax returns for 2003 through 2005. The examination is anticipated to be completed in the 2008 fiscal year. Due to delinquencies in filing annual tax returns for the 2003, 2004 and 2005 fiscal years, the IRD has assessed certain adjustments to our overall reported losses in Hong Kong for those periods stated above. These adjustments, all of which have been paid by us prior to 2007, have resulted in additional income tax assessments and cash payments that have been made for 2003, 2004 and 2005 totaling \$456,000 as of the date of this filing. We do not anticipate any further adjustments will be made.

**14. Contingencies**

*Legal Matters* On November 15, 2005, a class action alleging violations of the federal securities laws was filed against Interlink and two of our former officers in the United States District Court for the Central District of California. In connection with our announcement in November 2005 that we would restate certain of our prior financial results, plaintiffs in the action allege that Interlink's financial and various other public statements made during the period from April 24, 2003 through November 1, 2005 were materially false and misleading when made. Plaintiffs have asserted claims under the Securities Act of 1933 and the Securities Exchange Act of 1934.

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Since the action was filed, the parties have filed various motions. The Court appointed the current lead plaintiffs and lead counsel in November 2006. In September 2007, the Court granted in part and denied in part defendants' motion to dismiss lead plaintiffs' operative complaint. Lead plaintiffs currently have a deadline of May 14, 2008 to file an amended complaint.

On April 24, 2008, the parties participated in a mediation with Justice Howard B. Wiener (Retired) in Los Angeles. The parties were unable to reach resolution, and will continue to litigate. Interlink recorded approximately \$263,000 in expenses for 2006 and incurred no costs in 2007 in connection with the class action. Because the action is at a preliminary stage, it is not possible to predict with reasonable certainty the final outcome.

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On January 24, 2006, a shareholder's derivative action (now pending in the United States District Court for the Central District of California) was filed against several of Interlink's former officers and directors, alleging the same or similar facts as those alleged in the class action. The derivative action has been consolidated with the class action for purposes of discovery. On January 9, 2007, the Court stayed the derivative action pending defendants' filing of an answer in the class action. The stay is still in effect. Because the derivative action is at a preliminary stage, it is not possible to predict with reasonable certainty the final outcome.

In connection with the class action and the derivative action, Interlink voluntarily contacted the SEC in 2006 to inform the SEC of both actions. The SEC responded with several inquiries, to which we responded promptly. On November 16, 2007, we were advised by letter from the SEC that it do[es] not intend to recommend any enforcement action by the Commission. We have not received any further inquiries from the SEC. However, nothing prevents the SEC from resuming inquiries at any time.

We cannot estimate the possible loss or range of loss, if any, associated with the resolution of the class and derivative actions. While we intend to vigorously defend the actions, we cannot predict their final disposition, or whether we will be liable for amounts not covered by insurance. There is no assurance that the ultimate resolutions of the actions will not result in a material adverse effect on our business, financial condition, or results of operations.

In addition to the matters identified above, from time to time, Interlink is involved in various legal actions that arise in the ordinary course of business.

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

### **Overview**

We develop, manufacture, market and sell intuitive interface devices and components for a variety of business applications worldwide in our eTransactions and Specialty Components business segments. We generate revenues from the sale of our hardware products, including pen input and signature pads and integrated cursor control. Some of these products, particularly our eTransactions products, incorporate software that we have developed internally or that we license from third parties.

We record our revenues in two business segments: eTransactions (input devices for the electronic signature markets) and Specialty Components (integrated FSR-based sensors, subassemblies and modules that support cursor control and other input functions). We have addressed our Specialty Components market since our inception in 1985 and our eTransactions market since 1999.

In August 2007, we sold our OEM Remote and Branded Products business segments, which had historically accounted for more than half of our revenues. Unless otherwise indicated, all operating trends and comparisons in this Item 2 reflect the operations of our continuing business segments or components thereof. Information with respect to the performance in 2007 and prior years of our discontinued operations is reflected in the line item so captioned in our Consolidated Statements of Operations.

Gross profit margins in our business segments fluctuate significantly from quarter to quarter due to various factors, including the allocation of unabsorbed overhead costs and the mix of products produced and sold. We expect quarterly gross profit margins to continue to fluctuate in the future.

We continue to incur losses as a result of various factors, including fluctuating quarterly sales levels due to market conditions and customer ordering patterns, fluctuations in gross profit margins described above, increases in operating costs, inventory reserve adjustments, and increased compliance and regulatory costs.

The relative revenue and gross profit contributions of our continuing business segments is provided below in *Results of Operations-Business Segment Overview*.

### **Current Opportunities and Challenges**

As part of an overall strategy to deemphasize our declining margin businesses and focus our efforts on higher margin emerging markets, we sold our OEM Remotes and Branded Products business segments in August of 2007. We believe that the sale of these business segments will provide us with the capital necessary to advance our strategic business initiatives and allow us to focus on



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our eTransactions and Specialty Components business segments, which we feel have the greatest potential for long-term profitable growth. While the higher margins in our retained businesses are anticipated to result in improved cash flow by the end of fiscal 2008 and into the future, we support a constant level of fixed general and administrative expenses with a revenue base that has been reduced by half, which is likely to result in continued net losses and may affect our ability to generate positive cash flow. In this regard, we continue to evaluate our cost structure to look for opportunities to reduce our expenses. Our principal challenge, therefore, is to grow our eTransactions and Specialty Components business segments to achieve the revenue levels, cost efficiencies and profitability that will sustain and justify our continued investments in these segments. Our ability to manage this challenge will define the level of our success over the next two to three years.

A considerable portion of our effort has been, and will continue to be, directed at emerging markets such as our eTransactions market where our success depends, in part, on our ability to accurately forecast the nature, amount and timing of market requirements in an environment in which historical precedent is limited or non-existent. We rely on information generated by our internal staff and industry partners and on independent market studies for forecasts of market demand in our focus areas, but these studies are themselves based on limited empirical data. An inaccurate forecast of market demand in any of our core market areas would impact our short-term performance and could impact our competitive position and, consequently, our long-term performance.

We are making significant efforts to develop new and improved products for our Specialty Components markets that use our proprietary FSR technology. The inability to develop and deliver these products to our customers on a timely basis would impact our ability to become profitable in our Specialty Components business segment in the timeframe we are anticipating.

Management faces the constant challenge of balancing our investment in new technology, product development and marketing initiatives against the objective of steady earnings growth. A decision to make a significant investment in a new technology, product or marketing effort may have a short-to-medium term negative impact on cash and earnings even if the investment proves to be justified. We may make investments in new business opportunities that will increase operating costs, decrease margins and negatively impact earnings until the investment produces significant revenue growth.

Our revenues from continuing operations were \$5.8 million for the three months ended March 31, 2008 and \$4.2 million for the three months ended March 31, 2007, an increase of 38%. Our current projections show that revenue will grow in both the eTransactions and Specialty Components business segments for the fiscal year ended December 31, 2008 when compared to the fiscal year ended December 31, 2007. We expect that some operating expenses will increase, but we project that other operating expenses, like general and administrative expenses, will remain relatively constant in 2008. If revenues grow as projected in 2008, operating expenses may experience the same relative growth rate, with the result that operating expenses, as a percentage of revenues, should decrease.

Our quarterly results are often affected by volatility in orders for a particular product. Sales of our eTransactions products to large institutions are typically made pursuant to large purchase orders, which can be one-time events or can occur at widely dispersed intervals. Sales of our Specialty Components products typically depend on our ability to design the product required by our customer and on the product life of the product of its customer. Both of these factors could result in large quarterly and annual revenue fluctuations. Other factors that could cause our estimates to be wrong or could result in trends that are not apparent from our financial statements are described under Risk Factors in Part II, Item 1(A) below.

