

IMMERSION CORP  
Form 10-Q  
February 08, 2010

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

**FORM 10-Q**

(MARK ONE)

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

For the quarterly period ended June 30, 2009

**OR**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 000-27969

**IMMERSION CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**94-3180138**

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

*(I.R.S. Employer Identification No.)*

**801 Fox Lane, San Jose, California 95131**

*(Address of principal executive offices)(Zip Code)*  
**(408) 467-1900**

*(Registrant's telephone number, including area code)*

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

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

Number of shares of common stock outstanding at January 25, 2010: 27,999,593



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**PART I**  
**FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**  
**IMMERSION CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share amounts)  
(Unaudited)

<b>ASSETS</b>	<b>June 30, 2009</b>	<b>December 31, 2008</b>
Current assets:		
Cash and cash equivalents	\$ 25,047	\$ 64,769
Short-term investments	48,962	20,974
Accounts receivable (net of allowances for doubtful accounts of: June 30, 2009 \$241 and December 31, 2008 \$436)	4,185	6,114
Inventories net	3,672	3,757
Deferred income taxes	311	311
Prepaid expenses and other current assets	4,012	4,344
<b>Total current assets</b>	<b>86,189</b>	<b>100,269</b>
Property and equipment, net	3,868	3,827
Intangibles and other assets, net	10,329	9,491
<b>Total assets</b>	<b>\$ 100,386</b>	<b>\$ 113,587</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 903	\$ 2,842
Accrued compensation	2,052	2,920
Other current liabilities	3,731	3,493
Deferred revenue and customer advances	7,833	8,042
<b>Total current liabilities</b>	<b>14,519</b>	<b>17,297</b>
Long-term deferred revenue	18,131	15,989
Deferred income tax liabilities	311	311
Other long-term liabilities	217	212
<b>Total liabilities</b>	<b>33,178</b>	<b>33,809</b>
Contingencies (Note 16)		
Stockholders' equity:		
Common stock and additional paid-in capital \$0.001 par value; 100,000,000 shares authorized; shares issued: June 30, 2009 30,779,628 and December 31, 2008 30,674,045; shares outstanding: June 30, 2009 27,991,759 and December 31, 2008 27,887,482	170,808	167,870

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Warrants	11	1,731
Accumulated other comprehensive income	114	109
Accumulated deficit	(85,328)	(71,543)
Treasury stock at cost: June 30, 2009 2,787,869 shares and December 31, 2008 2,786,563 shares	(18,397)	(18,389)
Total stockholders' equity	67,208	79,778
Total liabilities and stockholders' equity	\$ 100,386	\$ 113,587

See accompanying Notes to Condensed Consolidated Financial Statements.

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(Unaudited)**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
		(As Restated)(1)		(As Restated)(1)
<b>Revenues:</b>				
Royalty and license	\$ 3,580	\$ 3,171	\$ 7,361	\$ 6,632
Product sales	2,772	3,744	6,051	6,324
Development contracts and other	330	704	776	1,503
<b>Total revenues</b>	<b>6,682</b>	<b>7,619</b>	<b>14,188</b>	<b>14,459</b>
<b>Costs and expenses:</b>				
Cost of product sales (exclusive of amortization and impairment of intangibles shown separately below)	2,312	2,051	3,563	3,735
Sales and marketing	4,016	3,846	8,300	7,191
Research and development	3,412	2,940	7,341	6,430
General and administrative	4,841	5,111	9,226	9,525
Amortization and impairment of intangibles	224	202	439	472
Restructuring costs	705		1,351	
<b>Total costs and expenses</b>	<b>15,510</b>	<b>14,150</b>	<b>30,220</b>	<b>27,353</b>
Operating loss	(8,828)	(6,531)	(16,032)	(12,894)
Change in fair value of warrant liability	(136)		344	
Interest and other income	207	973	510	2,608
Loss from continuing operations before provision for income taxes	(8,757)	(5,558)	(15,178)	(10,286)
Benefit (provision) for income taxes	(300)	1,903	(391)	3,157
Loss from continuing operations	(9,057)	(3,655)	(15,569)	(7,129)
Discontinued operations (Note 10) :				
Gain on sales of discontinued operations net of provision for income taxes of \$0	20		187	
Gain from discontinued operations, net of provision (benefit) for income taxes of \$(48), \$133, \$102, and \$324	166	210	401	536
<b>Net loss</b>	<b>\$ (8,871)</b>	<b>\$ (3,445)</b>	<b>\$ (14,981)</b>	<b>\$ (6,593)</b>

Basic and diluted net loss per share				
Continuing operations	(0.33)	(0.12)	(0.56)	(0.23)
Discontinued operations	0.01	0.01	0.02	0.01
Total	\$ (0.32)	\$ (0.11)	\$ (0.54)	\$ (0.22)
Shares used in calculating basic and diluted net loss per share	27,968	30,356	27,946	30,417

See accompanying Notes to Condensed Consolidated Financial Statements.

(1) See Note 2 Restatement of Condensed Consolidated Financial Statements of Notes to Condensed Consolidated Financial Statements.



**Table of Contents****IMMERSION CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)  
(unaudited)**

	<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008 As Restated (1)</b>
Cash flows from operating activities:		
Net loss	\$ (14,981)	\$ (6,593)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	873	541
Amortization and impairment of intangibles	439	472
Stock-based compensation	2,651	2,759
Excess tax benefits from stock-based compensation		(176)
Realized gain on short-term investments		(80)
Change in fair value of warrant liability	(344)	
Write off of equipment	708	
Gain on sales of discontinued operations	(187)	
Changes in operating assets and liabilities:		
Accounts receivable	1,943	728
Inventories	(172)	(822)
Deferred income taxes		(623)
Prepaid expenses and other current assets	332	(1,333)
Other assets	7	19
Accounts payable	(1,789)	290
Accrued compensation and other current liabilities	(783)	1,165
Income taxes payable	4	(319)
Deferred revenue and customer advances	1,933	2,478
Other long-term liabilities	5	30
Net cash used in operating activities	(9,361)	(1,464)
Cash flows provided by (used in) investing activities:		
Purchases of short-term investments	(48,988)	(32,144)
Maturities of short-term investments	21,000	51,979
Additions to intangibles	(1,543)	(1,560)
Purchases of property and equipment	(1,288)	(1,065)
Proceeds from sales of discontinued operations	187	
Net cash provided by (used in) investing activities	(30,632)	17,210
Cash flows provided by (used in) financing activities:		
Issuance of common stock under employee stock purchase plan	134	168
Exercise of stock options and warrants	144	1,121

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Excess tax benefits from stock-based compensation		176
Purchases of treasury stock		(6,155)
Tax withholding payment related to vested and released restricted stock units	(7)	
Net cash provided by (used in) financing activities	271	(4,690)
Effect (decrease) of exchange rates on cash and cash equivalents		(14)
Net increase (decrease) in cash and cash equivalents	(39,722)	11,042
Cash and cash equivalents:		
Beginning of the period	64,769	86,493
End of the period	\$ 25,047	\$ 97,535
Supplemental disclosure of cash flow information:		
Cash paid (received) for taxes	\$ 7	\$ (731)
Supplemental disclosure of non-cash investing and financing activities:		
Shares issued upon vesting of restricted stock units	\$ 22	\$
Amounts accrued for property and equipment, and intangibles	\$ 434	\$ 701

See accompanying Notes to Condensed Consolidated Financial Statements.

(1) See Note 2 Restatement of Condensed Consolidated Financial Statements of Notes to Condensed Consolidated Financial Statements.

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**IMMERSION CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2009**  
**(Unaudited)**

1. SIGNIFICANT ACCOUNTING POLICIES

*Description of Business*

Immersion Corporation (the Company) was incorporated in 1993 in California and reincorporated in Delaware in 1999 and develops, manufactures, licenses, and supports a wide range of hardware and software technologies and products that enhance digital devices with touch interaction.

*Principles of Consolidation and Basis of Presentation*

The condensed consolidated financial statements include the accounts of Immersion Corporation and its majority-owned subsidiaries. All intercompany accounts, transactions, and balances have been eliminated in consolidation.

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, and cash flows, in conformity with accounting principles generally accepted in the United States of America. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Amendment No. 1 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008. In the opinion of management, all adjustments consisting of only normal and recurring items necessary for the fair presentation of the financial position and results of operations for the interim period have been included.

The results of operations for the interim periods ended June 30, 2009 are not necessarily indicative of the results to be expected for the full year.

*Revenue Recognition*

The Company recognizes revenues in accordance with applicable accounting standards, including Securities and Exchange Commission (SEC) Staff Accounting Bulletin (SAB) No. 104, Revenue Recognition (SAB No. 104); Emerging Issues Task Force (EITF) No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables (EITF No. 00-21); and American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) No. 97-2, Software Revenue Recognition (SOP No. 97-2), as amended. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the fee is fixed and determinable, and collectability is probable. The Company derives its revenues from three principal sources: royalty and license fees, product sales, and development contracts.

*Royalty and license revenue* The Company recognizes royalty and license revenue based on royalty reports or related information received from the licensee as well as time-based licenses of its intellectual property portfolio. Up-front payments under license agreements are deferred and recognized as revenue either based on the royalty reports received or amortized over the license period depending on the nature of the agreement. Advance payments under license agreements that also require the Company to provide future services to the licensee are deferred and recognized over the service period once services commence when vendor-specific objective evidence (VSOE) related to the value of the services does not exist.

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The Company generally recognizes revenue from its licensees under one or a combination of the following models:

**License revenue model**

Perpetual license of intellectual property portfolio based on per unit royalties, no services contracted.

Time-based license of intellectual property portfolio with up-front payments and/or annual minimum royalty requirements, no services contracted. Licensees have certain rights to updates to the intellectual property portfolio during the contract period.

Perpetual license of intellectual property portfolio or technology license along with contract for development work.

License of software or technology, no modification necessary, no services contracted.

Individual contracts may have characteristics that do not fall within a specific license model or may have characteristics of a combination of license models. Under those circumstances, the Company recognizes revenue in accordance with SAB No. 104, EITF No. 00-21, and SOP No.97-2, as amended, to guide the accounting treatment for each individual contract. See also the discussion regarding Multiple element arrangements below.

*Product sales* The Company generally recognizes revenues from product sales when the product is shipped, provided the other revenue recognition criteria are met, including that collection is determined to be probable and no significant obligation remains. The Company sells the majority of its products with warranties ranging from three to sixty months. The Company records the estimated warranty costs during the quarter the revenue is recognized. Historically, warranty-related costs and related accruals have not been significant. The Company offers a general right of return on the MicroScribe® product line for 14 days after purchase. The Company recognizes revenue at the time of shipment of a MicroScribe digitizer and provides an accrual for potential returns based on historical experience. The Company offers no other general right of return on its products.

*Development contracts and other revenue* Development contracts and other revenue is comprised of professional services (consulting services and/or development contracts), customer support, and extended warranty contracts. Development contract revenues are recognized under the proportional performance accounting method based on physical completion of the work to be performed or completed performance method. Losses on contracts are recognized when determined. Revisions in estimates are reflected in the period in which the conditions become known. Customer support and extended warranty contract revenue is recognized ratably over the contractual period.

*Multiple element arrangements* The Company enters into revenue arrangements in which the customer purchases a combination of patent, technology, and/or software licenses, products, professional services, support, and extended warranties (multiple element arrangements). The Company allocates revenue to each element based on the relative fair value of each of the elements. If vendor specific objective evidence of fair value does not exist, the revenue is generally recorded over the term of the contract or upon delivery of all elements for which vendor specific evidence of fair value does not exist.

**Revenue recognition**

Based on royalty reports received from licensees. No further obligations to licensee exist.

Based on straight-line amortization of annual minimum/up-front payment recognized over contract period or annual minimum period.

Based on proportional performance method over the service period or completed performance method.

Up-front revenue recognition based on SOP No. 97-2 criteria or SAB No. 104, as applicable.

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In April 2008, the FASB issued FSP No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP No. FAS 142-3 ). FSP No. FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under Statement of SFAS No. 142,

*Goodwill and Other Intangible Assets*. FSP No. FAS 142-3 is effective for fiscal years beginning after December 15, 2008. The adoption of this guidance did not have a material impact on the Company's condensed consolidated results of operations, financial position or cash flows.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS No. 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* ( FSP No. FAS 115-2 and FAS No. 124-2 ). This FSP amends the other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments in the financial statements. The most significant change the FSP brings is a revision to the amount of other-than-temporary loss of a debt security recorded in earnings. FSP No. FAS 115-2 and FAS No. 124-2 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this guidance did not have a material impact on the Company's condensed consolidated results of operations, financial position or cash flows.

In April 2009, the FASB issued FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( FSP No. FAS 157-4 ). This FSP provides additional guidance for estimating fair value in accordance with SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ), when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. FSP No. FAS 157-4 is effective for interim and annual reporting periods ending after June 15, 2009, and is applied prospectively. The adoption of this guidance did not have a material impact on the Company's condensed consolidated results of operations, financial position or cash flows.

In April 2009, the FASB issued FSP No. FAS 107-1 and Accounting Principles Board ( APB ) 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ( FSP No. FAS 107-1 and APB No. 28-1 ). This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB No. 28-1 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this guidance did not have a material impact on the Company's condensed consolidated results of operations, financial position or cash flows.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ( SFAS No. 165 ). SFAS No. 165 provides guidance on management's assessment of subsequent events and incorporates this guidance into accounting literature. It also requires entities to disclose the date through which they have evaluated subsequent events and whether the date corresponds with the release of their financial statements. This guidance is effective for all interim and annual periods ending after June 15, 2009. The adoption of this guidance did not have a material impact on the Company's consolidated results of operations or financial position. The Company has evaluated subsequent events through February 8, 2010, the date of issuance of the Company's condensed consolidated financial statements.

In September 2009, the FASB ratified EITF Issue No. 08-1, *Revenue Arrangements with Multiple Deliverables* ( EITF No. 08-1 ). EITF No. 08-1 superseded EITF No.00-21 and addresses criteria for separating the consideration in multiple-element arrangements. EITF No. 08-1 will require companies to allocate the overall consideration to each deliverable by using a best estimate of the selling price of individual deliverables in the arrangement in the absence of vendor-specific objective evidence or other third-party evidence of the selling price. EITF No. 08-1 will be effective prospectively for revenue



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arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and early adoption will be permitted. The Company is currently evaluating the potential impact, if any, of the adoption of EITF No. 08-1 on its consolidated results of operations and financial condition.

In September 2009, the FASB also ratified EITF No. 09-3, *Certain Revenue Arrangements That Include Software Elements* ( EITF No. 09-3 ). EITF No. 09-3 modifies the scope of Statement of Position No. 97-2, *Software Revenue Recognition*, to exclude (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. EITF No. 09-3 has an effective date that is consistent with EITF No. 08-1. The Company is currently evaluating the potential impact, if any, of the adoption of EITF No. 09-3 on its consolidated results of operations and financial condition.

## 2. RESTATEMENT OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Subsequent to the issuance of the Company's unaudited condensed consolidated financial statements for the quarter ended June 30, 2008, the Company's management determined that errors existed in its previously issued financial statements. As a result, the accompanying condensed consolidated financial statements for the quarter and six months ended June 30, 2008 have been restated from amounts previously reported. The following summarizes the nature of the errors and the effects on the condensed consolidated financial statements.

### ***Revenue Transactions***

#### *Side Agreement*

The Company determined that certain commitments may have been made to a customer of its Medical line of business in the form of an undisclosed apparent side agreement dated in the fourth quarter of fiscal 2008. The customer and the Company had previously executed a distribution agreement in May 2008, and the customer entered into various sales transactions with the Company, both before and after the date of the apparent side agreement. The Company concluded that revenue should not have been recognized on certain transactions resulting in restatement adjustments to revenue in various reporting periods for the following reasons: (i) in certain circumstances, the product remained in a third-party warehouse and was not shipped to the customer until after the quarter in which revenue was recognized; (ii) a previously undisclosed apparent side agreement caused the terms of earlier transactions to be deemed not final until the distribution agreement between the customer and the Company was terminated; (iii) in certain circumstances, the Company had conflicting exclusivity arrangements in effect during the quarters when the Company was recognizing revenue for transactions with such customer; and (iv) concessions related to extended payment terms caused the amount to not be fixed and determinable. As a result, the Company determined that a total of \$511,000 of revenue recorded in the quarter and six months ended June 30, 2008 had not been appropriately recognized and has been reversed and will be recorded in subsequent periods.

#### *Additional Transactions Analyzed*

The Company also discovered additional transactions in its Medical line of business where revenue was not properly recognized due to one or more of the following reasons:

Premature recognition of revenue for products sold with FOB Destination or other similar shipping terms, or for incomplete shipment of products or storage of products following shipment;

Non-standard terms and conditions that prevented recognition of revenue upon shipment, including rights of return, extended payment terms, product replacement commitments, potential free upgrades and other non-standard commitments, that prevented recognition of revenue upon shipment; and

Lack of probable collectability at the time revenue was recognized.

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As a result, for the three months ended June 30, 2008 a net decrease in revenue in the amount of \$114,000 was recorded. This included an increase of approximately \$80,000 that was originally recorded in the prior quarter which has now been recorded in the second quarter of 2008 and a decrease of approximately \$194,000 of revenue originally recorded in the second quarter of 2008 which has been reversed and recognized in subsequent periods. For the six months ended June 30, 2008, a decrease in revenues of \$194,000 was recorded which will be recognized in subsequent periods

*Other Impact of Revenue Adjustments*

As a result of the adjustments to revenues discussed above, cost of product sales decreased by \$231,000 and \$252,000 for the quarter ended and six months ended June 30, 2008, respectively and commission expense decreased by \$21,000 for the quarter ended and six months ended June 30, 2008. There was no other impact on these accounts for the quarter or six months ended June 30, 2008.

*Other Errors in Condensed Consolidated Financial Statements*

The Company also corrected the condensed consolidated financial statements for the following items:

*Stock-Based Compensation Expense.* The Company identified a software-based error in its calculated stock-based compensation expense. The previous version of software used to calculate stock-based compensation expense incorrectly continued to apply a weighted average forfeiture rate to the vested portion of stock option awards until the grant's final vest date, rather than reflecting actual forfeitures as awards vested. This error resulted in an understatement of stock-based compensation expense in certain periods prior to the grant's final vest date. The Company recorded additional stock-based compensation expense of \$187,000 and \$830,000 for the first quarter and six months ended June 30, 2008, respectively.

*Interest Income.* The Company identified an error in the accounting relating to the timing of the recognition of interest income with respect to its patent license with Sony Computer Entertainment. Accordingly, the Company recorded additional interest income of approximately \$64,000 and \$192,000 for the second quarter and six months ended June 30, 2008, respectively. This accounting error related to the timing of the recognition of interest income but does not change the overall interest income to be recognized.

*Amortization and Impairment of Intangibles.* The Company identified instances where it had not commenced amortization of patents in the periods the patents were granted. In addition, the Company identified certain patent applications that were abandoned but had not been previously identified as such and has corrected this error by increasing amortization and impairment of intangibles by \$27,000 and \$62,000 in the second quarter and six months ended June 30, 2008, respectively.

***Impact of Corrections on Previously Issued Condensed Consolidated Financial Statements***

The Company's accompanying condensed consolidated financial statements have been restated resulting from the restatement adjustments described above, as follows:



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(\$ in thousands)

	<u>Revenue</u>	<u>Cost of Product Sales</u>	<u>Commission Expense</u>	<u>Total Impact of Revenue Adjustments</u>
<u>Six months ended June 30, 2008</u>				
Increase (Decrease)	\$ (691) (1)	\$ 252	\$ 21	\$ (418 )
<u>Three months ended June 30, 2008</u>				
Increase (Decrease)	\$ (602) (2)	\$ 231	\$ 21	\$ (350 )

(1) For the six months ended June 30, 2008 reflects a decrease of \$511,000 as discussed in Side Agreement and a decrease of \$194,000 in revenue as discussed in Additional Transactions Analyzed and an increase of \$14,000 in revenue due to warranty adjustments.

(2) For the three months ended June 30, 2008 reflects a decrease of \$511,000 as discussed in Side Agreement

and a net decrease of \$114,000 in revenue as discussed in Additional Transactions Analyzed and an increase of \$23,000 in revenue due to warranty adjustments.

**Summary of Impact of Restatement Adjustments**

	<b>Loss from Continuing Operations Before Provision for Income Taxes</b>					<b>Loss from Continuing Operations</b>	
	<b><u>Revenue Amortization Transactions and Adjustments</u></b>					<b><u>Total</u></b>	
	<b><u>(1)</u></b>	<b><u>Impairment of Intangibles</u></b>	<b><u>Interest Income</u></b>	<b><u>Stock-based Compensation (\$ in thousands)</u></b>	<b><u>Total</u></b>	<b><u>Income Tax Effect</u></b>	<b><u>Adjustments Net of Tax</u></b>
<b><u>Six months ended June 30, 2008</u></b>							
Increase (Decrease)	\$ (418 )	\$ (62 )	\$ 192	\$ (830 )	\$ (1,118 )	\$ 199	\$ (919 )
<b><u>Three months ended June 30, 2008</u></b>							
Increase (Decrease)	\$ (350 )	\$ (27 )	\$ 64	\$ (187 )	\$ (500 )	\$ 148	\$ (352 )

(1) See table above

The following tables present the impact of the restatement and reclassification on the Company's previously issued condensed consolidated statements of operations for the quarter and six months ended June 30, 2008 and cash flow for the six months ended June 30, 2008.

Additionally, as disclosed in footnote 10, the previously reported results of operations of the 3D product line for the quarter and six months ended June 30, 2008 have been reclassified and reported separately in the condensed consolidated statement of operations as discontinued operations.



**Table of Contents****CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****(In thousands, except per share amounts)**

	<b>Three Months Ended June 30, 2008</b>			
	<b>As Previously Reported</b>	<b>Discontinued Operations Reclassification</b>	<b>Restatement Adjustments</b>	<b>As Restated and Reclassified</b>
<b>Revenues:</b>				
Royalty and license	\$ 3,171	\$ -	\$ -	\$ 3,171
Product sales	5,386	(1,040)	(602)	3,744
Development contracts and other	756	(52)	-	704
<b>Total revenues</b>	<b>9,313</b>	<b>(1,092)</b>	<b>(602)</b>	<b>7,619</b>
<b>Costs and expenses:</b>				
Cost of product sales (exclusive of amortization and impairment of intangibles shown separately below)	2,570	(301)	(218)	2,051
Sales and marketing	4,258	(448)	36	3,846
Research and development	2,855	-	85	2,940
General and administrative	5,084	-	27	5,111
Amortization and impairment of intangibles	170	-	32	202
<b>Total costs and expenses</b>	<b>14,937</b>	<b>(749)</b>	<b>(38)</b>	<b>14,150</b>
<b>Operating loss</b>	<b>(5,624)</b>	<b>(343)</b>	<b>(564)</b>	<b>(6,531)</b>
Interest and other income	909	-	64	973
<b>Loss from continuing operations before provision for income taxes</b>	<b>(4,715)</b>	<b>(343)</b>	<b>(500)</b>	<b>(5,558)</b>
Benefit for income taxes	1,624	131	148	1,903
<b>Loss from continuing operations</b>	<b>(3,091)</b>	<b>(212)</b>	<b>(352)</b>	<b>(3,655)</b>
<b>Discontinued operations:</b>				
Gain from discontinued operations, net of provision for income taxes of \$133	-	212	(2)	210

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Net loss	\$ (3,091)	\$ -	\$ (354)	\$ (3,445)
Basic and diluted net loss per share				
Continuing operations	\$ (0.10)	\$ (0.01)	\$ (0.01)	\$ (0.12)
Discontinued operations	-	0.01	(0.00)	0.01
Total	\$ (0.10)	\$ 0.00	\$ (0.01)	\$ (0.11)
Shares used in calculating basic and diluted net loss per share				
	30,356	-	-	30,356

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**Table of Contents****CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****(In thousands, except per share amounts)**

	<b>Six Months Ended June 30, 2008</b>			
	<b>As Previously Reported</b>	<b>Discontinued Operations Reclassification</b>	<b>Restatement Adjustments</b>	<b>As Restated and Reclassified</b>
<b>Revenues:</b>				
Royalty and license	\$ 6,632	\$ -	\$ -	\$ 6,632
Product sales	9,237	(2,222)	(691)	6,324
Development contracts and other	1,599	(96)	-	1,503
<b>Total revenues</b>	<b>17,468</b>	<b>(2,318)</b>	<b>(691)</b>	<b>14,459</b>
<b>Costs and expenses:</b>				
Cost of product sales (exclusive of amortization and impairment of intangibles shown separately below)	4,656	(704)	(217)	3,735
Sales and marketing	7,700	(754)	245	7,191
Research and development	6,084	-	346	6,430
General and administrative	9,347	-	178	9,525
Amortization and impairment of intangibles	405	-	67	472
<b>Total costs and expenses</b>	<b>28,192</b>	<b>(1,458)</b>	<b>619</b>	<b>27,353</b>
<b>Operating loss</b>	<b>(10,724)</b>	<b>(860)</b>	<b>(1,310)</b>	<b>(12,894)</b>
Interest and other income	2,416	-	192	2,608
<b>Loss from continuing operations before provision for income taxes</b>	<b>(8,308)</b>	<b>(860)</b>	<b>(1,118)</b>	<b>(10,286)</b>
Benefit for income taxes	2,632	326	199	3,157
<b>Loss from continuing operations</b>	<b>(5,676)</b>	<b>(534)</b>	<b>(919)</b>	<b>(7,129)</b>
<b>Discontinued operations:</b>				
Gain from discontinued operations, net of provision for income taxes of \$324	-	534	2	536

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Net loss	\$ (5,676)	\$ -	\$ (917)	\$ (6,593)
Basic and diluted net loss per share				
Continuing operations	\$ (0.19)	\$ (0.01)	\$ (0.03)	\$ (0.23)
Discontinued operations	-	0.01	0.00	0.01
Total	\$ (0.19)	\$ 0.00	\$ (0.03)	\$ (0.22)
Shares used in calculating basic and diluted net loss per share	30,417	-	-	30,417

**Table of Contents****CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(In thousands)**

	<b>Six Months Ended June 30, 2008</b>		
	<b>As</b>		<b>As</b>
	<b>Previously</b>	<b>Restatement</b>	<b>Restated</b>
	<b>Reported</b>	<b>Adjustments</b>	
Cash flows from operating activities:			
Net loss	\$ (5,676)	\$ (917)	\$ (6,593)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	541	-	541
Amortization and impairment of intangibles	405	67	472
Stock-based compensation	1,929	830	2,759
Excess tax benefits from stock-based compensation	(176)	-	(176)
Realized gain on short-term investments	(80)	-	(80)
Changes in operating assets and liabilities:			
Accounts receivable	175	553	728
Inventories	(590)	(232)	(822)
Deferred income taxes	(475)	(148)	(623)
Prepaid expenses and other current assets	(1,164)	(169)	(1,333)
Other assets	19	-	19
Accounts payable	290	-	290
Accrued compensation and other current liabilities	1,186	(21)	1,165
Income taxes payable	(319)	-	(319)
Deferred revenue and customer advances	2,436	42	2,478
Other long-term liabilities	30	-	30
Net cash used in operating activities	(1,469)	5	(1,464)
Cash flows provided by (used in) investing activities:			
Purchases of short-term investments	(32,144)	-	(32,144)
Maturities of short-term investments	51,979	-	51,979
Additions to intangibles	(1,555)	(5)	(1,560)
Purchases of property and equipment	(1,065)	-	(1,065)
Net cash provided by investing activities	17,215	(5)	17,210
Cash flows provided by (used in) financing activities:			
Issuance of common stock under employee stock purchase plan	168	-	168
Exercise of stock options and warrants	1,121	-	1,121
Excess tax benefits from stock-based compensation	176	-	176
Purchases of treasury stock	(6,155)	-	(6,155)
Net cash used in financing activities	(4,690)	-	(4,690)
Effect (decrease) of exchange rates on cash and cash equivalents	(14)	-	(14)



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Net increase in cash and cash equivalents	11,042	-	11,042
Cash and cash equivalents:			
Beginning of the period	86,493	-	86,493
End of the period	\$ 97,535	\$ -	\$ 97,535
Supplemental disclosure of cash flow information:			
Cash received for taxes	\$ (731)	\$ -	\$ (731)
Non-cash investing and financing activities:			
Amounts accrued for property and equipment, and intangibles	\$ 701	\$ -	\$ 701

**Table of Contents****3. FAIR VALUE MEASUREMENTS***Cash Equivalents, Short-term Investments, and Warrant Derivative Liabilities*

The financial instruments of the Company measured at fair value on a recurring basis are cash equivalents, short-term investments, and warrant derivative liabilities. The Company's cash equivalents and short-term investments are generally classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The Company's warrant derivative liabilities are generally classified within Level 3 of the fair value hierarchy because they are valued using unobservable inputs which reflect the reporting entity's own assumptions that market participants would use in pricing the liability. Unobservable inputs are developed based on the best information available in the circumstances and also include the Company's own data.

The types of instruments valued based on quoted market prices in active markets include most U.S. government agency securities and most money market securities. Such instruments are generally classified within Level 1 of the fair value hierarchy.

The types of instruments valued based on quoted prices in markets that are less active, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency and include most investment-grade corporate commercial papers. Such instruments are generally classified within Level 2 of the fair value hierarchy.

The types of instruments valued based on unobservable inputs which reflect the reporting entity's own assumptions that market participants would use in pricing the liability include the warrant derivative liability. Such instruments are generally classified within Level 3 of the fair value hierarchy.

Financial instruments measured at fair value on a recurring basis as of June 30, 2009 and December 31, 2008 are classified based on the valuation technique in the table below:

	<b>June 30, 2009</b>			
	<b>Fair value measurements using</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>(In thousands)</b>			
<b>Assets:</b>				
Corporate commercial paper	\$	\$ 9,993	\$	\$ 9,993
U.S. government agency securities	39,066			39,066
Money market accounts	22,245			22,245
<b>Total assets at fair value</b>	<b>\$ 61,311</b>	<b>\$ 9,993</b>	<b>\$</b>	<b>\$ 71,304</b>
<b>Liabilities:</b>				
Warrant derivative liabilities	\$	\$	\$ 173	\$ 173
<b>Total liabilities at fair value</b>	<b>\$</b>	<b>\$</b>	<b>\$ 173</b>	<b>\$ 173</b>

The above table excludes \$2.7 million of cash held in banks.

	<b>December 31, 2008</b>			
	<b>Fair value measurement using</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>(In thousands)</b>			
Corporate commercial paper	\$	\$ 24,971	\$	\$ 24,971
U.S. government agency securities	23,978			23,978
Money market accounts	34,429			34,429

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Total	\$ 58,407	\$ 24,971	\$	\$ 83,378
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The above table excludes \$2.4 million of cash held in banks.

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The following table provides a summary of changes in fair value in the Level 3 financial instrument for the three months and six months ending June 30, 2009:

<b>Warrant Derivative Liability</b>	<b>Three Months Ended June 30, 2009 Fair Value Measurement Using Significant Unobservable Inputs (Level 3) (In thousands)</b>	<b>Six Months Ended June 30, 2009 Fair Value Measurement Using Significant Unobservable Inputs (Level 3) (In thousands)</b>
Balances, beginning of the period	\$ 37	\$ 517
Change in fair value Included in net loss	136	(344)
Balances, end of period	\$ 173	\$ 173

Short term investments measured at fair value on a recurring basis as of June 30, 2009 and December 31, 2008 are as below:

	<b>Amortized Cost</b>	<b>June 30, 2009 Gross Unrealized Holding</b>		<b>Fair Value</b>
		<b>Gains</b>	<b>Losses</b>	
		<b>(In thousands)</b>		
<b>Assets:</b>				
Corporate commercial paper	\$ 9,991	\$ 2	\$	\$ 9,993
U.S. government agency securities	38,951	18		38,969
Total	\$ 48,942	\$ 20	\$	\$ 48,962

	<b>Amortized Cost</b>	<b>December 31, 2008 Gross Unrealized Holding</b>		<b>Fair Value</b>
		<b>Gains</b>	<b>Losses</b>	
		<b>(In thousands)</b>		
<b>Assets:</b>				
Corporate commercial paper	\$ 9,980	\$ 1	\$	\$ 9,981
U.S. government agency securities	10,975	18		10,993
Total	\$ 20,955	\$ 19	\$	\$ 20,974

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The contractual maturities of the Company's available-for-sale securities on June 30, 2009 and December 31, 2008 were all due in one year or less.

**4. INVENTORIES**

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	<b>(In thousands)</b>	
Raw materials and subassemblies	\$ 2,680	\$ 3,119
Work in process	284	209
Finished goods	708	429
Inventories net	\$ 3,672	\$ 3,757

Included in the cost of product sales for the three and six months ended June 30, 2009 is a write off of \$554,000 resulting from a book to physical adjustment of inventory in the Medical line of business.

**5. PROPERTY AND EQUIPMENT**

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	<b>(In thousands)</b>	
Computer equipment and purchased software	\$ 4,474	\$ 4,735
Machinery and equipment	1,710	3,269
Furniture and fixtures	1,405	1,336
Leasehold improvements	1,457	1,261
Total	9,046	10,601
Less accumulated depreciation	(5,178)	(6,774)
Property and equipment, net	\$ 3,868	\$ 3,827

The sales and marketing expense for the three and six months ended June 30, 2009 included a charge of \$666,000 resulting from a book to physical adjustment of demo equipment in the Medical line of business.

**Table of Contents****6. INTANGIBLES AND OTHER ASSETS**

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	<b>(In thousands)</b>	
Patents and technology	\$ 18,056	\$ 17,008
Other assets	148	156
Gross intangibles and other assets	18,204	17,164
Accumulated amortization of patents and technology	(7,875)	(7,673)
Intangibles and other assets, net	\$ 10,329	\$ 9,491

The Company amortizes its intangible assets related to patents and trademarks, over their estimated useful lives, generally 10 years. The estimated annual amortization expense for intangible assets as of June 30, 2009 is \$797,000 in 2009, \$1.2 million in 2010, \$1.2 million in 2011, \$1.2 million in 2012, \$1.1 million in 2013, and \$5.1 million in total for all years thereafter.

**7. COMPONENTS OF OTHER CURRENT LIABILITIES AND DEFERRED REVENUE AND CUSTOMER ADVANCES**

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	<b>(In thousands)</b>	
Accrued legal	\$ 392	\$ 491
Income taxes payable	40	36
Other current liabilities	3,299	2,966
Total other current liabilities	\$ 3,731	\$ 3,493
Deferred revenue, current	\$ 7,765	\$ 7,954
Customer advances	68	88
Total deferred revenue, current and customer advances	\$ 7,833	\$ 8,042

**8. LONG-TERM DEFERRED REVENUE**

On June 30, 2009, long-term deferred revenue was \$18.1 million and included approximately \$16.5 million of deferred revenue from Sony Computer Entertainment. On December 31, 2008, long-term deferred revenue was \$16.0 million and included approximately \$14.5 million from Sony Computer Entertainment.

**Table of Contents****9. STOCK-BASED COMPENSATION***Stock Options and Awards*

The Company's equity incentive program is a long-term retention program that is intended to attract, retain, and provide incentives for talented employees, consultants, officers, and directors and to align stockholder and employee interests. The Company may grant options, stock appreciation rights, restricted stock, restricted stock units (RSUs), performance shares, performance units, and other stock-based or cash-based awards to employees, directors, and consultants. Under these programs, stock options may be granted at prices not less than the fair market value on the date of grant for stock options. These options generally vest over 4 years and expire 10 years from the date of grant. RSUs generally vest over 3 years. Restricted stock generally vests over one year. On June 30, 2009, 3,466,081 shares of common stock were available for grant, and there were 6,548,887 options to purchase shares of common stock outstanding, as well as 311,917 RSUs and shares of restricted stock outstanding.

*General Stock Option Information*

The following table sets forth the summary of option activity under the Company's stock option plans:

	<b>Number of Shares</b>
Outstanding at December 31, 2008 (4,055,180 exercisable at a weighted average price of \$9.35 per share)	7,009,667
Granted (weighted average fair value of \$2.10 per share)	1,330,183
Exercised	(71,207)
Forfeited and cancelled	(1,719,756)
Outstanding at June 30, 2009	6,548,887
Exercisable at June 30, 2009	3,744,748

*Restricted Stock Units*

Restricted stock unit activity for the six months ended June 30, 2009 is as follows:

	<b>Number of Shares</b>
Beginning balance at December 31, 2008	34,500
Awarded	292,287
Released	(4,000)
Forfeited	(37,870)
Ending Balance at June 30, 2009	284,917
Expected to Vest (1)	194,713

(1) RSUs expected to vest reflect estimated forfeiture rates.