**Table of Contents****Business Segment Overview Three Months Ended March 31, 2008 Compared To Three Months Ended March 31, 2007:**

For the three months ended March 31, 2008 and 2007, revenue and gross profit by market segment are shown in the following table:

Market Segment	Three Months Ended March 31, 2008		Three Months Ended March 31, 2007	
	\$000,s	Percent of Total Sales	\$000 s	Percent of Total Sales
<b>eTransactions:</b>				
- Revenue	\$ 2,330	40%	\$ 2,131	51%
- Gross Profit	841		1,117	
- Gross Profit % of segment Revenue	36%		54%	
<b>Specialty Components:</b>				
- Revenue	\$ 3,439	60%	\$ 2,049	49%
- Gross Profit	1,098		686	
- Gross Profit % of Segment Revenue	32%		33%	
<b>All Segments:</b>				
- Revenue	\$ 5,769	100%	\$ 4,180	100%
- Gross Profit	1,939		1,803	
- Gross Profit %	33%		43%	

**All Segments**

Our revenues increased 38% in the first quarter of 2008 compared to the first quarter of 2007, attributable to a 9% and 68% increase in eTransactions and Specialty Components revenues, respectively. Our gross margin declined to 33% for the three months ended March 31, 2008 compared to 43% for the three months ended March 31, 2007.

**eTransactions**

In our eTransactions segment, we sell electronic signature capture devices and, depending on the customer requirement, signature-capture software. We offer annual software maintenance agreements and hardware upgrade programs to our existing customers; however, historically we have not recorded significant revenues from those types of sales.

For the three months ended March 31, 2008, our revenues increased 9% compared to the three months ended March 31, 2007. eTransactions revenues will continue to see significant changes from period to period based on the large revenue size of the transactions generated by this business segment. eTransactions gross profit margin for the three months ended March 31, 2008 was 36%, compared with 54% for the three months ended March 31, 2007. Gross margin was lower in the first quarter of 2008 due to higher unabsorbed manufacturing costs when compared to the first quarter of 2007.

**Specialty Components**

In our Specialty Components business, we sell our *MicroNav* products and custom Force Sensing Resistors ( FSR ) and FSR-based subassemblies to many types of customers in several vertical markets, such as medical devices, industrial input and military input products.

Specialty Components revenues for the three months ended March 31, 2008 increased 68% compared to the three months ended March 31, 2007. The increase was primarily due to higher sales related to key customers added in the latter part of 2007. Specialty Component gross profit margin for the three months ended March 31, 2008 was 32% compared to 33% for the three months ended March 31, 2007. The gross margin for the first three months of 2008 was negatively effected by scrap charges and excess direct labor costs. As the Specialty Components business segment increases its revenues and operational efficiencies, scales its operations, reduces its manufacturing costs in the United States and builds its infrastructure in China, gross profit margin should increase.



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**Table of Contents****Operating Expenses From Continuing Operations**

Operating expenses for the three months ended March 31, 2008 increased to \$4,646,000, from \$3,187,000 for the three months ended March 31, 2007. This \$1,459,000 increase in operating expenses was primarily due to \$901,000 in increased payroll and related costs and an increase of \$233,000 in non-cash compensation costs related to SFAS 123(R). Product development and research costs include internal engineering labor, contract engineering and outside processing costs for the design and development of our products and the research of our technologies. For the first quarter of 2008, our product development and research costs increased \$430,000 from the first quarter of 2007. This increase was due primarily to \$347,000 in increased payroll and related costs, inclusive of certain personnel being realigned into product development from manufacturing in the first quarter of 2008. There was also an increase of \$88,000 compared to the first quarter of 2007 related to supplies, outside services, patent legal fees and amortization. This was offset by a \$63,000 decrease in non-cash compensation costs related to SFAS 123(R).

Selling, general & administrative (SG&A) costs include sales, marketing, legal, accounting and administrative labor, sales commissions, advertising, general marketing, and travel and entertainment costs. For the three months ended March 31, 2008, SG&A costs increased to \$3,420,000 from \$2,391,000 for the three months ended March 31, 2007. This increase was attributable to \$554,000 in increased payroll and related expenses due to personnel increases, \$106,000 in increased advertising and related costs and a \$296,000 increase in non-cash compensation costs related to SFAS 123(R).

**Operating Results From Continuing Operations**

In summary, the primary factors attributable to the \$1,323,000 increase in our operating loss from continuing operations, net of tax, to \$2,707,000 for the three months ended March 31, 2008, from \$1,384,000 for the three months ended March 31, 2007 were:

a \$1,459,000 increase in operating expenses due primarily to higher payroll and related costs in the first quarter of 2008 compared to the first quarter of 2007

a lower gross margin, due primarily to increased manufacturing costs in the first quarter of 2008 compared to the first quarter of 2007; and

an increase of \$233,000 in operating expenses attributable to non-cash charge for stock-based compensation related to the SFAS 123(R).

Interest income was \$122,000 for the three months ended March 31, 2008 compared to \$21,000 for the three months ended March 31, 2007. This increase is due to additional interest earned on our cash during the first quarter of 2008. Interest expense increased to \$237,000 in the first three months of 2008 from \$4,000 for the first three months of 2007 due to interest on the \$5 million in Notes issued in July 2007, the amortization of the Warrants and the accretion of the discount on the beneficial conversion feature of the Note.

Other income was \$990,000 for the three months ended March 31, 2008 compared to \$33,000 for the three months ended March 31, 2007. This increase is due to the \$960,000 change in the fair value of the Warrants from December 31, 2007 to March 31, 2008. Other expense increased to \$276,000 in the first three months of 2008 from \$56,000 for the first three months of 2007 due primarily to increased foreign exchange losses.

For the three months ended March 31, 2008 there was no provision for income taxes from continuing operations as compared to a \$51,000 provision for income taxes for the three months ended March 31, 2007, which relates to statutory tax filings of one of our international subsidiaries.

**Loss from Discontinued Operations**

As a result of the sale of our OEM Remote and Branded Products business segments, we have included in the Condensed Consolidated Financial Statements financial information presented in accordance with Statement of Financial Accounting Standards 144 Accounting for Impairment or Disposal of Long-Lived Assets which requires us to present the sale of these assets on a discontinued operations basis. We recorded a net loss from discontinued operations, net of tax, for the three months ended March 31, 2007 of \$1,078,000, or a \$0.08 loss per share.



**Table of Contents****Liquidity and Capital Resources**

Working capital decreased to \$16.5 million at March 31, 2008 from \$18.7 million at December 31, 2007. This \$2.2 million decrease is due primarily to our \$2.1 million loss from continuing operations.

Cash used in continuing operations was \$3.5 million for the first three months of 2008 as compared to cash used in operations of \$1.6 million in the first three months of 2007. This \$1.9 million increase in cash used in continuing operations is due primarily to payments of accrued payroll and other accrued expenses. We spent \$206,000 in the first three months of 2008 to purchase additional manufacturing and computer equipment compared to \$97,000 in the first three months of 2007.

We made no payments on long-term debt and there were no proceeds from the exercise of employee and director stock options during the first three months ended March 31, 2008 and 2007.

On November 8, 2007, we executed an amended and restated loan and security agreement with Silicon Valley Bank that provides for a line of credit with a maximum borrowing limit of \$5 million. The line of credit is secured by our accounts receivable and other assets and expires in December 2009. Under the terms of this agreement, we have the ability to borrow against the line in amounts up to 80% of our eligible accounts receivable. At March 31, 2008 and March 31, 2007, we had drawn \$0 and \$2.5 million on the line of credit, respectively.