**Table of Contents***Restricted Stock*

Restricted stock activity for the six months ended June 30, 2009 is as follows:

	<b>Number of Shares</b>
Beginning balance at December 31, 2008	
Awarded	27,000
Released	
Forfeited	
Ending balance at June 30, 2009	27,000

The assumptions used to value option grants and shares under the Company's Employee Stock Purchase Plan are as follows:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Options</b>				
Expected term (in years)	5.5	5.5	5.5	5.5
Volatility	69%	63%	69%	62%
Interest rate	2.3%	3.4%	1.8%	2.9%
Dividend yield				

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Employee Stock Purchase Plan</b>				
Expected term (in years)	0.5	0.5	0.5	0.5
Volatility	109%	73%	109%	73%
Interest rate	0.4%	2.2%	0.4%	2.2%
Dividend yield				



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Total stock-based compensation recognized in the condensed consolidated statements of operations is as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2009	2008	2009	2008
<b>Income Statement Classifications</b>	<b>(In thousands)</b>		<b>(In thousands)</b>	
Cost of product sales	\$ 33	\$ 65	\$ 102	\$ 108
Sales and marketing	213	354	443	777
Research and development	240	268	713	814
General and administrative	761	437	1,393	993
Total continuing operations	1,247	1,124	2,651	2,692
Discontinued operations		28		67
Total	\$ 1,247	\$ 1,152	\$ 2,651	\$ 2,759

As of June 30, 2009, there was \$9.8 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options, restricted stock and RSUs granted to the Company's employees and directors. This cost will be recognized over an estimated weighted-average period of approximately 3.16 years for options, 0.68 years for restricted stock and 2.68 years for RSUs. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

*Stock Repurchase Program*

On November 1, 2007, the Company announced that its board of directors authorized the repurchase of up to \$50 million of the Company's common stock. The Company may repurchase its stock for cash in the open market in accordance with applicable securities laws. The timing of and amount of any stock repurchase will depend on share price, corporate and regulatory requirements, economic and market conditions, and other factors. The stock repurchase authorization has no expiration date, does not require the Company to repurchase a specific number of shares, and may be modified, suspended, or discontinued at any time. During the three months and six months ended June 30, 2009, there were no stock repurchases under this program.

During the three months and six months ended June 30, 2008 there were 718,683 shares of stock repurchased under this program.

*Warrants*

The Company adopted EITF Issue No. 07-5, "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" (EITF 07-5), "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" effective January 1, 2009. EITF 07-5 provides that an entity should use a two step approach to evaluate whether an equity-linked financial instrument is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions. Therefore, warrants to purchase 426,951 shares of the Company's common stock issued in 2004 that were previously classified as Warrants have been retroactively restated upon adoption of EITF 07-5 and classified to Other Current Liabilities and Retained Earnings effective January 1, 2009 due to the presence of a warrant adjustment feature that allows for a change in the number of shares subject to issuance and a change in the exercise price of the warrant under certain circumstances, including the issuance of stock for cash in a secondary offering. The warrants expire on December 23, 2009 and the fair value balance of the remaining liability is now marked to market and recognized quarterly in non-operating income. The Company calculated the fair value of warrants using the Black-Scholes option pricing model, assuming a risk-free rate of 1.6%, a volatility factor of 66.9% as of January 1, 2009 and a contractual life of one year, and a derivative liability was established in the amount of \$517,000 with an offset to warrants of \$1.7 million and the cumulative effect of the change in accounting principle in the amount of \$1.2 million recognized as an adjustment to the opening balance of

retained earnings. At June 30, 2009, the Company recalculated the fair value of the warrants using the Black-Scholes option pricing model assuming a risk-free rate of 2.3%, a volatility factor of 69% and a contractual life of six months. This resulted in a credit (charge) to non-operating income of \$(136,000) and \$344,000 for the quarter and six months ended June 30, 2009. The fair value of the warrants derivative liability will be recalculated at each balance sheet date until they expire in December 2009.

**Table of Contents****10. RESTRUCTURING COSTS AND DISCONTINUED OPERATIONS**

The Company accounts for restructuring costs and discontinued operations in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets and SFAS No. 146, Accounting for Costs Associated with Exit of Disposal Activities, respectively. The following table sets forth the charges and expenses that are included in the restructuring line on the Company's condensed consolidated Statement of Operations for the six months ended June 30, 2009:

	<b>December 31, 2008</b>	<b>Six Months Ended June 30, 2009</b>			<b>June 30, 2009</b>
	<b>Restructuring Reserve</b>	<b>Add Charges</b>	<b>Deduct Cash Payments</b>	<b>Non-Cash Expenses</b>	<b>Restructuring Reserve</b>
			<b>(\$ in thousands)</b>		
Medical workforce reductions	\$	\$ 464	\$ (310)	\$ (14)	\$ 140
Touch workforce reductions	142	542	(632)	(2)	50
Medical division location transition		361	(285)		76
<b>Total</b>	<b>\$ 142</b>	<b>\$ 1,367</b>	<b>\$ (1,227)</b>	<b>\$ (16)</b>	<b>\$ 266</b>

*Restructuring Costs*

On March 2, 2009, the Company announced that it was relocating its Medical business operations from Gaithersburg, Maryland to San Jose, California. The Company had workforce reductions that were recorded as Medical segment restructuring charges for the three months and six months ended June 30, 2009. Workforce reduction costs consisting of severance benefits of \$133,000 are included in accrued compensation on the Company's condensed consolidated balance sheet. Other restructuring items are included in other current liabilities on the Company's condensed consolidated balance sheet. All of the remaining severance benefits have been paid in the third quarter of 2009 with the exception of certain COBRA costs that will be paid by the end of 2010.

In addition, for the first three months and six months of 2009, there were reorganizations in the Company's Touch segment due to business changes causing workforce reductions that have been recorded as accrued compensation in the Company's condensed consolidated balance sheet and restructuring charges in the statement of operations for the three months and six months ended June 30, 2009.

*Results of Discontinued Operations*

On November 17, 2008, the Company announced that it would divest its 3D product line which was part of its Touch segment. The Company's 3D product line consisted of a variety of products in the area of 3D digitizing, 3D measurement and inspection, and 3D interaction and included products such as MicroScribe digitizers, the CyberGlove family of products, and a SoftMouse 3D positioning device. In the three months ended March 31, 2009, the Company sold its CyberGlove and SoftMouse 3D positioning device product families including inventory, fixed assets, and intangibles and has recorded a gain on sale of discontinued operations of \$167,000. Negotiated consideration for the sales was \$900,000 in the form of cash and notes receivable and the proceeds will be recognized when they are received. In the three months ended June 30, 2009, the Company sold its MicroScribe device product family including inventory, fixed assets and intangibles and has recorded a gain on sale of discontinued operations of \$20,000. Negotiated consideration for the sale was \$1.8 million in the form of cash and notes receivable and the proceeds will be recognized when they are received. Accordingly, the operations of the 3D product line have been classified as discontinued operations, net of income tax, in the condensed consolidated statement of operations. Included in restructuring costs within discontinued operations for the year ended December 31, 2008 were asset impairment charges which included reserves taken against capitalized patent costs of \$255,000 and fixed asset write offs of \$20,000 due to the divesting of the product line. The Company had also accrued \$105,000 of severance charges at December 31, 2008 which had been paid in cash as of September 30, 2009. Revenues included in

discontinued operations of the 3D product line were \$118,000 and \$649,000 for the three months and six months ended June 30, 2009, respectively. Revenues included in

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discontinued operations of the 3D product line were \$1.1 million and \$2.3 million for the three months and six months ended June 30, 2008, respectively. The assets sold consisted primarily of intangibles that had no carrying value on the Company's books at the time of sale.

**11. INTEREST AND OTHER INCOME**

The Company has accounted for payments from Sony Computer Inc. due under a license entered in with them in 2007 in accordance with Accounting Principles Board ( APB ) Opinion No. 21. Under APB No. 21, the Company determined the present value of \$22.5 million of payments from them due over the three years ended December 31, 2009 to equal \$20.2 million. The Company is accounting for the difference of \$2.3 million as interest income which is being recognized in the income statement as each quarterly payment installment becomes due.

**12. INCOME TAXES**

For the three months and six months ended June 30, 2009, the Company recorded income tax provisions of \$300,000 and \$391,000 on pre-tax losses from continuing operations of \$8.8 million and \$15.2 million, yielding effective tax rates of 3.4% and 2.6% respectively. For the three months and six months ended June 30, 2008, the Company recorded income tax benefits of \$1.9 million and \$3.2 million on pre-tax losses from continuing operations of \$5.6 million and \$10.3 million, yielding effective tax rates of (34.2)% and (30.7)%, respectively. The effective tax rate differs from the statutory rate primarily due to the valuation allowance, foreign withholding taxes and interest on unrecognized tax benefits. The income tax provision or benefit for the six months ended June 30, 2009 and 2008, are as a result of applying the estimated annual effective tax rate to cumulative income (loss) before taxes, adjusted for certain discrete items which are fully recognized in the period they occur. The tax effect of the discontinued operations is removed to arrive at the income tax provision or benefit from continuing operations.

The Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, ( FIN 48 ), regarding accounting for uncertain tax benefits, on January 1, 2007. As of June 30, 2009, the Company has unrecognized tax benefits of approximately \$647,000, including interest of \$20,000. The total amount of unrecognized tax benefits that would affect the Company's effective tax rate, if recognized, is \$219,000. There were no material changes in the amount of unrecognized tax benefits during the quarter ended June 30, 2009. The Company does not expect any material changes to its liability for unrecognized tax benefits during the next twelve months. The Company's policy is to account for interest and penalties related to uncertain tax positions as a component of income tax provision.

Because the Company has net operating loss and credit carryforwards, there are open statutes of limitations in which federal, state, and foreign taxing authorities may examine the Company's tax returns for all years from 1993 through the current period.

During 2008, the Company recorded a valuation allowance for the entire deferred tax asset as a result of uncertainties regarding the realization of the asset balance due to losses in fiscal 2008, the variability of operating results, and near term projected results. In the event that the Company determines the deferred tax assets are realizable, an adjustment to the valuation allowance may increase income in the period such determination is made. The valuation allowance does not impact the Company's ability to utilize the underlying net operating loss carryforwards.

The net tax benefits from employee stock option transactions were approximately \$0 and \$0 during the three months and six months ended June 30, 2009, respectively. The net tax benefits from employee stock option transactions were approximately \$75,000 and \$182,000 during the three months and six months ended June 30, 2008, respectively. The Company includes only the direct tax effects of employee stock incentive plans in calculating this increase to additional paid-in capital.

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## 13. NET LOSS PER SHARE

The following is a reconciliation of the numerators and denominators used in computing basic and diluted net loss per share (in thousands, except per share amounts):

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Numerator:				
Loss from continuing operations	\$ (9,057)	\$ (3,655)	\$ (15,569)	\$ (7,129)
Gain from discontinued operations	186	210	588	536
Net loss	\$ (8,871)	\$ (3,445)	\$ (14,981)	\$ (6,593)
Denominator:				
Shares used in computation, basic and diluted (weighted average common shares outstanding)	27,968	30,356	27,946	30,417
Basic and diluted net loss per share:				
Continuing operations	\$ (0.33)	\$ (0.12)	\$ (0.56)	\$ (0.23)
Discontinued operations	0.01	0.01	0.02	0.01
Total	\$ (0.32)	\$ (0.11)	\$ (0.54)	\$ (0.22)

As of June 30, 2009 and 2008, the Company had securities outstanding that could potentially dilute basic earnings per share in the future, but these were excluded from the computation of diluted net loss per share in the periods presented since their effect would have been anti-dilutive. These outstanding securities consisted of the following:

	<b>June 30, 2009</b>	<b>June 30, 2008</b>
Outstanding stock options	6,548,887	7,505,995
Restricted stock and RSUs	311,917	
Warrants	428,567	436,772

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The following table sets forth the components of comprehensive income (loss):

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>	
Net loss	\$ (8,871)	\$ (3,445)	\$ (14,981)	\$ (6,593)
Change in unrealized losses on short-term investments	2	(22)		(29)
Foreign currency translation adjustment	72	(8)	5	(20)
<b>Total comprehensive loss</b>	<b>\$ (8,797)</b>	<b>\$ (3,475)</b>	<b>\$ (14,976)</b>	<b>\$ (6,642)</b>

**15. SEGMENT REPORTING**

The Company develops, manufactures, licenses, and supports a wide range of hardware and software technologies that more fully engage users' sense of touch when operating digital devices. The Company focuses on the following target application areas: automotive, consumer electronics, entertainment, gaming, and commercial and industrial controls; medical simulation; mobile communications; and three-dimensional design and interaction. The Company manages these application areas under two operating and reportable segments: 1) Touch (previously called Immersion Computing, Entertainment, and Industrial), and 2) Medical. The Company determines its reportable segments in accordance with criteria outlined in SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information.

The Company's chief operating decision maker ( CODM ) is the Chief Executive Officer. The CODM allocates resources to and assesses the performance of each operating segment using information about its revenue and operating income (loss). A description of the types of products and services provided by each operating segment is as follows:

Touch develops and markets touch feedback technologies that enable software and hardware developers to enhance realism and usability in their mobility, computing, entertainment, and industrial applications. Medical develops, manufactures, and markets medical training simulators that recreate realistic healthcare environments.

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The following tables display information about the Company's reportable segments:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>	
Revenues:				
Touch	\$ 4,187	\$ 3,920	\$ 8,661	\$ 7,882
Medical	2,495	3,699	5,561	6,618
Intersegment eliminations			(34)	(41)
Total	\$ 6,682	\$ 7,619	\$ 14,188	\$ 14,459
Operating loss:				
Touch	\$ (3,875)	\$ (5,688)	\$ (8,891)	\$ (10,577)
Medical	(4,953)	(855)	(7,140)	(2,312)
Intersegment eliminations		12	(1)	(5)
Total	\$ (8,828)	\$ (6,531)	\$ (16,032)	\$ (12,894)

	<b>December</b>	
	<b>June 30,</b>	<b>31,</b>
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
Total Assets:		
Touch	\$ 126,275	\$ 129,305
Medical	9,835	11,471
Intersegment eliminations	(35,724)	(27,189)
Total	\$ 100,386	\$ 113,587

**16. CONTINGENCIES***In re Immersion Corporation Initial Public Offering Securities Litigation*

The Company is involved in legal proceedings relating to a class action lawsuit filed on November 9, 2001 in the U. S. District Court for the Southern District of New York, *In re Immersion Corporation Initial Public Offering Securities Litigation*, No. Civ. 01-9975 (S.D.N.Y.), related to *In re Initial Public Offering Securities Litigation*, No. 21 MC 92 (S.D.N.Y.). The named defendants are the Company and three of its current or former officers or directors (the

Immersion Defendants), and certain underwriters of its November 12, 1999 initial public offering (IPO). Subsequently, two of the individual defendants stipulated to a dismissal without prejudice.

The operative amended complaint is brought on purported behalf of all persons who purchased the Company's common stock from the date of the Company's IPO through December 6, 2000. It alleges liability under Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, on the grounds that the registration statement for the IPO did not disclose that: (1) the underwriters agreed to allow certain customers to purchase shares in the IPO in exchange for excess commissions to be paid to the underwriters; and (2) the underwriters arranged for certain customers to purchase additional shares in the aftermarket at predetermined prices. The complaint also appears to allege that false or misleading analyst reports were issued. The complaint does



not claim any specific amount of damages.

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Similar allegations were made in other lawsuits challenging over 300 other initial public offerings and follow-on offerings conducted in 1999 and 2000. The cases were consolidated for pretrial purposes. On February 19, 2003, the District Court ruled on all defendants' motions to dismiss. The motion was denied as to claims under the Securities Act of 1933 in the case involving Immersion as well as in all other cases (except for 10 cases). The motion was denied as to the claim under Section 10(b) as to the Company, on the basis that the complaint alleged that the Company had made acquisition(s) following the IPO. The motion was granted as to the claim under Section 10(b), but denied as to the claim under Section 20(a), as to the remaining individual defendant.

In September 2008, all of the parties to the lawsuits reached a settlement, subject to documentation and approval of the District Court. The Immersion Defendants would not be required to contribute to the settlement. Subsequently, an underwriter defendant filed for bankruptcy and other underwriter defendants were acquired. On April 2, 2009, final documentation evidencing the settlement was presented to the District Court for approval. If the settlement is not approved by the District Court, the Company intends to defend the lawsuit vigorously.

*Other Contingencies*

From time to time, the Company receives claims from third parties asserting that the Company's technologies, or those of its licensees, infringe on the other parties' intellectual property rights. Management believes that these claims are without merit. Additionally, periodically, the Company is involved in routine legal matters and contractual disputes incidental to its normal operations. In management's opinion, the resolution of such matters will not have a material adverse effect on the Company's consolidated financial condition, results of operations, or liquidity.

In the normal course of business, the Company provides indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of the Company's intellectual property, technology, or products. Historically, costs related to these guarantees have not been significant, and the Company is unable to estimate the maximum potential impact of these guarantees on its future results of operations.

As permitted under Delaware law, the Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at its request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company currently has director and officer insurance coverage that limits its exposure and enables it to recover a portion of any future amounts paid. Management believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is indeterminable.

**17. SUBSEQUENT EVENTS**

*In re Immersion Corporation Securities Litigation*

In September and October 2009, various putative shareholder class action and derivative complaints were filed in federal and state court against the Company and certain current and former Immersion directors and officers.

On September 2, 2009, a securities class action complaint was filed in the United States District Court for the Northern District of California against the Company and certain of its current and former directors and officers. Over the following five weeks, four additional class action complaints were filed. (One of these four actions was later voluntarily dismissed.) The securities class action complaints name the Company and certain

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current and former Immersion directors and officers as defendants and allege violations of federal securities laws based on the Company's issuance of allegedly misleading financial statements. The various complaints assert claims covering the period from May 2007 through July 2009 and seek compensatory damages allegedly sustained by the purported class members.

On December 21, 2009, these class actions were consolidated by the court as *In Re Immersion Corporation Securities Litigation*. On the same day, the court appointed a lead plaintiff and lead plaintiff's counsel. The lead plaintiff will file a consolidated complaint following the Company's restatement of financial statements which defendants will then have the opportunity to file responsive pleadings.

*In re Immersion Corporation Derivative Litigation*

On September 15, 2009, a putative shareholder derivative complaint was filed in the United States District Court for the Northern District of California, purportedly on behalf of the Company and naming certain of its current and former directors and officers as individual defendants. Thereafter, two additional putative derivative complaints were filed in the same court.

The derivative complaints arise from the same or similar alleged facts as the federal securities actions and seek to bring state law causes of action on behalf of the Company against the individual defendants for breaches of fiduciary duty, gross negligence, abuse of control, gross mismanagement, breach of contract, waste of corporate assets, unjust enrichment, as well as for violations of federal securities laws. The federal derivative complaints seek compensatory damages, corporate governance changes, unspecified equitable and injunctive relief, the imposition of a constructive trust, and restitution. On November 17, 2009, the court consolidated these actions as *In re Immersion Corporation Derivative Shaw V. Richardson et. al. Litigation* and appointed lead counsel. Plaintiffs will file a consolidated derivative complaint following the Company's restatement of financial statements to which defendants will then have the opportunity to file responsive pleadings.

On October 7, 2009, a putative shareholder derivative complaint was filed in the Superior Court of the State of California for the County of Santa Clara, purportedly on behalf of the Company, seeking compensatory damages, equitable and injunctive relief, and restitution. The complaint names certain current and former directors and officers of the Company as individual defendants. This complaint arises from the same or similar alleged facts as the federal securities actions and seeks to bring causes of action on behalf of the Company against the individual defendants for breaches of fiduciary duty, waste of corporate assets and unjust enrichment. Plaintiff will file an amended complaint in this action following the Company's restatement of financial statements to which defendants will then have the opportunity to file responsive pleadings.