We currently have modest commitments for capital expenditures and no material purchase obligations.

In February 2007, we signed a new software licensing agreement with a company for the continued use of software in certain of our products. This agreement supersedes a previous agreement with the same software company and became effective April 1, 2007. The agreement provides for payments of \$15 per set of software sold packaged with certain of our electronic signature pads. Minimum payments under the agreement are \$300,000 per quarter, and quarterly minimum amounts are permitted to be carried forward and applied to future product shipments. The agreement allows for us to purchase the software from the software company at any time during the agreement, which is effective through September 30, 2011.

Our minimum long-term debt, licensing and operating lease obligations as of March 31, 2008 were as follows (in thousands):

	Total	Less Than 1 Year	2-3 Years	3-5 Years	More than 5 Years
Software license	\$ 3,900	\$ 1,200	\$ 2,400	\$ 300	\$
Operating lease obligations	854	414	440		
Convertible notes and interest	6,017	400	5,617		
Total	\$ 10,771	\$ 2,014	\$ 8,457	\$ 300	\$

The software license and operating lease obligation amounts may increase as we pursue our growth strategy, but the amount of any such growth will depend on the particular requirements of any growth commitment, the availability and attractiveness of equity capital arrangements and our general liquidity position. The \$5 million in Notes that we issued to existing investors in July 2007 accrue interest at 8% per annum, have a three year term and mature on July 19, 2010. Interest on the Notes is payable semi-annually, and the outstanding principal balance and all accrued and unpaid interest on the Notes is convertible into Common Stock at any time during the term of the Notes at the election of the note holder. If the Notes are not converted into Common Stock before maturity, the principal balance and all outstanding interest become immediately due and payable, in cash, at maturity.

**Disclosure Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties and which are intended to be covered by the safe harbors created thereby. These statements can be identified by the fact that they do not relate strictly to historical information and may include the words expects, believes, anticipates, plans, may, will, intends, estimates, continue or expressions. These forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those currently anticipated. These risks and uncertainties include, but are not limited to, items discussed earlier in this Item 2 under the headings Overview, Current Opportunities and Challenges and Business Segment Overview Three Months Ended March 31, 2008 Compared to

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Three Months Ended September 30, 2006. Forward-looking statements speak only as of the date made. We undertake no obligation to publicly release or update forward-looking statements, whether as a result of new information, future events or otherwise.

**Table of Contents****Application of Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, management evaluates estimates, including those related to the valuation of inventory and the allowance for uncollectible accounts receivable. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

*Revenue Recognition.* We recognize revenue in accordance with SEC Staff Accounting Bulletin No. 104, Revenue Recognition ( SAB No. 104 ) requires that four basic criteria be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) a fee applies that is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) require management's judgment regarding the fixed nature of the fee charged for services rendered and products delivered and the collectibility of those fees. To satisfy these criteria, we: (1) input orders based upon receipt of a customer purchase order; (2) record revenue upon shipment of goods and when risk of loss and title transfer; (3) confirm pricing through customer purchase order; and (4) assess creditworthiness through past payment history, credit agency reports and other financial data. All customers have warranty rights and some customers also have explicit or implicit rights of return. We comply with Statement of Financial Accounting Standards No. 48 with respect to sell-through and returns and the related recording of reserves for potential customer returns. Should changes in conditions cause management to determine the revenue recognition criteria are not met for future transactions, such as a determination that collectibility was not reasonably assured, revenue could be adversely affected.

In our eTransactions business segment, a portion of our revenues are derived from the sale, service and support of software. Our software support revenues consist of post contract customer support and maintenance ( PCS ). Accordingly, when applicable, we recognize revenue by applying the provisions of the American Institute of Certified Public Accountants Statement of Position ( SOP ) 97-2, Software Revenue Recognition as amended by SOP 98-9, Software Revenue Recognition with Respect to Certain Arrangements .

When a eTransactions sales involve multiple elements or multiple products, and we have vendor-specific objective evidence ( VSOE ) of fair value for each element in the arrangement, we recognize revenue based on the relative fair value of all elements within the arrangement. We determine VSOE based on sales prices charged to customers when the same element is sold separately or based upon renewal pricing for PCS. If VSOE cannot be determined for all undelivered elements of an arrangement, we defer revenue until the earlier of (i) the delivery of all elements or (ii) the establishment of VSOE for all undelivered elements, provided that if the only undelivered element is PCS or a service, the total fee of the arrangement is recognized as revenue over the PCS or service term.

*Disposal of Long Lived Assets.* On August 31, 2007, we completed the sale of our OEM Remotes and Branded Products business segments. As a result of the sale, the financial information included in the accompanying Condensed Consolidated Financial Statements is presented in accordance with Statement of Financial Accounting Standards 144 Accounting for Impairment or Disposal of Long-Lived Assets ( SFAS 144 ), which requires us to present the sale of these assets on a discontinued operations basis. The balance sheet at December 31, 2006 has been adjusted to reflect the assets and liabilities of the OEM Remotes and Branded Products segments as held for sale. Additionally, the statements of operations and cash flows have been adjusted to reflect the results of these segments as discontinued operations for the periods presented. Certain assumptions were used in determining amounts being presented as assets held for sale and discontinued operations. These assumptions were based on an analysis and review of costs associated with operating the ongoing business subsequent to the asset sale as compared with costs of operations prior to the asset sale.

*Accounts Receivable and Allowance for Doubtful Accounts.* Our accounts receivable are unsecured and are at risk to the extent such amounts become uncollectible. We continually monitor individual account receivable balances and add to our allowance for doubtful accounts at the time collection becomes questionable based on payment performance or age of the receivable and other factors related to the customer's ability to pay. We generally offer 30-day payment terms; however, some distributors in the divested Branded Products business segment and some of our Japanese OEM customers require as long as 120-day payment terms.

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*Inventory Reserve.* At each balance sheet date we evaluate ending inventories for excess quantities and obsolescence. This evaluation includes analyses of forecasted sales levels by product based on historical demand. We write off inventories that are considered obsolete. Remaining inventory balances are adjusted to approximate the lower of cost or market value and result in a new cost basis in such inventory until sold. If future demand or market conditions are less favorable than internal projections, additional inventory write-down may be required and would be reflected in our cost of sales in the period the revision is made.

*Valuation of Derivative Instruments.* SFAS 133 requires bifurcation of embedded derivative instruments and measurement of their fair value for accounting purposes. Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations under the heading Adjustments to Fair Value of Derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair values of freestanding derivative instruments such as warrant derivatives are valued using lattice models.

*Stock-based compensation.* We account for stock-based compensation in accordance with Statement of Financial Accounting Standards No. 123R, *Share-Based Payment (SFAS 123(R))*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the vesting period. Determining the fair value of stock-based awards at the grant date requires judgment, including estimating expected dividends. In addition, judgment is also required in estimating the amount of stock-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, stock-based compensation expense and our results of operations could be materially impacted. For the three months ended March 31, 2008, forfeitures for employees were calculated to be 12.34% while forfeitures for executives were estimated to be 3%, with total forfeitures for the three months ended March 31, 2008 totaling \$82,000. Stock-based compensation expense recognized under SFAS 123(R) for employees and directors for the three months ended March 31, 2008 was \$732,000. The effect on basic and diluted earnings per share for the three months ended March 31, 2008 was \$(.05) per share. As of March 31, 2008, we have \$1,075,000 of unrecognized stock-based compensation cost related to non-vested stock options. This cost is expected to be recognized over a weighted average period of 1.41 years, of which \$435,000 will be recognized in 2008.