The Company cannot predict the ultimate outcome of the above-mentioned federal and state actions, and it is unable to estimate any potential liability it may incur.

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

This Quarterly Report on Form 10-Q includes 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. The forward-looking statements involve risks and uncertainties. Forward-looking statements are identified by words such as anticipates, believes, expects, intends, may, will, and other similar expressions. However, these words are only way we identify forward-looking statements. In addition, any statements, which refer to expectations, projections, or other characterizations of future events, or circumstances, are forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of factors, including those set forth below in Management's Discussion and Analysis of Financial Condition and Results of Operations and Risk Factors, those described elsewhere in this report, and those described in our other reports filed with the SEC. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements after the filing of this report. You are urged to review carefully and consider our various disclosures in this report and in our other reports publicly disclosed or filed with the SEC that attempt to advise you of the risks and factors that may affect our business.



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**OVERVIEW**

We are a leading provider of haptic technologies that allow people to use their sense of touch more fully when operating a wide variety of digital devices. To achieve this heightened interactivity, we develop and manufacture or license a wide range of hardware and software technologies and products. While we believe that our technologies are broadly applicable, we are currently focusing our marketing and business development activities on the following target application areas: automotive, consumer electronics, entertainment, gaming, and commercial and industrial controls; medical simulation; and mobile communications. We manage these application areas under two operating and reportable segments: 1) Touch and 2) Medical.

In some markets, such as video console gaming, mobile phones, and automotive controls, we license our technologies to manufacturers who use them in products sold under their own brand names. In other markets, such as medical simulation we sell products manufactured under our own brand name through direct sales to end users, distributors, OEMs, or value-added resellers. From time to time, we also engage in development projects for third parties. In the three months ended March 31, 2009, we divested our 3D product line which was part of our Touch segment. We ceased operations of the 3D product line and sold its MicroScribe, CyberGlove, and SoftMouse 3D positioning device product families. We have abandoned all other 3D operations.

Our objective is to drive adoption of our touch technologies across markets and applications to improve the user experience with digital devices and systems. We and our wholly owned subsidiaries hold over 700 issued or pending patents in the U.S. and other countries, covering various aspects of hardware and software technologies.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, stock-based compensation, bad debts, inventory reserves, short-term investments, warranty obligations, patents and intangible assets, contingencies, and litigation. We base our estimates and assumptions on historical experience and on various other factors that we believe 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 and assumptions.

We believe the following are our most critical accounting policies as they require our significant judgments and estimates in the preparation of our condensed consolidated financial statements:

*Revenue Recognition*

We recognize revenues in accordance with applicable accounting standards, including SAB No. 104, EITF No. 00-21, and SOP No. 97-2. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the fee is fixed and determinable, and collectability is probable. We derive our revenues from three principal sources: royalty and license fees, product sales, and development contracts.

*Royalty and license revenue* We recognize royalty and license revenue based on royalty reports or related information received from the licensee as well as time-based licenses of our intellectual property portfolio. Up-front payments under license agreements are deferred and recognized as revenue either based on the royalty reports received or amortized over the license period depending on the nature of the agreement. Advance payments under license agreements that also require us to provide future services to the licensee are generally deferred and recognized over the service period once services commence when VSOE related to the value of the services does not exist.

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We generally recognize revenue from our licensees under one or a combination of the following license models:

<b>License revenue model</b>	<b>Revenue recognition</b>
Perpetual license of intellectual property portfolio based on per unit royalties, no services contracted.	Based on royalty reports received from licensees. No further obligations to licensee exist.
Time-based license of intellectual property portfolio with up-front payments and/or annual minimum royalty requirements, no services contracted. Licensees have certain rights to updates to the intellectual property portfolio during the contract period.	Based on straight-line amortization of annual minimum/up-front payment recognized over contract period or annual minimum period.
Perpetual license of intellectual property portfolio or technology license along with contract for development work.	Based on proportional performance method over the service period or completed performance method.
License of software or technology, no modification necessary, no services contracted.	Up-front revenue recognition based on SOP No. 97-2 criteria or SAB No. 104, as applicable.

Individual contracts may have characteristics that do not fall within a specific license model or may have characteristics of a combination of license models. Under those circumstances, we recognize revenue in accordance with SAB No. 104, EITF No. 00-21 and SOP No. 97-2, as amended, to guide the accounting treatment for each individual contract. See also the discussions regarding *Multiple element arrangements* below. If the information received from our licensees regarding royalties is incorrect or inaccurate, our revenues in future periods may be adversely affected. To date, none of the information we have received from our licensees has caused any material reduction in future period revenues.

*Product sales* We generally recognize revenues from product sales when the product is shipped provided the other revenue recognition criteria are met, including that collection is determined to be probable and no significant obligation remains. We sell the majority of our products with warranties ranging from three to sixty months. We record the estimated warranty costs during the quarter the revenue is recognized. Historically, warranty-related costs and related accruals have not been significant. We offer a general right of return on the MicroScribe product line for 14 days after purchase. We recognize revenue at the time of shipment of a MicroScribe digitizer and provide an accrual for potential returns based on historical experience. We offer no other general right of return on our products.

*Development contracts and other revenue* Development contracts and other revenue is comprised of professional services (consulting services and/or development contracts), customer support, and extended warranty contracts. Development contract revenues are recognized under the proportional performance accounting method based on physical completion of the work to be performed or completed performance method. Losses on contracts are recognized when determined. Revisions in estimates are reflected in the period in which the conditions become known. Customer support and extended warranty contract revenue is recognized ratably over the contractual period.

*Multiple element arrangements* We enter into revenue arrangements in which the customer purchases a combination of patent, technology, and/or software licenses, products, professional services, support, and extended warranties (multiple element arrangements). We allocate revenue to each element based on the relative fair value of each of the elements. If vendor specific objective evidence of fair value does not exist, the revenue is generally recorded over the term of the contract or upon delivery of all elements for which vendor specific evidence of fair value does not exist.

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Our revenue recognition policies are significant because our revenues are a key component of our results of operations. In addition, our revenue recognition determines the timing of certain expenses, such as commissions and royalties. Revenue results are difficult to predict, and any shortfall in revenue or delay in recognizing revenue could cause our operating results to vary significantly from quarter to quarter and could result in greater or future operating losses.

*Stock-based Compensation*

We account for stock-based compensation in accordance with SFAS No. 123R. We accounted for stock-based compensation using the modified-prospective method, under which prior periods are not revised for comparative purposes. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period.

*Valuation and amortization method* We use the Black-Scholes model, single-option approach to determine the fair value of stock options, and ESPP shares. All share-based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include actual and projected employee stock option exercise behaviors that impact the expected term and forfeiture rates, our expected stock price volatility over the term of the awards, risk-free interest rate, and expected dividends.

*Expected term* We estimate the expected term of options granted by calculating the average term from our historical stock option exercise experience. We used the simplified method as prescribed by SAB No. 110 for options granted prior to January 1, 2008.

*Expected volatility* We estimate the volatility of our common stock taking into consideration our historical stock price movement and our expected future stock price trends based on known or anticipated events.

*Risk-free interest rate* We base the risk-free interest rate that we use in the option pricing model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options.

*Expected dividend* We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option pricing model.

*Forfeitures* We are required to estimate future forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We record stock-based compensation expense only for those awards that are expected to vest. We estimate our forfeiture rate based on anticipated future trends in pre-vesting options and awards forfeitures and recent historical data.

If factors change and we employ different assumptions for estimating stock-based compensation expense in future periods, or if we decide to use a different valuation model, the future periods may differ significantly from what we have recorded in the current period and could materially affect our operating results.

The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics not present in our option grants and ESPP shares. Existing valuation models, including the Black-Scholes and lattice binomial models, may not provide reliable measures of the fair values of our stock-based compensation. Consequently, there is a risk that our estimates of the fair values of our stock-based compensation awards on the grant dates may bear little resemblance to the actual values realized upon the exercise, expiration, early termination, or forfeiture of those stock-based payments in the future. Certain stock-based payments, such as employee stock options, may expire and be worthless or otherwise result in zero intrinsic value as compared to the fair values originally estimated on the grant date and reported in our financial statements.

Alternatively, value may be realized from these instruments that are significantly higher than the fair values originally estimated on the grant date and reported in our financial statements. There currently is no market-based mechanism or other practical application to verify the reliability and accuracy of the estimates stemming from these valuation models, nor is there a means to compare and adjust the estimates to actual values.

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See Note 9 to the condensed consolidated financial statements for further information regarding the SFAS No. 123R disclosures.

*Accounting for Income Taxes*

We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized and are reversed at such time that realization is believed to be more likely than not. Management must make assumptions, judgments, and estimates to determine our current provision for income taxes and also our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset.

Our judgments, assumptions, and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws, and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. We have established reserves for income taxes to address potential exposures involving tax positions that could be challenged by tax authorities. Although we believe our judgments, assumptions, and estimates are reasonable, changes in tax laws or our interpretation of tax laws and any future tax audits could significantly impact the amounts provided for income taxes in our condensed consolidated financial statements.

Our assumptions, judgments, and estimates relative to the value of a deferred tax asset take into account predictions of the amount and category of future taxable income, such as income from operations or capital gains income. Actual operating results and the underlying amount and category of income in future years could render inaccurate our current assumptions, judgments, and estimates of recoverable net deferred taxes. Any of the assumptions, judgments, and estimates mentioned above could cause our actual income tax obligations to differ from our estimates, thus materially impacting our financial position and results of operations.

*Short-term Investments*

Our short-term investments consist primarily of highly liquid commercial paper and government agency securities purchased with an original or remaining maturity of greater than 90 days on the date of purchase. We classify all debt securities with readily determinable market values as available-for-sale in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities. Even though the stated maturity dates of these debt securities may be one year or more beyond the balance sheet date, we have classified all debt securities as short-term investments in accordance with Accounting Research Bulletin No. 43, Chapter 3A, Working Capital Current Assets and Current Liabilities, as they are reasonably expected to be realized in cash or sold within one year. These investments are carried at fair market value with unrealized gains and losses considered to be temporary in nature reported as a separate component of other comprehensive income (loss) within stockholders' equity.

We follow the guidance provided by FSP No. 115-1/124-1 and EITF No. 03-01 The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments to assess whether our investments with unrealized loss positions are other than temporarily impaired. Realized gains and losses and declines in value judged to be other than temporary are determined based on the specific identification method and are reported in the condensed consolidated statement of operations. Factors considered in determining whether a loss is temporary include the length of time and extent to which fair value has been less than the cost basis, the financial condition and near-term prospects of the investee, and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value.

Effective January 1, 2008, we adopted the provisions of SFAS No. 157, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements required under other accounting pronouncements. SFAS No. 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly



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transaction between market participants. SFAS No. 157 also requires that a fair value measurement reflect the assumptions market participants would use in pricing an asset or liability based on the best information available. Assumptions include the risks inherent in a particular valuation technique (such as a pricing model) and/or the risks inherent in the inputs to the model.

SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are less active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

In February 2008, the FASB issued FSP No. 157-2 that delays the effective date of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually) until fiscal years beginning after November 15, 2008. The delay is intended to allow the FASB and constituents additional time to consider the effect of various implementation issues that have arisen, or that may arise, from the application of SFAS No. 157. We continue to assess the impact that FSP No. 157-2 may have on our consolidated financial position and results of operations. The adoption of this guidance did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

Further information about the application of SFAS No. 157 may be found in Note 3 to the condensed consolidated financial statements.

*Recovery of Accounts Receivable*

We maintain allowances for doubtful accounts for estimated losses resulting from our review and assessment of our customers' ability to make required payments. If the financial condition of one or more of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances might be required.

*Inventory Reserves*

We reduce our inventory value for estimated obsolete and slow moving inventory in an amount equal to the difference between the cost of inventory and the net realizable value based upon assumptions about future demand and market conditions. If actual future demand and market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

*Product Return and Warranty Reserves*

We provide for estimated costs of future anticipated product returns and warranty obligations based on historical experience when related revenues are recognized, and we defer warranty-related revenue over the related warranty term.

*Intangible Assets*

We have acquired patents and other intangible assets. In addition, we capitalize the external legal and filing fees associated with patents and trademarks. We assess the recoverability of our intangible assets, and we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets that affect our consolidated financial statements. If these estimates or related assumptions change in the future, we may be required to record impairment charges for these assets. We amortize our intangible assets related to patents and trademarks, once they issue, over their estimated

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useful lives, generally 10 years. Future changes in the estimated useful life could affect the amount of future period amortization expense that we will incur. During the six months ended June 30, 2009, we capitalized costs associated with patents and trademarks \$1.3 million. Our total amortization expense for the three and six months ended June 30, 2009 for all intangible assets was \$224,000 and \$438,000, respectively.

*Restructuring Costs*

We calculate our Restructuring costs based upon our estimate of workforce reduction costs, asset impairment charges, and other appropriate charges resulting from a restructuring. The Company accounts for restructuring costs in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets and SFAS No. 146, Accounting for Costs Associated with Exit of Disposal Activities based on our assumptions, judgments, and estimates, we determine whether we need to record an impairment charge to reduce the value of the asset carried on our balance sheet to its estimated fair value. Assumptions, judgments and estimates about future values are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy.

The above listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

**RESULTS OF OPERATIONS FOR THE THREE MONTHS AND SIX MONTHS ENDED JUNE 30, 2009 AND 2008**

The following discussion and analysis includes our results of operations from continuing operations for the three months and six months ended June 2009 and 2008. A separate discussion of the 3D product line under discontinued operations has been presented following our analysis of continuing operations. Accordingly, the sales, gross profit, sales and marketing expense, and income tax provision from our discontinued operations have been aggregated and reported as loss from discontinued operations and are not a component of the aforementioned continuing operations discussion.

*Overview*

We had a 12% decrease in revenues from continuing operations during the second quarter of 2009 as compared to the second quarter of 2008. The second quarter revenue decline was primarily due to a 26% decrease in product sales, mainly medical product sales, and a 53% decrease in development contract revenues. We believe that the current economic downturn has had a negative effect on capital purchases of our products. The revenue decrease was partially offset by a 13% increase in royalty and license revenues from increased Touch royalty and license fees mainly from customers that sell mobile devices. We had a 2% decrease in revenues from continuing operations during the six months ended June 30, 2009 as compared to the six months ended June 30, 2008. The first six months revenue decline was primarily due to a 48% decrease in development contract revenues and a 4% decrease in product sales, mainly medical product sales. The revenue decrease was partially offset by an 11% increase in royalty and license revenues from increased Touch royalty and license fees mainly from customers that sell mobile devices. In conjunction with moving our medical operating segment to San Jose and other workforce reductions in our Touch segment, we had restructuring costs of \$705,000 and \$1.4 million for the three and six months ended June 30, 2009, respectively. We had physical inventory write offs of \$543,000 and \$554,000 for the three and six months ended June 30, 2009 primarily consisting of physical count to book adjustments of medical demo equipment. We also recognized write offs of demo equipment of \$668,000 and \$666,000 for the three and six months ended June 30, 2009, respectively, resulting from a reconciliation of the fixed asset records to the physical inventory at the time of the move. We divested our 3D product line and recorded gains of \$166,000 and \$401,000 from discontinued operations for the three and six months ended June 30, 2009, respectively. This was compared to gains of \$210,000 and \$536,000 for the three and six months ended June 30, 2008, respectively. We also had gains on sales of discontinued operations of \$20,000 and \$187,000 for the three and six months ended June 30, 2009, respectively. Our net loss was \$8.9 million for the second quarter of 2009 compared to a net loss of \$3.4 million for the second quarter of 2008. Our net loss was \$15.0 million for the six months ended June 30, 2009 compared to a net loss of \$6.6 million for the six months ended June 30, 2008.



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With our divestiture of the 3D product line, our move of the medical operating segment to San Jose, and other restructuring efforts, we hope to achieve certain cost reductions in 2009. In 2009, we expect to continue to focus on the execution of plans in our established businesses to seek to increase revenue and make selected investments for longer-term growth areas. Our success could be limited by several factors, including the current macro-economic climate, the timely release of our new products and our licensees' products, continued market acceptance of our products and technology, the introduction of new products by existing or new competitors, and the cost of ongoing litigation. For a further discussion of these and other risk factors, see Part II Item 1A Risk Factors.

REVENUES	June 30,		Change
	2009	2008	
	(In thousands)		
Three months ended:			
Royalty and license	\$ 3,580	\$ 3,171	13%
Product sales	2,772	3,744	(26)%
Development contracts and other	330	704	(53)%
Total Revenue	\$ 6,682	\$ 7,619	(12)%
Six months ended:			
Royalty and license	\$ 7,361	\$ 6,632	11%
Product sales	6,051	6,324	(4)%
Development contracts and other	776	1,503	(48)%
Total Revenue	\$ 14,188	\$ 14,459	(2)%

**Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008**

*Total Revenue* Our total revenue from continuing operations for the second quarter of 2009 decreased by \$937,000 or 12% from the second quarter of 2008.

*Royalty and license revenue* Royalty and license revenue is comprised of royalties earned on sales by our TouchSense licensees and license fees charged for our intellectual property portfolio. Royalty and license revenue for the second quarter of 2009 was \$3.6 million, an increase of \$409,000 or 13% from the second quarter of 2008. The increase in royalty and license revenue was primarily due to an increase in royalty and license revenue from our Touch segment from increased shipments by licensees of mobile devices partially offset by decreased revenue from gaming and automotive licensees. We expect royalty revenue to be a significant component of our revenue as our technology continues to be included in mobile phone handsets.

Based on our litigation conclusion and new business agreement entered into with Sony Computer Entertainment in March 2007, we are recognizing a minimum of \$30.0 million as royalty and license revenue from March 2007 through March 2017, approximately \$750,000 per quarter. The revenue from our third-party peripheral licensees included in royalty and license revenue has also generally continued to decline primarily due to i) the reduced sales of past generation video console systems due to the launches of the next-generation console models from Microsoft Xbox 360, Sony PlayStation 3 (PS3), and Nintendo Wii, and ii) the decline in third-party market share of aftermarket game console controllers due to the launch of next-generation peripherals by manufacturers of console systems.

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Sony has, to date, not yet broadly licensed third parties to produce peripherals of the PS3 system. To the extent Sony discourages or impedes third-party controller makers from making more PS3 controllers with vibration feedback, our licensing revenue from third-party PS3 peripherals will continue to be severely limited.

For the Microsoft Xbox 360 video console system launched in November 2005, Microsoft has, to date, not broadly licensed third parties to produce game controllers. Because our gaming royalties come mainly from third-party manufacturers, unless Microsoft broadens its licenses to third-party controller makers, particularly with respect to wireless controllers for Xbox 360, our gaming royalty revenue may decline. Additionally, Microsoft is now making touch-enabled wheels covered by its royalty-free, perpetual, irrevocable license to our worldwide portfolio of patents that could compete with our licensees' current or future products for which we earn per unit royalties. For the Nintendo Wii video console system launched in December 2006, Nintendo has, to date, not yet broadly licensed third parties to produce game controllers for its Wii game console. Because our gaming royalties come mainly from third-party manufacturers, unless Nintendo broadens its licenses to third-party controller makers, our gaming royalty revenue may decline.

In addition, BMW has removed our technology from certain controller systems, which also caused automotive royalties to decline. We expect that this removal of our technology from certain controller systems will cause our automotive royalty revenue to decline in the future, which may be partially offset by new vehicles from other manufacturers brought to market.

*Product sales* Product sales for the second quarter of 2009 were \$2.8 million, a decrease of \$972,000 or 26% as compared to the second quarter of 2008. The decrease in product sales was primarily due to a decrease in medical product sales. Reduced medical product sales were mainly due to decreased sales of our endoscopy, endovascular, Virtual IV, and laparoscopy simulators partially offset by an increase in sales of our arthroscopy simulators. We believe that the current economic downturn has had and may continue to have a negative effect on capital purchases of our products in the near term.

*Development contract and other revenue* Development contract and other revenue is comprised of revenue on commercial contracts and extended support contracts. Development contract and other revenue was \$330,000 during the second quarter of 2009, a decrease of \$374,000 or 53% as compared to the second quarter of 2008. The decrease was mainly attributable to a decrease in medical contract revenue due to the completion of work performed under medical contracts that occurred through the first six months of 2008. We do not currently have any government projects in development. We continue to transition our engineering resources from certain commercial development contract efforts to product development efforts that focus on leveraging our existing sales and channel distribution capabilities.

We categorize our geographic information into four major regions: North America, Europe, Far East, and Rest of the World. In the second quarter of 2009, revenue generated in North America, Europe, Far East, and Rest of the World represented 54%, 14%, 32%, and 0%, respectively, compared to 66%, 16%, 13%, and 5%, respectively, for the second quarter of 2008. The shift in revenues among regions was mainly due to an increase in touch royalty revenue in the Far East, a decrease in medical product and contract revenue in North America, a decrease in touch royalty revenue from Europe, and a decrease in medical product revenue from the Rest of the World. We mainly attribute the increase in touch royalty revenue in the Far East to increased revenue from licensees of mobile devices, partially due to the addition of increased international sales and support personnel in 2008. The decrease in medical product revenue in North America and Rest of the World is partially attributable to the current economic downturn has had a negative effect on capital purchases of our products.

**Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008**

*Total Revenue* Our total revenue from continuing operations for the six months ended June 30, 2009 decreased by \$271,000 or 2% from the first six months ended June 30, 2008.

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**Royalty and license revenue** Royalty and license revenue is comprised of royalties earned on sales by our TouchSense licensees and license fees charged for our intellectual property portfolio. Royalty and license revenue for the six months ended June 30, 2009 was \$7.4 million, an increase of \$729,000 or 11% from the six months ended June 30, 2008. The increase in royalty and license revenue was primarily due to an increase in royalty and license revenue from our Touch segment from increased shipments by licensees of mobile devices partially offset by decreased shipments by gaming and automotive licensees.

**Product sales** Product sales for the six months ended June 30, 2009 were \$6.1 million, a decrease of \$273,000 or 4% as compared to the six months ended June 30, 2008. The decrease in product sales was primarily due to a decrease in medical product sales. Reduced medical product sales were mainly due to decreased sales of our Virtual IV, endovascular, and endoscopy simulators partially offset by an increase in sales of our laparoscopy and arthroscopy simulators.

**Development contract and other revenue** Development contract and other revenue is comprised of revenue on commercial contracts and extended support contracts. Development contract and other revenue was \$776,000 during the six months ended June 30, 2009, a decrease of \$727,000 or 48% as compared to the six months ended June 30, 2008. The decrease was mainly attributable to a decrease in medical contract revenue due to the completion of work performed under medical contracts that occurred through the first six months of 2008. Partially offsetting that decrease was increased revenue recognized on Touch development contracts and support.

In the first six months of 2009, revenue generated in North America, Europe, Far East, and Rest of the World represented 51%, 19%, 29%, and 1%, respectively, compared to 64%, 19%, 12%, and 5%, respectively, for the first six months of 2008. The shift in revenues among regions was mainly due to an increase in Touch royalty revenue from Europe and the Far East and a decrease in touch royalty and medical product and contract revenue in North America and Medical product revenue from the Rest of the World.

<b>COST OF PRODUCT SALES</b>	<b>June 30,</b>		<b>Change</b>
	<b>2009</b>	<b>2008</b>	
	<b>(In thousands)</b>		
Three months ended:			
Cost of product sales	\$2,312	\$2,051	13%
% of total product revenue	83%	55%	
Six months ended:			
Cost of product sales	\$3,563	\$3,735	(5)%
% of total product revenue	59%	59%	

**Cost of Product Sales** Our cost of product sales (exclusive of amortization of intangibles) consists primarily of materials, labor, and overhead. There is no cost of product sales associated with royalty and license revenue or development contract revenue. Cost of product sales from continuing operations was \$2.3 million, an increase of \$261,000 or 13% for the second quarter of 2009 as compared to the second quarter of 2008. The increase in cost of product sales was primarily due to increased physical inventory write off costs of \$535,000 and increased obsolescence expense of \$306,000 partially offset by reduced overhead costs of \$490,000 and reduced direct material costs of \$107,000. The physical inventory write off costs consisted primarily of physical count to book adjustments of medical demo equipment inventory in the second quarter of 2009. The increase in obsolescence expense was mainly due to additional excess and obsolescence write-off from medical product parts. Overhead costs decreased mainly as a result of reduced salary expense from decreased headcount. The decrease in direct material costs was mainly the result of reduced product sales. The cost of product sales increased as a percentage of product revenue in the second quarter of 2009 from the second quarter of 2008 and increased in the second quarter of 2009 from the first quarter of 2009. These increases are mainly due to the increased physical inventory costs and obsolescence expense in the second quarter of 2009 mentioned above partially offset by reduced overhead costs including reduced headcount.



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Cost of product sales from continuing operations was \$3.6 million, a decrease of \$172,000 or 5% for the six months ended June 30, 2009 as compared to the six months ended June 30, 2008. The decrease in cost of product sales was primarily due to reduced overhead costs of \$579,000 and reduced material and production costs of \$300,000 partially offset by increased physical inventory write off costs of \$564,000, increased obsolescence expense of \$97,000 and increased freight costs of \$29,000. Overhead costs decreased mainly as a result of reduced salary expense from decreased headcount. The decrease in material and production costs was mainly the result of reduced product sales and the result of a product mix change. The physical inventory write off costs were primarily consisting of physical count to book adjustments of medical equipment parts in the second quarter of 2009. The increase in obsolescence expense was mainly due to additional excess and obsolescence write-off from medical product parts.

<b>OPERATING EXPENSES AND OTHER</b>	<b>June 30,</b>		<b>Change</b>
	<b>2009</b>	<b>2008</b>	
	<b>(\$ In thousands)</b>		
Three months ended:			
Sales and marketing	\$4,016	\$3,846	4%
% of total revenue	60%	50%	
Research and development	\$3,412	\$2,940	16%
% of total revenue	51%	39%	
General and administrative	\$4,841	\$5,111	(5)%
% of total revenue	72%	67%	
Amortization and impairment of intangibles	\$ 224	\$ 202	11%
% of total revenue	3%	3%	
Restructuring Costs	\$ 705	\$	*%
% of total revenue	11%	*%	
Six months ended:			
Sales and marketing	\$8,300	\$7,191	15%
% of total revenue	59%	50%	
Research and development	\$7,341	\$6,430	14%
% of total revenue	52%	44%	
General and administrative	\$9,226	\$9,525	(3)%
% of total revenue	65%	66%	
Amortization and impairment of intangibles	\$ 439	\$ 472	(7)%
% of total revenue	3%	3%	
Restructuring Costs	\$1,351	\$	*%
% of total revenue	10%	*%	

\* Not meaningful

*Sales and Marketing* Our sales and marketing expenses are comprised primarily of employee compensation and benefits costs, advertising, public relations, trade shows, brochures, market development





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funds, travel, and an allocation of facilities costs. Sales and marketing expenses from continuing operations were \$4.0 million, an increase of \$170,000 or 4% in the second quarter of 2009 compared to the comparable period in 2008. The increase was primarily due to a write off of demo equipment of \$668,000, primarily resulting from a reconciliation of the fixed asset records to the physical inventory at the time of the move and increased consulting costs of \$34,000 partially offset by reduced compensation, benefits, and overhead of \$334,000 primarily due to decreased sales and marketing headcount, decreased employee recruitment expense of \$82,000, decreased marketing, advertising, and public relations costs of \$58,000, and decreased bad debt expense of \$56,000. We are taking steps to reduce our sales and marketing expenses, although we expect to continue to focus our sales and marketing efforts on mobile device, touchscreen, and medical market opportunities to build greater market acceptance for our touch technologies.

Sales and marketing expenses from continuing operations were \$8.3 million, an increase of \$1.1 million or 15% in the first six months of 2009 compared to the comparable period in 2008. The increase was primarily due to a write off of demo equipment of \$666,000, primarily resulting from a reconciliation of the fixed asset records to the physical inventory at the time of the move, increased consulting costs of \$254,000 to supplement our sales and marketing staff, increased marketing, advertising, and public relations costs of \$232,000, increased sales and marketing travel expense of \$194,000, partially offset by reduced sales and marketing employee recruitment charges of \$182,000 and a reduction in bad debt expense of \$161,000. The increased sales and marketing expenses were primarily due to the expansion of our sales and marketing efforts internationally.

*Research and Development* Our research and development expenses are comprised primarily of employee compensation and benefits costs, consulting fees, tooling and supplies, and an allocation of facilities costs. Research and development expenses from continuing operations were \$3.4 million, an increase of \$472,000 or 16% in the second quarter of 2009 compared to the same period in 2008. The increase was primarily due to increased compensation, benefits, and overhead of \$231,000, increased consulting costs of \$164,000 to supplement our engineering staff, and engineering travel costs of \$64,000. The increased compensation, benefits, and overhead expense was primarily due to increased research and development headcount. We believe that continued significant investment in research and development is critical to our future success, and we expect to make significant investments in areas of research and technology development to support future growth.

Research and development expenses from continuing operations were \$7.3 million, an increase of \$911,000 or 14% in the first six months of 2009 compared to the same period in 2008. The increase was primarily due to increased compensation, benefits, and overhead of \$622,000 and increased consulting costs of \$267,000 to supplement our engineering staff. The increased compensation, benefits, and overhead expense was primarily due to increased research and development headcount.

*General and Administrative* Our general and administrative expenses are comprised primarily of employee compensation and benefits, legal and professional fees, office supplies, travel, and an allocation of facilities costs. General and administrative expenses from continuing operations were \$4.8 million, a decrease of \$270,000 or 5% in the second quarter of 2009 compared to the same period in 2008. The decrease was primarily due to reduced legal, professional, and license fee expenses of \$649,000, partially offset by increased compensation, benefits, and overhead of \$241,000, and increased supplies and office expenses of \$60,000. The decreased legal, professional, and license fee expenses were primarily due to decreased litigation costs of \$1.1 million, mainly Microsoft litigation which was settled in 2008; partially offset by increased costs resulting from our internal investigation. Increased compensation, benefits, and overhead are primarily increased stock compensation costs. We expect that the dollar amount of general and administrative expenses to continue to be a significant component of our operating expenses, but we are currently taking steps to reduce our general and administrative expenses. We will continue to incur costs related to litigation as we continue to assert our intellectual property and contractual rights and defend lawsuits brought against us.

General and administrative expenses from continuing operations were \$9.2 million, a decrease of \$299,000 or 3% in the first six months of 2009 compared to the same period in 2008. The decrease was primarily due to reduced legal, professional, and license fee expenses of \$1.2 million, partially offset by increased compensation, benefits, and overhead of \$574,000, increased travel of \$134,000, and increased



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supplies and office expenses of \$91,000, and increased public company expense of \$65,000. The decreased legal, professional, and license fee expenses were primarily due to decreased litigation costs of \$2.0 million, mainly Microsoft litigation which was settled in 2008; partially offset by costs resulting from our current internal investigation. The increased compensation, benefits, and overhead expense was primarily due to increased general and administrative headcount and increased non-cash stock-based compensation charges.

*Amortization and impairment of Intangibles* Our amortization and impairment of intangibles is comprised primarily of patent amortization and other intangible amortization along with impairment s or write off of intangibles. Amortization and impairment of intangibles increased by \$22,000 or 11% in the second quarter of 2009 compared to the same period in 2008. Amortization and impairment of intangibles decreased by \$33,000 or 7% in the first six months of 2009 compared to the same period in 2008. The decrease was primarily attributable to some intangible assets reaching full amortization.

*Restructuring* Restructuring costs in the second quarter of 2009 consist primarily of severance benefits and move and close down of facility costs paid in connection with the reduction of workforce and relocation of the Maryland medical business operations to San Jose of \$646,000. Restructuring costs also include severance benefits paid as the result of the reduction of workforce due to business changes in our Touch segment of \$59,000. There were no restructuring charges incurred in the second quarter of 2008. We do not expect to record significant additional costs relating to the reduction of workforce and relocation of the Maryland medical business operations to San Jose except for some employee move and temporary housing costs.

Restructuring costs in the first six months of 2009 consist primarily of severance benefits and move and close down of facility costs paid in connection with the reduction of workforce and relocation of the Maryland medical business operations to San Jose of \$811,000. Restructuring costs also include severance benefits paid as the result of the reduction of workforce due to business changes in our Touch segment of \$540,000. There were no restructuring charges incurred in the six months ended June 30, 2008.

*Change in fair value of warrant liability* In January 2009, we adopted EITF Issue No. 07-5, Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock. Quarterly we recalculate the fair value of our warrants using the Black-Scholes option pricing model. For the three months and six months ended June 30, 2009, the gain or loss from the change in fair value of the warrant liability was (\$136,000) and \$344,000, respectively.

*Interest and Other Income* Interest and other income consist primarily of interest income and dividend income from cash and cash equivalents and short-term investments and gain on sale of short-term investments. Interest and other income decreased by \$766,000 in the second quarter of 2009 compared to the same period in 2008. This was primarily the result of decreased interest income due to a reduction in cash equivalents and short-term investments and reduced interest rates on cash, cash equivalents, and short-term investments. We expect that the accretion of interest income from Sony Computer Entertainment that was approximately \$112,000 in the second quarter of 2009 and will total approximately \$377,000 in 2009 will be completed at the end of 2009.

Interest and other income decreased by \$2.1 million in the first six months of 2009 compared to the same period in 2008. This was primarily the result of decreased interest income due to a reduction in cash equivalents and short-term investments and reduced interest rates on cash, cash equivalents, and short-term investments.

*Provision for Income Taxes* We recorded a provision for income taxes for second quarter of 2009 of \$300,000 on pre-tax loss from continuing operations of \$8.8 million, yielding an effective tax rate 3.4%. For the second quarter of 2008, we recorded a benefit for income taxes of \$1.9 million on pre-tax loss from continuing operations of \$5.6 million, yielding an effective tax rate of (34.2)%. The income tax provision or benefit for the second quarter of 2009 and 2008 are arrived at as a result of applying the estimated annual effective tax rate to cumulative income (loss) before taxes, adjusted for certain discrete items which are fully recognized in the period they occur. The tax effect of the discontinued operations is removed to arrive at the income tax provision or benefit from continuing operations.

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We recorded a provision for income taxes for the six months ended June 30, 2009 of \$391,000 on pre-tax loss from continuing operations of \$15.2 million, yielding an effective tax rate of 2.6% which reflects the continuing impact of the valuation allowance on the deferred tax asset taken in Q3 2008. During 2008, we recorded a valuation allowance due to uncertainty in realization of asset balances due to losses. For the six months ended June 30, 2008, we recorded a benefit for income taxes of \$3.2 million on pre-tax loss from continuing operations of \$10.3 million, yielding an effective tax rate of (30.7)%. The income tax provision or benefit for the six months ended June 30, 2009 and June 30, 2008 are arrived at as a result of applying the estimated annual effective tax rate to cumulative loss before taxes, plus foreign withholding tax expense, adjusted for certain discrete items which are fully recognized in the period they occur.

*Discontinued Operations* In the three months ended June 30, 2009, we sold our MicroScribe family of products and have recorded a gain on sale of discontinued operations of \$20,000. The remaining operations of the 3D product line have been classified as discontinued operations in the condensed consolidated statement of operations. Gain from discontinued operations, net of tax, decreased by \$44,000 in the second quarter of 2009 compared to the same period in 2008, primarily due to the decrease in activity due to the ceasing of 3D operations in the quarter ended March 31, 2009 resulting in reduced sales volumes and costs and expenses associated with 3D operations during subsequent periods.

In the six months ended June 30, 2009, we ceased operations of the 3D product line and sold our CyberGlove family of products, SoftMouse 3D positioning device family of products, and our Microscribe family of products, and recorded a gain on sale of discontinued operations of \$187,000. Accordingly, the operations of the 3D product line have been classified as discontinued operations in the condensed consolidated statement of operations. Gain from discontinued operations, net of tax, decreased by \$135,000 in the six months ended June 30, 2009 compared to the same period in 2008, primarily due to the decrease in activity due to the ceasing of 3D operations in the quarter ended March 31, 2009 resulting in reduced sales volumes and costs and expenses associated with 3D operations during that period.

**SEGMENT RESULTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2009 AND 2008**

We have two operating and reportable segments. One segment, Touch, develops and markets touch feedback technologies that enable software and hardware developers to enhance realism and usability in their computing, entertainment, and industrial applications. The second segment, Medical, develops, manufactures, and markets medical training simulators that recreate realistic healthcare environments.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(In thousands)		(In thousands)	
Revenues:				
Touch	\$ 4,187	\$ 3,920	\$ 8,661	\$ 7,882
Medical	2,495	3,699	5,561	6,618
Intersegment eliminations			(34)	(41)
Total	\$ 6,682	\$ 7,619	\$ 14,188	\$ 14,459
Operating loss:				
Touch	\$ (3,875)	\$ (5,688)	\$ (8,891)	\$ (10,577)
Medical	(4,953)	(855)	(7,140)	(2,312)
Intersegment eliminations		12	(1)	(5)
Total	\$ (8,828)	\$ (6,531)	\$ (16,032)	\$ (12,894)

\* Note: Segment information may not be indicative of the financial position or results of operations that would have been achieved had these segments operated as unaffiliated entities.