*Provision for Income Tax.* As part of the process of preparing financial statements, as required by Statement of Financial Accounting Standards (SFAS) No. 109 Accounting For Income Taxes, we are required to estimate income taxes in each jurisdiction in which we operate. This process involves estimating actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the accompanying Consolidated Balance Sheet. We must then assess the likelihood that deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, establish a valuation reserve. To the extent we establish a reserve or increase this reserve in a period, we must include an expense within the tax provision in the statements of operations.

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes (FAS 109). This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 effective January 1, 2007. We file income tax returns in the U.S. federal jurisdiction, and various state, local and foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2000. As a result of the implementation of Interpretation No. 48, we did not recognize any increase in the liability for unrecognized tax benefits. In addition, we did not record a cumulative effect adjustment related to the adoption of FIN 48.

In the first quarter of 2007, the Inland Revenue Department (IRD) of Hong Kong commenced an examination of our Hong Kong income tax returns for 2003 through 2005. The examination is anticipated to be completed in the 2008 fiscal year. Due to delinquencies in filing annual tax returns for the 2003, 2004 and 2005 fiscal years, the IRD has assessed certain adjustments to our overall reported losses in Hong Kong for those periods stated above. These adjustments, all of which have been paid by us prior to 2007, have resulted in additional income tax assessments and cash payments that have been made for 2003, 2004 and 2005 totaling \$456,000 as of the date of this filing. We do not anticipate any further adjustments will be made.

Significant management judgment is required in determining our provision for income taxes, deferred tax asset and liabilities and any valuation reserve recorded against net deferred tax assets. Management continually evaluates its deferred tax asset to determine whether it is likely that the deferred tax asset will be realized.

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When tax returns are filed, it is likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely to be realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits are classified as other interest and expense in the statement of income.

*Foreign Exchange Exposure.* We have established relationships with non-U.S. OEM customers of our Specialty Components business segment. Certain of these recent customers have been based in Japan and approximately 19%, 6% and 3% of our revenues for the years ended December 31, 2007, 2006 and 2005, respectively, came from Japanese customers. Revenues from these customers are denominated in Japanese yen, subjecting us to fluctuations in the yen/dollar exchange rate. From time to time, we use foreign currency forward and average rate option contracts to hedge this exposure. We use revenue forecasts from our Japanese subsidiary to determine the amount of forward or option contracts to purchase and we attempt to enter into these contracts when we believe the yen value is relatively strong against the U.S. dollar. To the extent that our revenue forecast may be inaccurate or the timing of forecasting the yen's strength is wrong, our actual hedge gains or losses may not necessarily correlate with the effect of foreign currency rate fluctuations on our revenues. We mark these contracts to market value and the gain or loss from these contracts is recorded as revenue of our Specialty Components business segment. These hedge transactions are classified as economic hedges and do not qualify for hedge accounting under SFAS 133. In addition, because our Japanese subsidiary's functional currency is the yen, the translation of the net assets of that subsidiary into the consolidated results will fluctuate with the yen/dollar exchange rate.

We calculate the increase (decrease) in revenues resulting from foreign currency fluctuations by calculating the U.S. dollar equivalent of our yen-denominated revenues for the year using the yen/dollar exchange rate at the beginning of the year. The resulting product is compared to our yen-denominated revenues converted to United States dollars according to Generally Accepted Accounting Principles and the difference is shown in the table above.

*Sale of Assets.* On August 31, 2007, we completed the sale of our OEM Remotes and Branded Products business segments for an aggregate cash purchase price of \$11,500,000, subject to certain post-closing price adjustments. As a result of this sale, we have included in these consolidated financial statements financial information presented in accordance with SFAS 144 which requires us to present the sale of these assets on a discontinued operations basis.

## **Recent Accounting Pronouncements**

In February 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115 (SFAS No. 159)*. This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value, nor does it eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, *Fair Value Measurements* and SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157, *Fair Value Measurements*. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 2007. The adoption of this statement does not have a material effect on our financial conditions, its results of operations or its liquidity.

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141R, *Business Combinations* (SFAS 141R). SFAS 141R requires most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at full fair value. SFAS 141R applies to all business combinations, including combinations among mutual entities and combinations by contract alone. Under Statement 141R, all business combinations will be accounted for by applying the acquisition method. Statement 141R is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We are currently evaluating SFAS 141R to understand the impact it may have on future consolidated financial statements.





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In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 160, *Non-controlling Interests in Consolidated Financial Statements* (SFAS 160). SFAS 160 requires the ownership interests in subsidiaries held by parties other than the parent to be treated as a separate component of equity and be clearly identified, labeled, and presented in the consolidated financial statements. SFAS 160 is effective for periods beginning on or after December 15, 2008. Earlier adoption is prohibited. We are currently evaluating SFAS 160 to understand its impact it may have on future consolidated financial statements.

In January 2008, the SEC issued Staff Accounting Bulletin No. 110, *Certain Assumptions Used in Valuation Methods* ( SAB 110 ) which amends Staff Accounting Bulletin No. 107, *Share-Based Payment* ( SAB 107 ). SAB 110 allows for the continued use, under certain circumstances, of the simplified method in developing an estimate of expected term of so-called plain vanilla stock options accounted for under FAS 123R. SAB 110 amends SAB 107 to permit the use of the simplified method beyond December 31, 2007. The adoption of SAB 110 did not have a significant effect on the Company's consolidated financial statements.

In March 2008, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133* ( FAS 161 ). The standard requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments, and disclosures about credit-risk related contingent features in derivative agreements. FAS 161 is effective for financial statements issued after November 15, 2008. The adoption of FAS 161 will not have a significant effect on the Company's consolidated financial statements.

**Table of Contents****ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Foreign Currency Exchange Rate Risk.** Our Japanese subsidiary, Interlink Electronics K.K., generally makes sales and collects its accounts receivable in Japanese yen. To hedge these revenues against future movements in exchange rates, we may purchase foreign exchange forward and average rate option contracts. When we do purchase foreign exchange forward and average rate option contracts, gains or losses are offset by gains or losses on the underlying revenue exposure and consequently a sudden or significant change of foreign exchange rates would not have a material impact on net income or cash flows to the extent future revenues are protected by forward currency contracts. These contracts, however, typically have a three month duration. Thus, yen/dollar fluctuations lasting more than three months will have an impact on our revenues. For the three month periods ended March 31, 2008 and 2007, we did not enter into foreign currency exchange contracts in the normal course of business to manage our exposure against foreign currency fluctuations on revenues denominated in foreign currencies. The principal objective of such contracts is to minimize the risks and costs associated with financial and global operating activities. We do not utilize financial instruments for trading or other speculative purposes. The fair value of foreign currency exchange contracts is estimated by obtaining quotes from bankers. During the first three months of 2008, we recognized no gains on foreign currency exchange contracts which are reflected in revenue in the accompanying consolidated statements of operations. Our hedging policies are designed to offset the effect of a yen devaluation on our revenues; thus, a hypothetical 10% devaluation of the yen would reduce our yen denominated revenues by 10%; but our theoretical hedging gains would offset that effect for a period of time, to the extent we have such foreign currency exchange contracts outstanding. As of March 31, 2008, we do not have any contracts outstanding to hedge our foreign exchange exposure and thus we are exposed to foreign currency exchange rate risk.

**Interest Rate Exposure.** Based on our overall interest rate exposure at March 31, 2008, a hypothetical 10% change in interest rates applied to our outstanding debt as of March 31, 2008, would have no material impact on earnings or cash flows over a one-year period.

**ITEM 4. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures.** Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that (i) information required to be disclosed by us is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure and (ii) information required to be disclosed by us in the reports that we file or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Notwithstanding the preceding sentence, we continue to engage in efforts to improve our disclosure controls and procedures.

**Changes in Internal Control Over Financial Reporting.** There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Limitations on the Effectiveness of Controls.** Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all error and all fraud. A control system no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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### **PART II OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

We continue to defend ourselves in a class action and a shareholder derivative action. Each of these proceedings alleges violations of federal and state securities laws. See Note 14 to the Financial Statements included in Item 1 of Part I of this Form 10-Q for more information about these legal proceedings and other legal matters concerning Interlink.

#### **ITEM 1(A). RISK FACTORS**

*We have incurred net losses and negative cash flow from operations for the past five fiscal years and expect to experience future quarterly losses. Continued losses and negative cash flow would reduce our internal resources, limit our growth options, require additional cash infusions and could ultimately place our continued viability in question.*

We have incurred losses and negative cash flow from operations in each of the previous five fiscal years. These losses resulted from various factors, including declining gross profit margins in our recently divested OEM Remotes business segment, increases in operating costs, increased compliance and regulatory costs, inventory reserve adjustments and internal investigation costs, some of which will continue to affect future results.

As part of an overall strategy to deemphasize our declining margin businesses and focus our efforts on higher margin emerging markets, we sold our OEM Remotes and Branded Products business segments in August of 2007. While we expect the higher margins in our retained businesses to result in positive cash flow by the end of fiscal 2008, we support a constant level of fixed general and administrative expenses with a revenue base that has been reduced by half, which is likely to result in continued net losses and may affect our ability to generate positive cash flow. The report of our independent registered public accounting firm contained in our fiscal 2006 audited financial statements included a going concern qualification. The going concern qualification has been eliminated in our 2007 fiscal year audited financial statements.

Despite our projections and best efforts, we cannot assure you that we will achieve or sustain profitability or positive cash flow. If we do not achieve profitability and positive cash flow, our financial resources will be adversely affected and we may be forced to curtail or discontinue certain operations, which could result in the allocation of fixed costs over an even smaller revenue base or affect our future competitiveness. If we were to require additional financing, such financing could prove dilutive to the interests of existing investors, or we may be required to divest additional business assets.

*Our former President and Chief Executive Officer retired on January 4, 2008. Our ability to execute our business strategy could be impaired if we are unable to find and retain a new Chief Executive Officer with necessary and appropriate skills in a timely manner. The loss of the services of other key personnel, or if we are unable to recruit other qualified managers and key personnel in the future, may also impair our ability to operate effectively.*

E. Michael Thoben, III, our former President and Chief Executive Officer, retired on January 4, 2008. Mr. Thoben had been with Interlink for the past seventeen years and has substantial experience with our business and technology. John Buckett, Chairman of the Board, has been appointed our interim Chief Executive Officer until a permanent replacement is found. Our Board of Directors is conducting a search for a replacement. If we are unable to find a permanent replacement for Mr. Thoben with the combination of skills and industry experience necessary to execute our business plan and manage our company, our business may suffer. We also may incur significant costs in identifying, hiring, training and retaining Mr. Thoben's permanent replacement.

Our success also will depend, in part, on our ability to attract and retain additional qualified professional, technical, production, managerial and marketing personnel, both domestically and internationally. The loss of other key employees during this transition period would be particularly difficult and could cause significant delays in the implementation of our business plan and an adverse effect on our operations.

*Business divestitures, acquisitions and partnering arrangements may disrupt our business, dilute stockholder value and distract management's attention.*

In August 2007 we completed the sale of our OEM Remotes and Branded Products business segments. As part of our business strategy to focus on higher margin emerging markets, we may consider additional divestitures or acquisitions or discontinue other aspects of our business. Such

strategic decisions involve numerous risks, including:

unanticipated costs and liabilities;

difficulty of separating or combining the operations, products and personnel of the divested or acquired business;

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difficulties in maintaining customer relationships and managing the strategic position of products and technologies;

diversion of management's attention;

inability to maintain uniform standards, controls, policies and procedures;

accounting results that are unrelated to the performance of either business;

amortization of fixed costs over a smaller revenue base;

goodwill and other intangible assets that are subject to potential impairments in the future;

dilution of the ownership of existing shareholders, to the extent that acquisitions are financed with convertible debt or stock; and

other changes that consume resources and management's attention.

We may fail to replace divested operations with new business segments that contribute to our financial health and strategic objectives. If we fail to properly evaluate and execute acquisitions, investments or divestitures, we may not achieve the anticipated additional benefit to our business and we may incur costs in excess of what we anticipate, which could damage the viability of our ongoing operations.

***We are a public company and are therefore required to incur costs and to disclose information that private companies are not required to incur or disclose.***

As a public company, we are required to comply with complex and costly accounting and disclosure requirements that do not apply to foreign companies that are not public in the United States, private companies or to subsidiaries or divisions of very large companies for whom the results of the subsidiary or division are not material. These costs impact our profitability and therefore constitute a competitive disadvantage vis-à-vis much of our competition, especially in light of the recent divestiture of two of our four business segments, which has caused these costs to increase substantially as a percentage of our revenues. These requirements also consume substantial management time that could otherwise be focused on other areas of our business. In addition, our public status requires us to disclose publicly information that can afford a competitor an advantage. If we are unable to maintain costs associated with our public company status within reasonable parameters, or if we are required to disclose information that our competitors can use to compete with us, our ability to remain competitive in our markets could be adversely affected.

***A limited number of investors own a majority of our stock and, working together, could control us.***

The majority of our stock is owned by institutions managed by a small number of fund managers. To our best knowledge, neither these stockholders nor their fund managers have any agreement or understanding under which they have agreed to act together with respect to the voting of our stock. However, they have expressed common views with respect to various matters relating to our management and governance and these views have influenced related decisions of our Board of Directors. If they were to act together as a group, these fund managers would have the ability to control various aspects of our business and governance, including the replacement of our Board of Directors. Accordingly, other investors may not have the practical ability to oppose management and/or governance decisions that have the support of our institutional investors.

***We are facing litigation based on our restatements of historical financial statements, which may have a material adverse impact on our cash reserves and may impair our ability to achieve our business objectives.***

Certain former Interlink stockholders have filed a class action lawsuit claiming damages under various federal securities laws based on our restatement of historical financial statements. Other stockholders have brought a derivative action against our former Chief Executive Officer

and our former Chief Financial Officer that alleges, among other things, securities-related violations of the California Corporations Code. These actions will require a vigorous defense and could result in a settlement or adverse award that is not covered by insurance or that exceeds applicable insurance limits. The time and expense required to defend these claims may also affect our ability to pursue our business strategy. There is also no assurance that additional lawsuits will not be filed or that the ultimate resolution of these matters will not result in a material adverse effect on our financial condition or results of operations.

*We are emphasizing new markets and if we fail to accurately predict the growth of these new markets, we may suffer reduced earnings.*

Historically, the largest contributor to our consolidated sales was our OEM Remotes business segment. In late 2005, we deemphasized and reorganized segments of this business, and in August 2007 we sold this business, together with our Branded Products business. We have devoted significant resources to the development of products and the support of marketing and sales

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efforts in new markets, such as the *MicroNav* family of file navigation products in our Specialty Components business, and the biometric input pads in our eTransactions business. As we transition to becoming a company with two, rather than four, business units and focus on our remaining businesses, we expect to continue to identify and develop products for new markets. These markets change rapidly and may not all prove to be attractive. We cannot assure you that they will grow or that we will be able to accurately forecast market demand in time to respond appropriately. Our investment of resources in these markets may either be insufficient to meet actual demand or result in expenses that are excessive in light of actual sales volumes. Failure to accurately predict successful new products and markets and the growth and demand in new markets may cause us to suffer substantial losses or reduced earnings.