*Touch segment* Revenues from the Touch segment were \$4.2 million, an increase of \$267,000 or 7% in the second quarter of 2009 compared to the same period in 2008. Royalty and license revenues increased by \$400,000 mainly due to increased revenue from licensees of mobile devices partially offset by decreased revenue from gaming and automotive licensees. Development contract revenue decreased by \$117,000 primarily due to decreased development contracts and support. Operating loss for the second quarter of 2009 was \$3.9 million, a decrease of \$1.8 million compared to the same period in 2008. The decrease was primarily due to a decrease in general and administrative expenses of \$990,000 mainly due to decreased litigation costs, increased gross margin of \$768,000 mainly due to increased royalty and license revenue, and a decrease in sales and marketing expenses of \$548,000. The decreases to the operating loss were partially offset by an increase in research and development costs of \$371,000 and an increase in restructuring costs of \$101,000.

Revenues from the Touch segment were \$8.7 million, an increase of \$779,000 or 10% in the first six months of 2009 compared to the same period in 2008. Royalty and license revenues increased by \$721,000 mainly due to increased revenue from licensees of mobile devices partially offset by decreased revenue from gaming and automotive

licensees. Development contract revenue increased by \$65,000 primarily due to increased development contracts and support. Operating loss for the six months ended June 30, 2009 was \$8.9 million, a decrease of \$1.7 million compared to the same period in 2008. The decrease was primarily due to increased gross margin of \$1.6 million mainly due to increased royalty and license revenue, a decrease in general and administrative expenses of \$1.3 million mainly due to decreased litigation costs, and decreased sales and marketing expenses of \$178,000. The decreases to operating loss were partially offset by an increase of research and development expenses of \$838,000, and an increase in restructuring costs of \$581,000.

*Medical segment* Revenues from the Medical segment were \$2.5 million, a decrease of \$1.2 million or 33%, for the second quarter of 2009 compared to the same period in 2008. The decrease was primarily due to a reduction of product sales mainly due to decreased sales of our endoscopy, endovascular, Virtual IV, and laparoscopy simulators partially offset by an increase in sales of our arthroscopy simulators and a reduction of medical development contract revenue due to the completion of work performed under medical contracts that occurred through the first six months of 2008. Operating loss for the second quarter of 2009 was \$5.0 million, an increase of \$4.1 million compared to the same period in 2008. The increase was mainly due to a decrease in gross margin of \$2.0 million primarily due to reduced revenue and physical

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inventory write offs primarily consisting of physical count to book adjustments of medical equipment parts, increased general and administrative expenses of \$719,000 primarily due to increased legal costs, increased sales and marketing expenses of \$719,000 including fixed asset write offs resulting from a reconciliation of the fixed asset records to the physical inventory, an increase in restructuring costs of \$604,000 mainly due to the facility move to San Jose, and increased research and development expenses of \$101,000.

Revenues from the Medical segment were \$5.6 million, a decrease of \$1.1 million or 16%, for the first six months of 2009 compared to the same period in 2008. The decrease was primarily due to a reduction of product sales mainly due to decreased sales of our Virtual IV, endovascular, and endoscopy simulators partially offset by an increase in sales of our laparoscopy and arthroscopy simulators. and a reduction of medical development contract revenue due to the completion of work performed under medical contracts that occurred through the first six months of 2008.

Operating loss for the six months ended June 30, 2009 was \$7.1 million, an increase of \$4.8 million compared to the same period in 2008. The increase was mainly due to a decrease in gross margin of \$1.7 million primarily due to reduced revenue and physical inventory write offs primarily consisting of physical count to book adjustments of medical equipment parts, increased sales and marketing expenses of \$1.3 million primarily due to an expansion of international sales and marketing efforts and fixed asset write offs resulting from a reconciliation of the fixed asset records to the physical inventory, increased general and administrative expenses of \$969,000 mainly due to increased legal costs, and an increase in restructuring costs of \$770,000 mainly due to the facility move to San Jose.

**LIQUIDITY AND CAPITAL RESOURCES**

Our cash, cash equivalents, and short-term investments consist primarily of money market funds and highly liquid commercial paper and government agency securities. All of our short-term investments are classified as available-for-sale under the provisions of SFAS No. 115. The securities are stated at market value, with unrealized gains and losses reported as a component of accumulated other comprehensive income, within stockholders' equity.

On June 30, 2009, our cash, cash equivalents, and short-term investments totaled \$74.0 million, a decrease of \$11.7 million from \$85.7 million on December 31, 2008.

In March 2007, we concluded our patent infringement litigation against Sony Computer Entertainment and we received \$97.3 million. Furthermore, we entered into a new business agreement under which, we are to receive twelve quarterly installments of \$1.875 million for a total of \$22.5 million beginning on March 31, 2007 and ending on December 31, 2009. As of June 30, 2009, we had received ten of these installments.

Net cash used in operating activities during the six months ended June 30, 2009 was \$9.4 million, a change of \$7.9 million from the \$1.5 million used during the six months ended June 30, 2008. Cash used in operations during the six months ended June 30, 2009 was primarily the result of a net loss of \$15.0 million, a decrease of \$1.8 million due to a change in accounts payable, a decrease of \$783,000 due to a change in accrued compensation and other current liabilities, and a decrease of \$172,000 due to a change in inventories. These decreases were offset by a \$1.9 million increase due to a change in accounts receivable, a \$1.9 million increase due to a change in deferred revenue and customer advances, and an increase of \$332,000 due to a change in prepaid expenses and other current assets. Cash used in operations during the six months ended June 30, 2009 was also impacted by noncash charges and credits of \$4.1 million, including \$2.7 million of noncash stock-based compensation, \$873,000 in depreciation and amortization, \$439,000 in amortization and impairment of intangibles, \$708,000 of write off of equipment, partially offset by a decrease in the fair market value of warrant liability of \$344,000 and gain on sales of discontinued operations of \$187,000.

Net cash used in investing activities during the six months ended June 30, 2009 was \$30.6 million, compared to the \$17.2 million provided by investing activities during the six months ended June 30, 2008, an increase of \$47.8 million. Net cash used in investing activities during the period consisted of purchases of short-term investments of \$49.0 million; a \$1.5 million increase in intangibles and other assets, primarily due to capitalization of external patent filing and application costs; and \$1.3 million used to purchase property and equipment; partially offset by maturities or sales of short-term investments of \$21.0 million and proceeds from sales of discontinued operations of \$187,000.



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Net cash provided by financing activities during the six months ended June 30, 2009 was \$271,000 compared to \$4.7 million used during the six months ended June 30, 2008, or a \$5.0 million increase from the prior year. Net cash provided by financing activities for the period consisted primarily of issuances of common stock and exercises of stock options and warrants in the amount of \$278,000.

We believe that our cash and cash equivalents will be sufficient to meet our working capital needs for at least the next twelve months. We will continue to protect and defend our extensive intellectual property portfolio across all business segments. We anticipate that capital expenditures for the year ended December 31, 2009 will total approximately \$3.0 million in connection with anticipated maintenance and upgrades to operations and infrastructure. Cash flows from our discontinued operations have been included in our consolidated statement of cash flows with continuing operations within each cash flow category. The absence of cash flows from discontinued operations is not expected to affect our future liquidity or capital resources. Additionally, if we acquire one or more businesses, patents, or products, our cash or capital requirements could increase substantially. In the event of such an acquisition, or should any unanticipated circumstances arise that significantly increase our capital requirements, we may elect to raise additional capital through debt or equity financing. Any of these events could result in substantial dilution to our stockholders. There is no assurance that such additional capital will be available on terms acceptable to us, if at all.

**SUMMARY DISCLOSURES ABOUT CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS**

The following table reflects a summary of our contractual cash obligations and other commercial commitments as of December 31, 2008:

<b>Contractual Obligations</b>	<b>Total</b>	<b>2009</b>	<b>2010 and 2011 (In thousands)</b>	<b>2012 and 2013</b>	<b>2014</b>
Operating leases	\$ 3,555	\$ 928	\$ 1,250	\$ 1,094	\$ 283

As discussed in Note 12 to the condensed consolidated financial statements, effective January 1, 2007, we adopted the provisions of FIN 48. On June 30, 2009, we had a liability for unrecognized tax benefits totaling approximately \$647,000, including interest of \$20,000. Due to the uncertainties related to these tax matters, we are unable to make a reasonably reliable estimate when cash settlement with a taxing authority will occur. Settlement of such amounts could require the utilization of working capital.

**RECENT ACCOUNTING PRONOUNCEMENTS**

See Note 1 to the condensed consolidated financial statements for information regarding the effect of new accounting pronouncements on our financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to financial market risks, including changes in interest rates and foreign currency exchange rates. Changes in these factors may cause fluctuations in our earnings and cash flows. We evaluate and manage the exposure to these market risks as follows:

*Cash Equivalents and Short-term Investments* We have cash equivalents and short-term investments of \$71.3 million as of June 30, 2009. These securities are subject to interest rate fluctuations. An increase in interest rates could adversely affect the market value of our cash equivalents and short-term investments. A hypothetical 100 basis point increase in interest rates would result in an approximate \$180,000 decrease in the fair value of our cash equivalents and short-term investments as of June 30, 2009.

We limit our exposure to interest rate and credit risk by establishing and monitoring clear policies and guidelines for our cash equivalents and short-term investment portfolios. The primary objective of our policies is to preserve principal while at the same time maximizing yields, without significantly increasing risk. Our investment policy limits the maximum weighted average duration of all invested funds to 12 months. Our policy's guidelines also limit exposure to loss by limiting the sums we can invest in any individual security and restricting investment to securities

that meet certain defined credit ratings. We do not use derivative financial instruments in our investment portfolio to manage interest rate risk.

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*Foreign Currency Exchange Rates* A substantial majority of our revenue, expense, and capital purchasing activities are transacted in U.S. dollars. However, we do incur certain operating costs for our foreign operations in other currencies but these operations are limited in scope and thus we are not materially exposed to foreign currency fluctuations. Additionally we have some reliance on international and export sales that are subject to the risks of fluctuations in currency exchange rates. Because a substantial majority of our international and export revenues, as well as expenses, are typically denominated in U.S. dollars, a strengthening of the U.S. dollar could cause our products to become relatively more expensive to customers in a particular country, leading to a reduction in sales or profitability in that country. We have no foreign exchange contracts, option contracts, or other foreign currency hedging arrangements.

**ITEM 4. CONTROLS AND PROCEDURES****EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Our management, with the participation of our Interim Chief Executive Officer and Interim Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of June 30, 2009. The purpose of these controls and procedures is to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules, and that such information is accumulated and communicated to our management, including our Interim Chief Executive Officer and our Interim Chief Financial Officer, to allow timely decisions regarding required disclosures.

Our management, with the participation of our Interim Chief Executive Officer and Interim Chief Financial Officer evaluated our disclosure controls and procedures and determined that there were material weaknesses in our internal control over financial reporting as of June 30, 2009, as more fully described in Management's Report on Internal Control over Financial Reporting (As Revised), in Amendment No. 1 to our Annual Report on 10-K on Form 10-K/A filed on February 8, 2010 and in Evaluation of Disclosure Controls and Procedures (As Revised) in Amendment No. 1 to our Quarterly Report on 10-Q for the period ended March 31, 2009 on Form 10-Q/A filed on February 8, 2010. Additionally, as of June 30, 2009, we did not maintain effective control over inventory and fixed assets. Specifically, we determined that inventory, including capitalized demonstration and customer loaner equipment was not appropriately tracked. As a result, we have concluded that there is a material weakness in inventory control and fixed asset management. A material weakness is a deficiency, or combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Based on this evaluation and because of the material weaknesses described in our Form 10-K/A and Form 10-Q/A which have not been remediated as of June 30, 2009, our Interim Chief Executive Officer and Interim Chief Financial Officer have concluded that certain disclosure controls and procedures were not effective as of June 30, 2009.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

Other than the remedial efforts to address our material weaknesses as described further below, that took place or that were ongoing during the three months ended June 30, 2009, there were no changes in our internal control over financial reporting during the three months ended June 30, 2009 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

***Plans for Remediation***

We will not be able to assess whether the steps we are taking will fully remedy the material weaknesses in our internal control over financial reporting until we have fully implemented them and a sufficient time passes in order to evaluate their effectiveness.

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Subsequent to December 31, 2007 through the filing date of this Amendment, we have undertaken the following remedial efforts to address the material weakness in our internal control over financial reporting with respect to income taxes as initially reported in our Annual Report on Form 10-K for the year ended December 31, 2007:

During the first quarter of fiscal 2008, we engaged outside consultants to advise us in areas of complex tax accounting and to design and implement controls to ensure proper communication with our personnel to obtain the needed advice and review of tax related accounting and reporting documentation.

In November 2008, we hired a senior tax manager who had responsibility to consider and apply proper accounting for income taxes, design and implement controls to ensure that the rationale for positions taken on certain tax matters would be adequately documented and appropriately communicated to all internal and external members of our tax team, and design and implement controls over the adjustment of the income tax accounts based on the preparation and filing of income tax returns. In June 2009, the senior tax manager departed the Company and we outsourced the preparation of the Company's quarterly and annual tax calculations and the related financial disclosures including the rationale for recognizing the benefits of certain tax positions in the financial statements to an external provider with oversight responsibility remaining with the corporate controller. We continue to evaluate additional steps to remediate this material weakness.

Subsequent to June 30, 2009 through the filing date of this 10-Q, we have undertaken the following remedial efforts to address the material weaknesses in our internal control over financial reporting with respect to revenue recognition described in Amendment No. 1 to our Annual Report on 10-K/A filed on February 8, 2010 :

We are in the process of improving our documentation of our existing revenue recognition policies, including policies involving non-standard terms and conditions, multiple element arrangements, modifications to shipping terms and requests for pre-release products;

We have restructured our finance department such that the individuals responsible for the recognition of revenue are all located at our headquarters and report directly to the Interim CFO with clearly delineated responsibilities;

We have held training sessions on revenue recognition policies with the sales personnel and will continue to implement training and oversight of executive, finance, sales and operational personnel and new hires to ensure compliance with revenue recognition policies;

We have redesigned the quarterly sub-certification process to cover a wider variety of topics that could affect the financial statements and added more employees to this certification process;

We have implemented a process of obtaining quarterly certifications from all sales personnel certifying that they are not aware of any side agreements modifying our standard terms of contracts;

We have implemented a process of obtaining, on an annual basis, signed acknowledgments from each employee that he or she has read and is in compliance with our code of ethics and employee handbook;

We have improved our legal and financial review process of all sales order packages for all terms and conditions prior to shipment; and

We are in the process of automating the approval process for the release of all products in development to production, which approval process requires the approval of finance personnel.

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In addition, we continue to take the steps set forth in the remedial plan approved by the Audit Committee as further discussed in the Explanatory Note and Item 9 in the Form 10-K/A for the year ended December 31, 2008.

Subsequent to June 30, 2009 through the filing date of this Amendment, we have undertaken the following remedial efforts to address the material weaknesses in our internal control over financial reporting with respect to the calculation of stock-based compensation, warrants and inventory control and fixed assets management as discussed above or in the amendments to our Annual Report on Form 10-K and Quarterly Report on Form 10-Q describes above:

We are in the process of adding a control procedure to test the calculation of the third-party stock-based compensation reports on a quarterly basis, including upon upgrades to new versions of the software, and to ensure timely review of the technical updates to the software.

We are in the process of adding a control procedure to test the review and implementation of all applicable new accounting pronouncements with the appropriate review by finance personnel to ensure compliance.

We are in the process of implementing control procedures to ensure capitalization and tracking of all demonstration and customer loaner equipment.

We are in the process of reviewing our physical inventory management procedures including cycle counts to ensure proper control of inventory with appropriate review by operations and finance personnel.

**PART II  
OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

*In re Immersion Corporation Initial Public Offering Securities Litigation*

We are involved in legal proceedings relating to a class action lawsuit filed on November 9, 2001 in the U. S. District Court for the Southern District of New York, *In re Immersion Corporation Initial Public Offering Securities Litigation*, No. Civ. 01-9975 (S.D.N.Y.), related to *In re Initial Public Offering Securities Litigation*, No. 21 MC 92 (S.D.N.Y.). The named defendants are Immersion and three of our current or former officers or directors (the Immersion Defendants ), and certain underwriters of our November 12, 1999 initial public offering ( IPO ). Subsequently, two of the individual defendants stipulated to a dismissal without prejudice.

The operative amended complaint is brought on purported behalf of all persons who purchased our common stock from the date of our IPO through December 6, 2000. It alleges liability under Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, on the grounds that the registration statement for the IPO did not disclose that: (1) the underwriters agreed to allow certain customers to purchase shares in the IPO in exchange for excess commissions to be paid to the underwriters; and (2) the underwriters arranged for certain customers to purchase additional shares in the aftermarket at predetermined prices. The complaint also appears to allege that false or misleading analyst reports were issued. The complaint does not claim any specific amount of damages.

Similar allegations were made in other lawsuits challenging over 300 other initial public offerings and follow-on offerings conducted in 1999 and 2000. The cases were consolidated for pretrial purposes. On February 19, 2003, the District Court ruled on all defendants' motions to dismiss. The motion was denied as to claims under the Securities Act of 1933 in the case involving us as well as in all other cases (except for 10 cases). The motion was denied as to the claim under Section 10(b) as to us, on the basis that the complaint alleged that we had made acquisition(s) following the IPO. The motion was granted as to the claim under Section 10(b), but denied as to the claim under Section 20(a), as to the remaining individual defendant.

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In September 2008, all of the parties to the lawsuits reached a settlement, subject to documentation and approval of the District Court. The Immersion Defendants would not be required to contribute to the settlement. Subsequently, an underwriter defendant filed for bankruptcy and other underwriter defendants were acquired. On April 2, 2009, final documentation evidencing the settlement was presented to the District Court for approval. If the settlement is not approved by the District Court, we intend to defend the lawsuit vigorously.

*Immersion Corporation v. Mentice AB, Mentice SA, Symbionix USA Corp., and Symbionix Ltd.*

On April 16, 2008, we announced that our wholly owned subsidiary, Immersion Medical, Inc., filed lawsuits for patent infringement in the United States District Court for the Eastern District of Texas against Mentice AB, Mentice SA, Symbionix USA Corp., and Symbionix Ltd (collectively the Defendants), seeking damages and injunctive relief. On July 11, 2008, Mentice AB and Mentice SA (collectively, Mentice) answered the complaint by denying the material allegations and alleging counterclaims seeking a judicial declaration that the asserted patents were invalid, unenforceable, or not infringed. On July 11, 2008, Symbionix USA Corp. and Symbionix Ltd, (collectively, Symbionix) filed a motion to stay or dismiss the lawsuit, and a motion to transfer venue for convenience to Ohio. On August 7, 2008, we filed our opposition to both motions filed by Symbionix. The court has not ruled on the pending motions. On December 2, 2008, the court held a status conference in which it set a trial date for December 5, 2011 and a claim construction hearing for June 1, 2011. We intend to vigorously prosecute this lawsuit.

Also see Note 17 to the Consolidated Financial Statements in Part I.