***Failure to increase market awareness and acceptance of eTransactions and our eTransaction products may cause our revenues in this market to fall short of our expectations.***

We are focusing considerable resources on developing our eTransactions market. The prospects for growth of our eTransactions business depend in part on the acceptance by our target markets of electronic signatures as a replacement for traditional pen and ink signatures. The market for eTransactions is new and emerging and we cannot be certain that it will continue to develop or grow in a timely manner or that businesses will elect to adopt our products rather than competitive products or to continue to rely on traditional pen and ink signatures. Businesses that have invested substantial resources in traditional infrastructures may be reluctant to adopt an electronic approach to replace their existing systems. Concerns about privacy and fraud may cause businesses not to adopt eTransactions or our eTransaction products. We expect that we will need to continue to pursue intensive marketing and sales efforts to educate prospective customers about the benefits of eTransactions and our eTransaction products. If market awareness and acceptance of eTransactions do not occur, our revenues and profitability in this market will fall short of our expectations.

***If we are unable to keep pace with rapid technological developments, we may not be able to compete effectively.***

Technology in our target markets is undergoing rapid change. In order to maintain our position in our existing markets and succeed in new markets, we will have to develop and support innovative technologies. Doing so will require, among other things, that we accomplish the following:

accurately predict customer needs and develop, in a timely manner, the technology required to support those needs;

provide products that are not only technologically sophisticated and well supported but are also available at a price within market tolerances and competitive with comparable products;

establish and effectively defend our ownership of the intellectual property supporting our products; and

enter into relationships with other companies that have developed complementary technology on which our products also depend. We cannot assure you that we will be able to achieve any of these objectives.

***If our products do not support evolving industry standards, they may not achieve or maintain market acceptance and our revenues may decline.***

Our eTransactions business customers expect our products to enable them to comply with applicable requirements relating to electronic signatures, such as the Electronic Signatures in Global Commerce Act and procedures adopted by the National Notary Association. If our eTransactions products do not support these requirements, they will not be competitive and will not be adopted by the market.

***We rely on others for aspects of our technology development.***

Our in-house research and development expertise is focused on our sensor and communication technologies. We do not have broadly based expertise in software development, chip design or other critical technological aspects of a complete product. We rely on other companies with whom we may contract or enter into joint development agreements to provide these aspects of our product technologies. We cannot assure you that we will be able to contract or otherwise arrange for these services in the future or on a consistent basis. We also cannot assure you that a

developer with whom we contract for technology will not use or permit others to use similar technology in competition with us.



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***If we are not able to protect our intellectual property or if we infringe on the intellectual property of others, our business and operating results could be adversely affected.***

We consider our intellectual property to be a key element of our ability to compete in our chosen markets. We rely on a combination of patents, trade secrets and proprietary software to establish and protect our intellectual property rights. We cannot assure you that patents will be issued from any of our pending applications or that any claims allowed from existing or pending patents will be sufficiently broad to protect our technology. We also cannot assure you that any patents issued to us will not be challenged, invalidated or circumvented, or that the rights granted will provide proprietary protection. Litigation may be necessary to enforce our patents, trade secrets and other intellectual property rights, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on our business, regardless of the final outcome of the litigation.

We are not currently engaged in any patent infringement suits but we have been threatened with one such suit in recent years. Despite our efforts to maintain and safeguard our proprietary rights, we cannot assure you that we will be successful in doing so or that our competitors will not independently develop or patent technologies that are substantially equivalent or superior to our technologies. If any of the holders of these patents assert claims that we are infringing on them, we could be forced to incur substantial litigation expenses, and if we were found to have infringed a third-party patent, we could be required to pay substantial damages, pay royalties in the future or be enjoined from infringing in the future.

***Sales of simple signature capture devices are growing rapidly and the manufacturers of these devices could broaden their product range to include products that compete with our ePad.***

Simple signature capture devices, distinct from our more sophisticated ePad products, have recently become a common sight at retail checkout counters and a number of companies manufacture and sell these devices. While our ePad product is targeted at a more advanced market, signature capture device manufacturers could elect to expand their existing product lines in an effort to compete in our markets. Such competition could reduce margins or otherwise adversely affect our prospects in our eTransactions market.

***Our markets are intensely competitive and many of our potential competitors have resources that we lack.***

Our markets are competitive and we expect competition to increase. Our competitors include companies with similar products or technologies and companies that sell complementary products to our target markets. Our competitors and potential competitors may have established business relationships that afford them a competitive advantage or may create technologies that are superior to ours or that set a new industry standard that will define the successful product for that market. If any of our competitors establish a close working relationship with our customers, they may obtain advance knowledge of our customers' technology choices or may be afforded an opportunity to work in partnership to develop compatible technologies and may therefore achieve a competitive advantage. We may be unable to compete successfully against current and future competitors.

***We identified material weaknesses in our internal control over financial reporting in prior fiscal periods and have been required to restate our historical financial statements.***

In our Annual Reports for the years ended December 31, 2005 and 2006, we reported material weaknesses in our internal control over financial reporting. As a result of the errors caused by these material weaknesses, we were required to restate our historical financial statements for the fiscal years 2001 through 2004, as well as for the first and second quarters of fiscal 2005. We have taken significant measures to improve our financial reporting process and as of March 31, 2008, we had identified no material weaknesses that remained to be remediated.

Despite our substantial efforts to ensure the integrity of our financial reporting process, we cannot guarantee that we will not identify additional weaknesses as we continue to work with the new systems that we have implemented over the past year and a half. Any continuing material weaknesses in our internal control over financial reporting could result in errors in our financial statements. Such errors could cause our internal planning and assessment of our business to be based on false information and could cause our published financial statements to fail to fairly present our financial condition and results of operations, which could erode market confidence in our company, cause the price of our stock to be based on false or misleading information and result in litigation based on such false or misleading information.

***We rely on third parties for the materials that we use to manufacture our products and a shortage of supply could adversely affect our revenues, operating results and customer relationships.***

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We rely on third-party suppliers for the raw material components of our products. We cannot assure you that our suppliers will be able to maintain an adequate supply of these raw materials to enable us to fulfill all of our customers' orders on a timely basis. A failure to obtain an adequate supply of the materials for our products could increase our costs of goods sold, cause us to fail to meet delivery commitments and cause our customers to purchase from our competitors, which could adversely affect our operating

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results and customer relationships. In some situations, we rely on a single supplier for raw material components of our products. Any disruption in these supplier relationships could prevent us from maintaining an adequate supply of materials and could adversely affect our results of operation and financial position.

### ***Disruptions in our manufacturing facilities or arrangements could cause our revenues and operating results to decline.***

We currently manufacture FSR sensors at our Camarillo, California facility. This facility is vulnerable to damage from earthquakes, floods, fires, power loss and similar events. It could also be subject to break-ins, sabotage and intentional acts of vandalism. Our insurance may not cover such events and, if the event is covered, our insurance may not be sufficient to compensate us for any losses that may occur. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problem at our manufacturing facility could result in delayed shipment of products, missed delivery deadlines and harm to our reputation, which may cause our revenues and operating results to decline.

Manufacturing is also being done by our China subsidiary and by third parties in China that are identified and managed through our Hong Kong and China subsidiaries. We rely on our subsidiaries to select and contract with contract manufacturers with suitable manufacturing facilities and appropriately trained employees. An interruption in our current manufacturing arrangements could adversely affect our revenues, operating results and customer relationships.

### ***International sales and manufacturing risks could adversely affect our operating results.***

Our revenues from international sales accounted for approximately 54%, 62% and 34% of net sales for the years ended December 31, 2007, 2006 and 2005, respectively. We believe that international sales will represent a substantial portion of our sales for the foreseeable future. Our manufacturing is currently performed in China and Camarillo. Our international operations involve a number of risks, including:

import-export license requirements, tariffs, taxes and other trade barriers;

difficulty in staffing and managing foreign operations;

ability to secure credit and funding;

difficulty in maintaining an effective system of internal controls at our foreign manufacturing facility;

foreign collection problems;

foreign exchange exposure

reduced protection of intellectual property rights;

international unrest and terrorism;

political and economic instability; and

transportation risks.

Any of the above factors could adversely affect our operating results.

***Our operating results could be adversely affected by fluctuations in the value of foreign currencies.***

International sales made through our Japanese subsidiary are generally denominated in yen. A weak yen would materially affect total revenue and could result in a decrease in dollar revenue even though sales remained constant or increased. We also contract for most of our large-volume, non-technical manufacturing in China. Although we contract in U.S. dollars, a weakening of the dollar could cause existing contracts to be uneconomic to the vendor and therefore require a renegotiation. Over the past two years, the valuations of many foreign currencies have fluctuated significantly relative to the U.S. dollar. The Japanese yen, in particular, has fluctuated in value due in part to the economic problems experienced by Asian countries and the depreciation of the U.S. dollar. Although we at times engage in currency hedging transactions in order to protect ourselves from risks of Japanese yen currency fluctuations, we cannot assure you that these activities will protect us from such risks.

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### ***Environmental directives could increase our costs and/or require us to reserve against inventory.***

Environmental directives that affect our manufacturing processes and inventory may be enacted from time to time in the United States and abroad. Any such directives could require us to increase our inventory reserves due to obsolescence or otherwise increase the cost of doing business. In 2006, the Restriction on Hazardous Substances Directive ( ROHS ) went into effect which limited the use of hazardous raw materials in the production of electronic and electrical goods that we sell in the European Union and certain other European countries. While we currently believe our inventory reserve is adequate, we may have additional inventory write downs due to ROHS or other similar restrictions implemented by other markets. In 2007, the Waste Electrical and Electronic Equipment became effective and required companies that sell electronic equipment on the EU market to register with individual member states, mark their products, submit annual reports, provide recyclers with information about product recycling, and either recycle their products or participate in or fund mandatory recycling schemes.

### ***Failure to maintain, develop and expand our OEM relationships could cause demand for our products to decrease.***

Our Specialty Components products are sold to OEM customers. If we fail to maintain, develop and expand our relationships with our OEM customers or if those customers are not successful in their marketing and sales efforts, demand for our products may decrease.

Our ability to generate increased revenues also depends significantly on the extent to which our OEM customers develop, promote and sell products that incorporate our technology and products. If our OEM customers do not successfully develop and market products that incorporate our products, sales of our products to our OEM customers would be adversely affected. The extent to which our OEM customers develop, promote and sell our products is based on a number of factors that are largely beyond our ability to control.

### ***Our MicroNav sensor sales are dependent on a relatively small number of relatively large contracts; our failure to obtain contracts that we expect to obtain or any event that results in the loss or reduction in size of a contract below our expectations could have a material adverse effect on our results of operation.***

The focus of our *MicroNav* sales effort targets a small number of large OEM manufacturers of handheld products and relates to specific products for which the OEM manufacturer is developing product specifications. We expend considerable effort in preparing for and bidding these contracts and make capacity planning decisions based on our expectations as to the number and size of contracts on which we will be the successful bidder. If our expectations are too optimistic, we are at risk of incurring expense in preparation for sales that we are not able to make. If our expectations are too pessimistic, we are at risk of being unprepared to perform on a contract that we could otherwise have obtained. In addition, the value of any OEM contract to us depends in part on the success of the device in which our products are included. We rely on the OEM customer's estimates as to the size of the market for their individual products and these estimates are often inaccurate. We cannot assure you that we will be successful in predicting volume and timing in this aspect of our business.

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**ITEM 6. EXHIBITS**

The following exhibits are filed herewith or incorporated by reference as indicated below:

**Exhibit  
Number**

- 3.1 Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000).
- 3.2 Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated September 26, 2007).
- 10.1 Letter Agreement by and between the Registrant and Charles C. Best, dated February 6, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated February 14, 2008).
- 10.2 Letter Agreement by and between the Registrant and Rodney G. Vesling, dated February 6, 2008 (incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007).
- 10.3 Restricted Stock Grant Agreement by and between the Registrant and John A. Buckett, II, dated March 11, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 17, 2008).
- 31.1 Certification of Chief Executive Officer of Registrant Pursuant to SEC Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer of Registrant Pursuant to SEC Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer of Registrant Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer of Registrant Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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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.

**INTERLINK ELECTRONICS, INC.**

DATE: May 15, 2008

/s/ Charles C. Best  
Charles C. Best  
Chief Financial Officer

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**Exhibit Index.**

The following exhibits are filed herewith or incorporated by reference as indicated below:

**Exhibit  
Number**

- 3.1 Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000).
- 3.2 Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated September 26, 2007).
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- 10.2 Letter Agreement by and between the Registrant and Rodney G. Vesling, dated February 6, 2008 (incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007).
- 10.3 Restricted Stock Grant Agreement by and between the Registrant and John A. Buckett, II, dated March 11, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 17, 2008).
- 31.1 Certification of Chief Executive Officer of Registrant Pursuant to SEC Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer of Registrant Pursuant to SEC Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer of Registrant Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer of Registrant Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



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**EXHIBIT 31.1**

I, John A. Buckett, II, certify that:

1. I have reviewed this report on Form 10-Q of Interlink Electronics, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2008

/s/ John A. Buckett, II  
John A. Buckett, II  
Chairman and Interim Chief Executive Officer

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**EXHIBIT 31.2**

I, Charles C. Best, certify that:

1. I have reviewed this report on Form 10-Q of Interlink Electronics, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2008

/s/ Charles C. Best  
Charles C. Best  
Chief Financial Officer

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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Interlink Electronics, Inc. (the Company ) on Form 10-Q for the quarterly period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the Report ), I, John A. Buckett, II, Chairman and Interim Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John A. Buckett, II  
John A. Buckett, II  
Chairman and Interim Chief Executive Officer  
May 15, 2008

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**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Interlink Electronics, Inc. (the Company ) on Form 10-Q for the quarterly period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the Report ), I, Charles C. Best, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Charles C. Best  
Charles C. Best  
Chief Financial Officer  
May 15, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 15, 2008

**INTERLINK ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**0-21858**  
(Commission

File Number)

**77-0056625**  
(IRS Employer

Identification No.)

**546 Flynn Road, Camarillo, California**  
(Address of principal executive offices)

**93012**  
(Zip Code)

Registrant's telephone number, including area code: (805) 484-8855

**No Change**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On May 15, 2008, Interlink Electronics, Inc. issued a press release announcing financial results for its first quarter ended March 31, 2008. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

This information is furnished pursuant to Item 2.02 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ) or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

99.1 Press Release dated May 15, 2008.

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**SIGNATURE**

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 hereunto duly authorized.