**ITEM 1A. RISK FACTORS**

*You should carefully consider the following risks and uncertainties, as well as other information in this report and our other SEC filings, in considering our business and prospects. If any of the following risks or uncertainties actually occur, our business, financial condition, or results of operations could be materially adversely affected. The following risks and uncertainties are not the only ones facing us. Additional risks and uncertainties of which we are unaware or that we currently believe are immaterial could also materially adversely affect our business, financial condition, or results of operations. In any case, the trading price of our common stock could decline, and you could lose all or part of your investment. See also the Forward-looking Statements discussion in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.*

***Company Risks***

**IF WE FAIL TO ESTABLISH AND MAINTAIN PROPER AND EFFECTIVE INTERNAL CONTROLS, OUR ABILITY TO PRODUCE ACCURATE FINANCIAL STATEMENTS ON A TIMELY BASIS COULD BE IMPAIRED, WHICH WOULD ADVERSELY AFFECT OUR CONSOLIDATED OPERATING RESULTS, OUR ABILITY TO OPERATE OUR BUSINESS AND OUR STOCK PRICE.**

In connection with the internal investigation conducted by the audit committee into revenue recognition of certain transactions in our Medical line of business, we determined that we did not have adequate internal financial and accounting controls to produce accurate and timely financial statements. Among weaknesses and deficiencies identified in our review, we determined that we had a material weakness with respect to revenue recognition. In addition, as set forth in 2007, we determined that we had a material weakness in controls over accounting for income taxes. In reviewing our financial statements in preparation for the restatement we determined that we also had material weaknesses in our controls over accounting for stock-based compensation, the adoption of new accounting standards, inventory control management and accounting for fixed assets. Although we have begun implementing new processes and procedures to improve our internal controls, our interim chief executive officer and interim chief financial officer determined that as of June 30, 2009, our internal controls over financial reporting were not effective to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external reporting in accordance with generally accepted accounting principles in the United States.

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Ensuring that we have adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. Any failure on our part to remedy identified material weaknesses or control deficiencies, or any additional delays or errors in our financial reporting, whether or not resulting from the identified material weakness relating to revenue recognition or any other material weakness or significant deficiencies, could cause our financial reporting to be unreliable and could have a material adverse effect on our business, results of operations, or financial condition and could have a substantial adverse impact on the trading price of our common stock.

We do not expect that our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within our company will have been detected. As discussed in this Form 10-Q, our audit committee and management have identified material weaknesses and control deficiencies in the past and may identify additional material weaknesses or control deficiencies in the future.

We are required to comply with Section 404 of the Sarbanes Oxley Act of 2002. We have expended significant resources in developing the necessary documentation and testing procedures required by Section 404 of the Sarbanes Oxley Act. Our management has concluded that we did not maintain effective control over financial reporting as of June 30, 2009 based on the criteria in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. We cannot be certain that the actions we have taken and are taking to improve our internal controls over financial reporting will be sufficient or that we will be able to implement our planned processes and procedures in a timely manner. In addition, we may be unable to produce accurate financial statements on a timely basis. Any of the foregoing could cause investors to lose confidence in the reliability of our consolidated financial statements, which could cause the market price of our common stock to decline and make it more difficult for us to finance our operations and growth.

**OUR CURRENT LITIGATION IS EXPENSIVE, DISRUPTIVE, AND TIME CONSUMING, AND WILL CONTINUE TO BE, UNTIL RESOLVED, AND REGARDLESS OF WHETHER WE ARE ULTIMATELY SUCCESSFUL, COULD ADVERSELY AFFECT OUR BUSINESS.**

We are currently a party to various legal proceedings. Due to the inherent uncertainties of litigation, we cannot accurately predict how these cases will ultimately be resolved. In addition, it is possible that as a result of our internal investigation described elsewhere in this report, we may be subject to additional litigation and investigations by government authorities such as the SEC. We anticipate that currently pending litigation will continue to be costly and that future litigation or investigations will result in additional legal expenses, and there can be no assurance that we will be successful or able to recover the costs we incur in connection with litigation or investigations. We expense litigation and investigatory costs as incurred, and only accrue for costs that have been incurred but not paid to the vendor as of the financial statement date. Litigation and investigations have diverted, and are likely to continue to divert, the efforts and attention of some of our key management and personnel. As a result, until such time as it is resolved or concluded, litigation and investigations could adversely affect our business. Further, any unfavorable outcome could adversely affect our business. For additional background on this and our other litigation, please see Note 17 to the consolidated financial statements in Part I and Item 1. Legal Proceedings of this Part II.

**THE UNCERTAIN GLOBAL ECONOMIC ENVIRONMENT COULD REDUCE OUR REVENUES AND COULD HAVE AN ADVERSE EFFECT ON OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The current global economic recession could materially hurt our business in a number of ways including, longer sales and renewal cycles, delays in adoption of our products or technologies, increased risk of competition, increased risk of inventory obsolescence, higher overhead costs as a percentage of revenue, delays in signing or failing to sign customer agreements, or signing customer agreements at reduced purchase levels. In addition, our suppliers, customers, potential customers, and business partners are facing similar challenges, which could materially and adversely affect the level of business they conduct with us or in the level of sales of products that include our technology. The current economic





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downturn may lead to a reduction in corporate, university, or government budgets for research and development in sectors including the automotive, aerospace, mobility, and medical sectors, which use our products. Sales of our products or technology may be adversely affected by cuts in these research and development budgets. Furthermore, a prolonged tightening of the credit markets could significantly impact our ability to liquidate investments or reduce the rate of return on investments.

WE HAD AN ACCUMULATED DEFICIT OF \$85 MILLION AS OF JUNE 30, 2009, HAVE A HISTORY OF LOSSES, EXPECT TO EXPERIENCE LOSSES IN THE FUTURE, AND MAY NOT ACHIEVE OR MAINTAIN PROFITABILITY IN THE FUTURE.

Since 1997, we have incurred losses in all but four recent quarters. We need to generate significant ongoing revenue to return to profitability. We anticipate that we will continue to incur expenses as we:

continue to develop our technologies;

increase our sales and marketing efforts;

attempt to expand the market for touch-enabled technologies and products and change our business;

protect and enforce our intellectual property;

pursue strategic relationships;

incur costs related to pending litigation;

acquire intellectual property or other assets from third-parties; and

invest in systems and processes to manage our business.

If our revenues grow more slowly than we anticipate or if our operating expenses exceed our expectations, we may not achieve or maintain profitability.

WE HAVE LITTLE OR NO CONTROL OR INFLUENCE ON OUR LICENSEES' DESIGN, MANUFACTURING, PROMOTION, DISTRIBUTION, OR PRICING OF THEIR PRODUCTS INCORPORATING OUR TOUCH-ENABLING TECHNOLOGIES, UPON WHICH WE GENERATE ROYALTY REVENUE.

A key part of our business strategy is to license our intellectual property to companies that manufacture and sell products incorporating our touch-enabling technologies. Sales of those products generate royalty and license revenue for us. For the second quarter of 2009 and 2008, 54% and 42%, respectively, of our total revenues were royalty and license revenues. For the six months ended June 30, 2009 and 2008, 52% and 46%, respectively, of our total revenues were royalty and license. We do not control or influence the design, manufacture, quality control, promotion, distribution, or pricing of products that are manufactured and sold by our licensees, nor can we control consolidation within an industry which could either reduce the number of licensing products available or reduce royalty rates for the combined licensees. In addition, we generally do not have commitments from our licensees that they will continue to use our technologies in current or future products. As a result, products incorporating our technologies may not be brought to market, achieve commercial acceptance, or otherwise generate meaningful royalty revenue for us. For us to generate royalty revenue, licensees that pay us per-unit royalties must manufacture and distribute products incorporating our touch-enabling technologies in a timely fashion and generate consumer demand through marketing and other promotional activities. If our licensees' products fail to achieve commercial success or if products are recalled because of quality control problems, our revenues will not grow and could decline.

Peak demand for products that incorporate our technologies, especially in the video console gaming and computer gaming peripherals market, typically occurs in the fourth calendar quarter as a result of increased demand during the year-end holiday season. If our licensees do not ship products incorporating our touch-enabling technologies in a timely fashion or fail to achieve strong sales in the fourth quarter of the calendar year, we may not receive related royalty and license revenue.



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DUE TO RECENT TURNOVER, OUR EXECUTIVE MANAGEMENT TEAM HAS LIMITED EXPERIENCE WORKING TOGETHER AND IF THERE ARE DIFFICULTIES WITHIN THIS TEAM, IT COULD IMPEDE THE EXECUTION OF OUR BUSINESS STRATEGY.

Recently, we have experienced a number of changes in our executive team. Our success will depend to a significant extent on the management team's ability to implement a successful strategy, to successfully lead and motivate our employees, and to work effectively together and with the board of directors. If this leadership team is not successful, our ability to execute our business strategy would be impeded.

**WE HAVE EXPERIENCED SIGNIFICANT CHANGE IN OUR BUSINESS, AND WE CANNOT ASSURE YOU THAT THESE CHANGES WILL RESULT IN INCREASED REVENUE OR PROFITABILITY.**

Our business has undergone significant changes in recent periods, including the divestiture of our 3D business, new management, consolidation of our touch, gaming, and mobility businesses, consolidation of our medical business and personnel changes and focus on additional target markets. These changes have required significant investments of cash and other resources, as well as management's time and attention and have placed significant strains on our managerial, financial, engineering, or other resources. We cannot assure you that these efforts will result in growing our business successfully or in increased operating performance.

**WE MAY NOT BE ABLE TO CONTINUE TO DERIVE SIGNIFICANT REVENUES FROM MAKERS OF PERIPHERALS FOR POPULAR VIDEO GAMING PLATFORMS.**

A significant portion of our gaming royalty revenues come from third-party peripheral makers who make licensed gaming products designed for use with popular video game console systems from Microsoft, Sony, and Nintendo. Video game console systems are closed, proprietary systems, and video game console system makers typically impose certain requirements or restrictions on third-party peripheral makers who wish to make peripherals that will be compatible with a particular video game console system. If third-party peripheral makers cannot or are not allowed to obtain or satisfy these requirements or restrictions, our gaming royalty revenues could be significantly reduced. Furthermore, should a significant video game console maker choose to omit touch-enabling capabilities from its console system or somehow restrict or impede the ability of third parties to make touch-enabling peripherals, it may very well lead our gaming licensees to stop making products with touch-enabling capabilities, thereby significantly reducing our gaming royalty revenues.

Under the terms of our agreement with Sony, Sony receives a royalty-free license to our worldwide portfolio of patents. This license permits Sony to make, use, and sell hardware, software, and services covered by our patents in its PS1, PS2, and PS3 systems for a fixed license payment. The PS3 console system was launched in late 2006 in the United States and Japan without force feedback capability. Sony has since released new PS3 controllers with vibration feedback. We do not know to what extent Sony will allow third-party peripheral makers to make licensed PS3 gaming products with vibration feedback to interface with the PS3 console. To the extent Sony selectively limits their licensing to leading third-party controller makers to make PS3 controllers with vibration feedback, our licensing revenue from third-party PS3 peripherals will continue to be severely limited. Sony continues to sell the PS2, and our third party licensees continue to sell licensed PS2 peripherals. However, U.S. sales of PS2 peripherals continue to decline as more consumers switch to the PS3 console system and other next-generation console systems like the Nintendo Wii and Microsoft Xbox 360.

Both the Microsoft Xbox 360 and Nintendo Wii include touch-enabling capabilities. For the Microsoft Xbox 360 video console system launched in November 2005, Microsoft has, to date, not yet broadly licensed third parties to produce peripherals for its Xbox 360 game console. To the extent Microsoft does not fully license third parties, Microsoft's share of all aftermarket Xbox 360 game controller sales will likely remain high or increase, which we expect will limit our gaming royalty revenue. Additionally, Microsoft is now making touch-enabled steering wheel products covered by their royalty-free, perpetual, irrevocable license to our worldwide portfolio of patents that could compete with our licensees' current products for which we earn per unit royalties.

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BECAUSE WE HAVE A FIXED PAYMENT LICENSE WITH MICROSOFT, OUR ROYALTY REVENUE FROM LICENSING IN THE GAMING MARKET AND OTHER CONSUMER MARKETS HAS DECLINED AND MAY FURTHER DO SO IF MICROSOFT INCREASES ITS VOLUME OF SALES OF TOUCH-ENABLED GAMING PRODUCTS AND CONSUMER PRODUCTS AT THE EXPENSE OF OUR OTHER LICENSEES.

Under the terms of our present agreement with Microsoft, Microsoft receives a royalty-free, perpetual, irrevocable license to our worldwide portfolio of patents. This license permits Microsoft to make, use, and sell hardware, software, and services, excluding specified products, covered by our patents. We will not receive any further revenues or royalties from Microsoft under our current agreement with Microsoft. Microsoft has a significant share of the market for touch-enabled console gaming computer peripherals and is pursuing other consumer markets such as mobile phones, PDAs, and portable music players. Microsoft has significantly greater financial, sales, and marketing resources, as well as greater name recognition and a larger customer base than some of our other licensees. In the event that Microsoft increases its share of these markets, our royalty revenue from other licensees in these market segments might decline.

WE GENERATE REVENUES FROM TOUCH-ENABLING COMPONENTS THAT ARE SOLD AND INCORPORATED INTO THIRD-PARTY PRODUCTS. WE HAVE LITTLE OR NO CONTROL OR INFLUENCE OVER THE DESIGN, MANUFACTURE, PROMOTION, DISTRIBUTION, OR PRICING OF THOSE THIRD-PARTY PRODUCTS.

Part of our business strategy is to sell components that provide touch feedback capability in products that other companies design, manufacture, and sell. Sales of these components generate product revenue. However, we do not control or influence the design, manufacture, quality control, promotion, distribution, or pricing of products that are manufactured and sold by those customers that buy these components. In addition, we generally do not have commitments from customers that they will continue to use our components in current or future products. As a result, products incorporating our components may not be brought to market, meet quality control standards, or achieve commercial acceptance. If the customers fail to stimulate and capitalize upon market demand for their products that include our components, or if products are recalled because of quality control problems, our revenues will not grow and could decline.

THE TERMS IN OUR AGREEMENTS MAY BE CONSTRUED BY OUR LICENSEES IN A MANNER THAT IS INCONSISTENT WITH THE RIGHTS THAT WE HAVE GRANTED TO OTHER LICENSEES, OR IN A MANNER THAT MAY REQUIRE US TO INCUR SUBSTANTIAL COSTS TO RESOLVE CONFLICTS OVER LICENSE TERMS.

We have entered into, and we expect to continue to enter into, agreements pursuant to which our licensees are granted rights under our technology and intellectual property. These rights may be granted in certain fields of use, or with respect to certain market sectors or product categories, and may include exclusive rights or sublicensing rights. We refer to the license terms and restrictions in our agreements, including, but not limited to, field of use definitions, market sector, and product category definitions, collectively as License Provisions.

Due to the continuing evolution of market sectors, product categories, and licensee business models, and to the compromises inherent in the drafting and negotiation of License Provisions, our licensees may, at some time during the term of their agreements with us, interpret License Provisions in their agreements in a way that is different from our interpretation of such License Provisions, or in a way that is in conflict with the rights that we have granted to other licensees. Such interpretations by our licensees may lead to claims that we have granted rights to one licensee which are inconsistent with the rights that we have granted to another licensee.

In addition, after we enter into an agreement, it is possible that markets and/or products, or legal and/or regulatory environments, will evolve in a manner that we did not foresee or was not foreseeable at the time we entered into the agreement. As a result, in any agreement, we may have granted rights that will preclude or restrict our exploitation of new opportunities that arise after the execution of the agreement.

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**IF WE ARE UNABLE TO ENTER INTO NEW LICENSING ARRANGEMENTS WITH OUR EXISTING LICENSEES AND WITH ADDITIONAL THIRD-PARTY MANUFACTURERS FOR OUR TOUCH-ENABLING TECHNOLOGIES, OUR ROYALTY REVENUE MAY NOT GROW.**

Our revenue growth is significantly dependent on our ability to enter into new licensing arrangements. Our failure to enter into new or renewal of licensing arrangements will cause our operating results to suffer. We face numerous risks in obtaining new licenses on terms consistent with our business objectives and in maintaining, expanding, and supporting our relationships with our current licensees. These risks include:

the lengthy and expensive process of building a relationship with potential licensees;

the competition we may face with the internal design teams of existing and potential licensees;

difficulties in persuading product manufacturers to work with us, to rely on us for critical technology, and to disclose to us proprietary product development and other strategies;

difficulties with persuading potential licensees who may have developed their own intellectual property or licensed intellectual property from other parties in areas related to ours to license our technology versus continuing to develop their own or license from other parties;

challenges in demonstrating the compelling value of our technologies in new applications like mobile phones, portable devices, and touchscreens;

difficulties in persuading existing and potential licensees to bear the development costs and risks necessary to incorporate our technologies into their products;

difficulties in obtaining new licensees for yet-to-be commercialized technology because their suppliers may not be ready to meet stringent quality and parts availability requirements;

inability to sign new gaming licenses if the video console makers choose not to license third parties to make peripherals for their new consoles; and

reluctance of content developers, mobile phone manufacturers, and service providers to sign license agreements without a critical mass of other such inter-dependent supporters of the mobile phone industry also having a license, or without enough phones in the market that incorporate our technologies.

**OUR CONSOLIDATION OF OUR MEDICAL OPERATIONS MAY NOT BE SUCCESSFUL, AND MAY NEGATIVELY IMPACT OUR BUSINESS**

In May 2009, we moved the operations of our Medical line of business from Maryland to our headquarters in San Jose, California. Consolidations and business restructurings involve numerous risks and uncertainties, including, but not limited to: the potential loss of key employees, customers and business partners; market uncertainty related to our future business plans; the incurrence of unexpected expenses or charges; diversion of management attention from other key areas of our business; negative impacts on employee morale; and other potential dislocations and disruptions to the business. For second quarter of 2009 and 2008 our Medical line of business represented 37% and 49%, respectively of our total revenues. For the six months ended June 30, 2009 and 2008 our Medical line of business represented 39% and 46%, respectively, of our total revenues. Accordingly, if we are unable to manage this consolidation effectively, our overall business and operating results could be materially and adversely affected. **LITIGATION REGARDING INTELLECTUAL PROPERTY RIGHTS COULD BE EXPENSIVE, DISRUPTIVE, AND TIME CONSUMING; COULD RESULT IN THE IMPAIRMENT OR LOSS OF PORTIONS OF OUR INTELLECTUAL PROPERTY; AND COULD ADVERSELY AFFECT OUR BUSINESS.**

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Intellectual property litigation, whether brought by us or by others against us, has caused us to expend, and may cause us to expend in future periods, significant financial resources as well as divert management's time and efforts. From time to time, we initiate claims against third parties that we believe infringe our intellectual property rights. We intend to enforce our intellectual property rights vigorously and may initiate litigation against parties that we believe are infringing our intellectual property rights if we are unable to resolve matters satisfactorily through negotiation. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and difficult to pursue in certain venues, and distracting to management and potential customers and could result in the impairment or loss of portions of our intellectual property. In addition, any litigation in which we are accused of infringement may cause product shipment delays, require us to develop non-infringing technologies, or require us to enter into royalty or license agreements even before the issue of infringement has been decided on the merits. If any litigation were not resolved in our favor, we could become subject to substantial damage claims from third parties and indemnification claims from our licensees. We could be enjoined from the continued use of the technologies at issue without a royalty or license agreement. Royalty or license agreements, if required, might not be available on acceptable terms, or at all. If a third party claiming infringement against us prevailed, and we may not be able to develop non-infringing technologies or license the infringed or similar technologies on a timely and cost-effective basis, our expenses could increase and our revenues could decrease.