Date: May 16, 2008

**INTERLINK ELECTRONICS, INC.**

By /s/ CHARLES C. BEST  
Charles C. Best  
Chief Financial Officer



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**Exhibit 99.1**

**Interlink Electronics Reports 2008 First Quarter**

**Financial Results**

**CAMARILLO, CA (USA)**, May 15, 2008 Interlink Electronics, Inc. (OTC: LINK.PK), a global leader in the design, development and manufacture of human interface products and technologies, today announced results for the quarter ended March 31, 2008.

The Company reported total revenues of \$5.8 million, a 38 percent increase from \$4.2 million in the first quarter of 2007. Gross profit increased to \$1.9 million from \$1.8 million in the first quarter of 2007. The Company's operating loss was \$2.7 million in the first quarter of 2008, compared to \$1.4 million in the same quarter last year. The Company's net loss was \$2.1 million, compared to \$2.5 million in the first quarter of 2007. The diluted loss per share (EPS) in the first quarter of 2007 was (\$0.15), down from (\$0.18) in the same quarter last year. Results in 2007 include a net loss of \$1.1 million from discontinued operations related to the Company's divestiture of two of its four business segments in August 2007. Charges for share-based compensation were \$732,000 and \$616,000 in the operating loss for the first quarters of 2008 and 2007, respectively.

In this quarter we demonstrated an ability to grow the top-line, said John Buckett, Interlink chairman and interim CEO. Going forward, we must also demonstrate an ability to significantly improve the bottom-line by continuing to increase revenues while at the same time maintaining or reducing costs. We believe this can be done and that we will move closer toward our goal of cash flow profitability in the second half of the year.

The Company timely filed its 2008 Form 10-Q for the quarter ended March 31, 2008. A conference call to discuss its 2008 first quarter results will be held on Wednesday, May 21, 2008 at 4:30 p.m. EDT. To access the live conference call, dial 1-888-942-9565 (pass code is LINK); for international callers dial +1-210-234-0028 (pass code is LINK). For live web cast access, go to [www.interlinkelectronics.com](http://www.interlinkelectronics.com). A telephonic replay of the call will be available until 5:00 p.m. ET on June 20, 2008 at 1-800-677-1613; international callers may dial +1-402-998-1152. Webcast replay will be available at [www.interlinkelectronics.com](http://www.interlinkelectronics.com).

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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

*(IN THOUSANDS, EXCEPT PER SHARE DATA)*

	<b>Three Month Period Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Revenues	\$ 5,769	\$ 4,180
Cost of revenues (includes stock-based compensation of \$61 and \$178 for 2008 and 2007, respectively)	3,830	2,377
Gross profit	1,939	1,803
Operating expenses:		
Product development and research (includes stock-based compensation of \$70 and \$133 for 2008 and 2007, respectively)	1,226	796
Selling, general and administrative (includes stock-based compensation of \$601 and \$305 for 2008 and 2007, respectively)	3,420	2,391
Total operating expenses	4,646	3,187
Operating loss	(2,707)	(1,384)
Interest income	122	21
Interest expense	(237)	(4)
Total interest income (expense)	(115)	17
Other income	990	33
Other expense	(276)	(56)
Total other income (expense)	714	(23)
Loss from continuing operations before provision for income taxes	(2,108)	(1,390)
Provision for income tax expense		51
Loss from continuing operations, net of tax	(2,108)	(1,441)
Loss from discontinued operations, net of tax		(1,078)
Net loss	\$ (2,108)	\$ (2,519)
Loss per share from continuing operations, net of tax:		
Basic and diluted	\$ (0.15)	\$ (0.10)
Loss per share from discontinued operations, net of tax:		
Basic and diluted	\$	\$ (0.08)
Net loss per share:		
Basic and diluted	\$ (0.15)	\$ (0.18)

Weighted average shares used for loss from continuing operations, net of tax:

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Basic and diluted	13,749	13,749
Weighted average shares used for loss on discontinued operations, net of tax:		
Basic and diluted	13,749	13,749
Weighted average shares used for net loss:		
Basic and diluted	13,749	13,749

**Table of Contents****INTERLINK ELECTRONICS, INC.****CONSOLIDATED BALANCE SHEETS (unaudited)**(In thousands, except par value)

	March 31, 2008	December 31, 2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 10,683	\$ 12,659
Restricted cash	1,760	2,937
Accounts receivable, less allowance for doubtful accounts of \$149 and \$199 at March 31, 2008 and December 31, 2007, respectively	3,661	3,918
Inventories, net of reserves of \$575 and \$394 at March 31, 2008 and December 31, 2007, respectively	5,248	5,151
Prepaid expenses and other current assets	1,567	1,754
Assets held for sale		437
<b>Total current assets</b>	<b>22,919</b>	<b>26,856</b>
Property and equipment, net	1,084	999
Patents and trademarks, net	116	113
Other assets	455	364
<b>Total assets</b>	<b>\$ 24,574</b>	<b>\$ 28,332</b>
<b>Liabilities And Stockholders Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,947	\$ 1,600
Accrued payroll and related expenses	3,893	5,836
Deferred revenue	538	646
Liabilities related to assets held for sale		86
<b>Total current liabilities</b>	<b>6,378</b>	<b>8,168</b>
Convertible note, net of discounts of \$1,278 and \$1,415 at March 31, 2008 and December 31, 2007, respectively	3,558	3,413
Warrants and embedded derivatives	1,061	1,974
<b>Total liabilities</b>	<b>10,997</b>	<b>13,555</b>
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$5.00 par value (100 shares authorized, none issued and outstanding)		
Common stock, \$0.00001 par value (50,000 shares authorized, 13,762 and 13,749 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively)	59,207	58,463
Accumulated other comprehensive loss	(276)	(440)
Accumulated deficit	(45,354)	(43,246)
<b>Total stockholders equity</b>	<b>13,577</b>	<b>14,777</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 24,574</b>	<b>\$ 28,332</b>

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### **About Interlink Electronics, Inc.**

Interlink Electronics, Inc. (OTC: LINK.PK), is a global leader in the design, development and manufacture of intuitive human interface products and technologies. Setting tomorrow's standards for electronic signature, e-notarization products and interface components for consumer electronics, Interlink has established itself as one of the world's leading innovators of intuitive interface design. With more than 41 patents around the world protecting its technologies and products, Interlink Electronics serves a world-class customer-base from its corporate headquarters in Camarillo, California and offices in Japan, Hong Kong and China. For more information, see <http://www.interlinkelectronics.com>.

*This release contains forward-looking statements that involve a number of risks and uncertainties. The following are among the factors that could cause actual results to differ materially from the forward-looking statements: historical losses and negative cash flow, the retirement of our Chief Executive Officer, the success of business divestitures and acquisitions, the expense of being a public company, the ownership of the majority of our stock by a small group of investors, our success in predicting new markets and the acceptance of our new products, efficient management of our infrastructure, the pace of technological developments and industry standards evolution and their effect on our target product and market choices, the effect of outsourcing technology development, changes in the ordering patterns of our customers, a decrease in the quality and/or reliability of our products, protection of our proprietary intellectual property, competition by alternative sophisticated as well as generic products, pending litigation against the Company, historical weaknesses in internal controls over financial accounting, the continued availability at competitive prices of raw materials for our products, disruptions in our manufacturing facilities, risks of international sales and operations including fluctuations in exchange rates, compliance with regulatory requirements applicable to our manufacturing operations, and customer concentrations. These risks are discussed in greater detail in our quarterly report on Form 10-Q filed with the U.S. Securities and Exchange Commission. The forward-looking statements contained in this document regarding Interlink's financial results, industry and revenue trends, the filing of reports with the Securities and Exchange Commission and future business activities should be considered in light of these factors.*

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