While we attempt to avoid infringing known proprietary rights of third parties, third parties may hold, or may in the future be issued, patents that could be infringed by our products or technologies. Any of these third parties might make a claim of infringement against us with respect to the products that we manufacture and the technologies that we license. From time to time, we have received letters from companies, several of which have significantly greater financial resources than we do, asserting that some of our technologies, or those of our licensees, infringe their intellectual property rights. Certain of our licensees may receive similar letters from these or other companies from time to time. Such letters or subsequent litigation may influence our licensees' decisions whether to ship products incorporating our technologies. In addition, such letters may cause a dispute between our licensees and us over indemnification for the infringement claim. Any of these notices, or additional notices that we or our licensees could receive in the future from these or other companies, could lead to litigation against us, either regarding the infringement claim or the indemnification claim.

We have acquired patents from third parties and also license some technologies from third parties. We must rely upon the owners of the patents or the technologies for information on the origin and ownership of the acquired or licensed technologies. As a result, our exposure to infringement claims may increase. We generally obtain representations as to the origin and ownership of acquired or licensed technologies and indemnification to cover any breach of these representations. However, representations may not be accurate and indemnification may not provide adequate compensation for breach of the representations. Intellectual property claims against our licensees, or us, whether or not they have merit, could be time-consuming to defend, cause product shipment delays, require us to pay damages, harm existing license arrangements, or require us or our licensees to cease utilizing the technologies unless we can enter into licensing agreements. Licensing agreements might not be available on terms acceptable to us or at all. Furthermore, claims by third parties against our licensees could also result in claims by our licensees against us for indemnification.

The legal principles applicable to patents and patent licenses continue to change and evolve. Legislation and judicial decisions that make it easier for patent licensees to challenge the validity, enforceability, or infringement of patents, or make it more difficult for patent licensors to obtain a permanent injunction, obtain enhanced damages for willful infringement, or to obtain or enforce patents, may adversely affect our business and the value of our patent portfolio. Furthermore, our prospects for future revenue growth through our royalty and licensing based businesses could be diminished.

**PRODUCT LIABILITY CLAIMS COULD BE TIME-CONSUMING AND COSTLY TO DEFEND AND COULD EXPOSE US TO LOSS.**

Our products or our licensees' products may have flaws or other defects that may lead to personal or other injury claims. If products that we or our licensees sell cause personal injury, property injury, financial loss, or other injury to our or our licensees' customers, the customers or our licensees may seek damages or



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other recovery from us. Defending any claims against us, regardless of merit, would be time-consuming, expensive to defend, and distracting to management, and could result in damages and injure our reputation, the reputation of our technology and services, and/or the reputation of our products, or the reputation of our licensees or their products. This damage could limit the market for our and our licensees' products and harm our results of operations. In addition, if our business liability insurance coverage proves inadequate or future coverage is unavailable on acceptable terms or at all, our business, operating results and financial condition could be adversely affected.

In the past, manufacturers of peripheral products including certain gaming products such as joysticks, wheels, or gamepads, have been subject to claims alleging that use of their products has caused or contributed to various types of repetitive stress injuries, including carpal tunnel syndrome. While we have not experienced any product liability claims to date, we could face such claims in the future, which could harm our business and reputation. Although our license agreements typically contain provisions designed to limit our exposure to product liability claims, existing or future laws or unfavorable judicial decisions could limit or invalidate the provisions.

**OUR PRODUCTS ARE COMPLEX AND MAY CONTAIN UNDETECTED ERRORS, WHICH COULD HARM OUR REPUTATION AND FUTURE PRODUCT SALES.**

Any failure to provide high quality and reliable products, whether caused by our own failure or failures of our suppliers or OEM customers, could damage our reputation and reduce demand for our products. Our products have in the past contained, and may in the future contain, undetected errors or defects. Some errors in our products may only be discovered after a product has been shipped to customers. Any errors or defects discovered in our products after commercial release could result in loss of revenue, loss of customers, and increased service and warranty costs, any of which could adversely affect our business.

**THE NATURE OF SOME OF OUR PRODUCTS MAY ALSO SUBJECT US TO EXPORT CONTROL REGULATION BY THE U.S. DEPARTMENT OF STATE AND THE DEPARTMENT OF COMMERCE. VIOLATIONS OF THESE REGULATIONS CAN RESULT IN MONETARY PENALTIES AND DENIAL OF EXPORT PRIVILEGES.**

Our sales to customers in some areas outside the United States could be subject to government export regulations or restrictions that prohibit us from selling to customers in some countries or that require us to obtain licenses or approvals to export such products internationally. Delays or denial of the grant of any required license or approval, or changes to the regulations, could make it difficult or impossible to make sales to foreign customers in some countries and could adversely affect our revenue. In addition, we could be subject to fines and penalties for violation of these export regulations if we were found in violation. Such violation could result in penalties, including prohibiting us from exporting our products to one or more countries, and could materially and adversely affect our business.

**COMPLIANCE WITH DIRECTIVES THAT RESTRICT THE USE OF CERTAIN MATERIALS MAY INCREASE OUR COSTS AND LIMIT OUR REVENUE OPPORTUNITIES.**

Our products and packaging must meet all safety, electrical, labeling, marking, or other requirements of the countries into which we ship products or our resellers sell our products. We have to assess each product and determine whether it complies with the requirements of local regulations or whether they are exempt from meeting the requirements of the regulations. If we determine that a product is not exempt and does not comply with adopted regulations, we will have to make changes to the product or its documentation if we want to sell that product into the region once the regulations become effective. Making such changes may be costly to perform and may have a negative impact on our results of operations. In addition, there can be no assurance that the national enforcement bodies of the regions adopting such regulations will agree with our assessment that certain of our products and documentation comply with or are exempt from the regulations. If products are determined not to be compliant or exempt, we will not be able to ship them in the region that adopts such regulations until such time that they are compliant, and this may have a negative impact on our revenue and results of operations.



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BECAUSE PERSONAL COMPUTER PERIPHERAL PRODUCTS THAT INCORPORATE OUR TOUCH-ENABLING TECHNOLOGIES CURRENTLY WORK WITH MICROSOFT'S OPERATING SYSTEM SOFTWARE, OUR COSTS COULD INCREASE AND OUR REVENUES COULD DECLINE IF MICROSOFT MODIFIES ITS OPERATING SYSTEM SOFTWARE.

Our hardware and software technologies for personal computer peripheral products that incorporate our touch-enabling technologies are currently compatible with Microsoft's Windows 2000, Windows Me, Windows XP, and Windows Vista operating systems, including DirectX, Microsoft's entertainment API. Modifications and new versions of Microsoft's operating system and APIs (including DirectX and Windows 7) may require that we and/or our licensees modify the touch-enabling technologies to be compatible with Microsoft's modifications or new versions, and this could cause delays in the release of products by our licensees. If Microsoft modifies its software products in ways that limit the use of our other licensees' products, our costs could increase and our revenues could decline.

In addition, Microsoft announced that its new product, Windows 7, will feature a new multi-touch input function, allowing users to use multiple fingers simultaneously to interact with touch surfaces. Enabling multi-location touch-feedback will require us to innovate hardware and software, enable Windows 7 APIs with multi-touch output support, and work with our licensees and third parties to integrate such features. There are feasibility risks with both hardware and software, and there may be potential delays in the revenue growth of haptically-enabled multi touch surfaces.

IF WE ARE UNABLE TO DEVELOP OPEN SOURCE COMPLIANT PRODUCTS, OUR ABILITY TO LICENSE OUR TECHNOLOGIES AND GENERATE REVENUES WOULD BE IMPAIRED.

We have seen, and believe that we will continue to see, an increase in customers requesting that we develop products that will operate in an open source environment. Developing open source compliant products, without imperiling the intellectual property rights upon which our licensing business depends, may prove difficult under certain circumstances, thereby placing us at a competitive disadvantage for new product designs. As a result, our revenues may not grow and could decline.

THE MARKET FOR CERTAIN TOUCH-ENABLING TECHNOLOGIES AND TOUCH-ENABLED PRODUCTS IS AT AN EARLY STAGE AND IF MARKET DEMAND DOES NOT DEVELOP, WE MAY NOT ACHIEVE OR SUSTAIN REVENUE GROWTH.

The market for certain of our touch-enabling technologies and certain of our licensees' touch-enabled products is at an early stage. If we and our licensees are unable to develop demand for touch-enabling technologies and touch-enabled products, we may not achieve or sustain revenue growth. We cannot accurately predict the growth of the markets for these technologies and products, the timing of product introductions, or the timing of commercial acceptance of these products.

Even if our touch-enabling technologies and our licensees' touch-enabled products are ultimately widely adopted, widespread adoption may take a long time to occur. The timing and amount of royalties and product sales that we receive will depend on whether the products marketed achieve widespread adoption and, if so, how rapidly that adoption occurs.

We expect that we will need to pursue extensive and expensive marketing and sales efforts to educate prospective licensees, component customers, and end users about the uses and benefits of our technologies and to persuade software developers to create software that utilizes our technologies. Negative product reviews or publicity about our company, our products, our licensees' products, haptic features, or haptic technology in general could have a negative impact on market adoption, our revenue, and/or our ability to license our technologies in the future.

IF WE FAIL TO PROTECT AND ENFORCE OUR INTELLECTUAL PROPERTY RIGHTS, OUR ABILITY TO LICENSE OUR TECHNOLOGIES AND GENERATE REVENUES WOULD BE IMPAIRED.

Our business depends on generating revenues by licensing our intellectual property rights and by selling products that incorporate our technologies. We rely on our significant patent portfolio to protect our proprietary rights. If we are not able to protect and enforce those rights, our ability to obtain future licenses or maintain current licenses and royalty revenue could be impaired. In addition, if a court or the patent office were to limit the scope, declare unenforceable, or invalidate any of our patents, current licensees may refuse to make royalty payments, or they may choose to challenge one or more of our patents. It is also possible that:

our pending patent applications may not result in the issuance of patents;

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our patents may not be broad enough to protect our proprietary rights; and

effective patent protection may not be available in every country in which we or our licensees do business.

We also rely on licenses, confidentiality agreements, other contractual agreements, and copyright, trademark, and trade secret laws to establish and protect our proprietary rights. It is possible that:

laws and contractual restrictions may not be sufficient to prevent misappropriation of our technologies or deter others from developing similar technologies; and

policing unauthorized use of our patented technologies, trademarks, and other proprietary rights would be difficult, expensive, and time-consuming, within and particularly outside of the United States of America.

**CERTAIN TERMS OR RIGHTS GRANTED IN OUR LICENSE AGREEMENTS OR OUR DEVELOPMENT CONTRACTS MAY LIMIT OUR FUTURE REVENUE OPPORTUNITIES.**

While it is not our general practice to sign license agreements that provide exclusive rights for a period of time with respect to a technology, field of use, and/or geography, or to accept similar limitations in product development contracts, we have entered into such agreements and may in the future. Although additional compensation or other benefits may be part of the agreement, the compensation or benefits may not adequately compensate us for the limitations or restrictions we have agreed to as that particular market develops. Over the life of the exclusivity period, especially in markets that grow larger or faster than anticipated, our revenue may be limited and less than what we could have achieved in the market with several licensees or additional products available to sell to a specific set of customers.

**IF WE FAIL TO DEVELOP NEW OR ENHANCED TECHNOLOGIES FOR NEW APPLICATIONS AND PLATFORMS, WE MAY NOT BE ABLE TO CREATE A MARKET FOR OUR TECHNOLOGIES OR OUR TECHNOLOGIES MAY BECOME OBSOLETE, AND OUR ABILITY TO GROW AND OUR RESULTS OF OPERATIONS MIGHT BE HARMED.**

Our initiatives to develop new and enhanced technologies and to commercialize these technologies for new applications and new platforms may not be successful or timely. Any new or enhanced technologies may not be favorably received by consumers and could damage our reputation or our brand. Expanding our technologies could also require significant additional expenses and strain our management, financial, and operational resources.

Moreover, technology products generally have relatively short product life cycles and our current products may become obsolete in the future. Our ability to generate revenues will be harmed if:

we fail to develop new technologies or products;

the technologies we develop infringe on third-party patents or other third-party rights;

our new technologies fail to gain market acceptance; or

our current products become obsolete or no longer meet new regulatory requirements.

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Our ability to achieve revenue growth also depends on our continuing ability to improve and reduce the cost of our technologies and to introduce these technologies to the marketplace in a timely manner. If our development efforts are not successful or are significantly delayed, companies may not incorporate our technologies into their products and our revenue growth may be impaired.

WE HAVE LIMITED ENGINEERING, CUSTOMER SERVICE, TECHNICAL SUPPORT, QUALITY ASSURANCE AND MANUFACTURING RESOURCES TO DESIGN AND FULFILL FAVORABLE PRODUCT DELIVERY SCHEDULES AND SUFFICIENT LEVELS OF QUALITY IN SUPPORT OF OUR DIFFERENT PRODUCT AREAS. PRODUCTS AND SERVICES MAY NOT BE DELIVERED IN A TIMELY WAY, WITH SUFFICIENT LEVELS OF QUALITY, OR AT ALL, WHICH MAY REDUCE OUR REVENUE.

Engineering, customer service, technical support, quality assurance, and manufacturing resources are deployed against a variety of different projects and programs to provide sufficient levels of quality necessary for channels and customers. Success in various markets may depend on timely deliveries and overall levels of sustained quality and customer service. Failure to provide favorable product and program deliverables and quality and customer service levels, or provide them at all, may disrupt channels and customers, harm our brand, and reduce our revenues. THE HIGHER COST OF PRODUCTS INCORPORATING OUR TOUCH-ENABLING TECHNOLOGIES MAY INHIBIT OR PREVENT THEIR WIDESPREAD ADOPTION.

Personal computer and console gaming peripherals, mobile devices, touchscreens, and automotive and industrial controls incorporating our touch-enabling technologies can be more expensive than similar competitive products that are not touch-enabled. Although major manufacturers, such as ALPS Electric Co., BMW, LG Electronics, Logitech, Microsoft, Nokia, Samsung, and Sony have licensed our technologies, the greater expense of development and production of products containing our touch-enabling technologies, together with the higher price to the end customer, may be a significant barrier to their widespread adoption and sale.

THIRD-PARTY VALIDATION STUDIES MAY NOT DEMONSTRATE ALL THE BENEFITS OF OUR MEDICAL TRAINING SIMULATORS, WHICH COULD AFFECT CUSTOMER MOTIVATION TO BUY.

In medical training, validation studies are generally used to confirm the usefulness of new techniques, devices, and training methods. For medical training simulators, several levels of validation are generally tested: content, concurrent, construct, and predictive. A validation study performed by a third party, such as a hospital, a teaching institution, or even an individual healthcare professional, could result in showing little or no benefit for one or more types of validation for our medical training simulators. Such validation study results published in medical journals could impact the willingness of customers to buy our training simulators, especially new simulators that have not previously been validated. In addition, customers may be reluctant to purchase these products if no studies have been published or until a favorable study has been published, which would negatively impact our revenues from sales of these products.

MEDICAL LICENSING AND CERTIFICATION AUTHORITIES MAY NOT RECOMMEND OR REQUIRE USE OF OUR TECHNOLOGIES FOR TRAINING AND/OR TESTING PURPOSES AND CERTAIN LEGISLATION THAT MAY ENCOURAGE THE USE OF SIMULATORS MAY NOT BECOME LAW, SIGNIFICANTLY SLOWING OR INHIBITING THE MARKET PENETRATION OF OUR MEDICAL SIMULATION TECHNOLOGIES.

Several key medical certification bodies, including the American Board of Internal Medicine ( ABIM ), the American Board of Surgery ( ABS ), and the American College of Cardiology ( ACC ), have great influence in recommending particular medical methodologies, including medical training and testing methodologies, for use by medical professionals. In the event that the ABIM and the ACC, as well as other, similar bodies, do not endorse medical simulation products in general, or our products in particular, as a training and/or testing tool, and in addition in the event that the Enhancing Simulation Act of 2009 does not pass into law, market penetration for our products in the medical market could be significantly and adversely affected.

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WE HAVE LIMITED DISTRIBUTION CHANNELS AND RESOURCES TO MARKET AND SELL OUR PRODUCTS, AND IF WE ARE UNSUCCESSFUL IN MARKETING AND SELLING THESE PRODUCTS, WE MAY NOT ACHIEVE OR SUSTAIN PRODUCT REVENUE GROWTH.

We have limited resources for marketing and selling our products, either directly or through distributors. To achieve our business objectives, we must build a balanced mixture of sales through a direct sales channel and through qualified distribution channels. The success of our efforts to sell products will depend upon our ability to retain and develop a qualified sales force and effective distribution channels. We may not be successful in attracting and retaining the personnel necessary to sell and market our products. A number of our distributors are small, specialized companies and may not have sufficient capital or human resources to support the complexities of selling and supporting our products. In addition, many of our distributors do not have exclusive relationships with us and may not devote sufficient time and attention to selling our products. There can be no assurance that our direct selling efforts will be effective, distributors or OEMs will market our products successfully or, if our relationships with distributors or OEMs terminate, that we will be able to establish relationships with other distributors or OEMs on satisfactory terms, if at all. Any disruption in the distribution, sales, or marketing network for our products could have a material adverse effect on our product revenues.

IT IS DIFFICULT FOR US TO PREDICT THE SALES VOLUME OF OUR DISTRIBUTION CHANNELS, WHICH MAKES IT DIFFICULT FOR US TO FORECAST OUR BUSINESS.

The sales volumes for our limited distribution channels are volatile and hard to predict. We consider forecasts in determining our component needs and our inventory requirements. If the business in these limited distribution channels fails to meet expectations, or if we fail to accurately forecast our customers' product demands, we may have inadequate or excess inventory of our products or components or assets that are not realizable, which could adversely affect our operating results.

THE MARKETS IN WHICH WE PARTICIPATE OR MAY TARGET IN THE FUTURE ARE INTENSELY COMPETITIVE, AND IF WE DO NOT COMPETE EFFECTIVELY, OUR OPERATING RESULTS COULD BE HARMED.

Our target markets are rapidly evolving and highly competitive. Many of our competitors and potential competitors are larger and have greater name recognition, much longer operating histories, larger marketing budgets, and significantly greater resources than we do, and with the introduction of new technologies and market entrants, we expect competition to intensify in the future. We believe that competition in these markets will continue to be intense and that competitive pressures will drive the price of our products and our licensees' products downward. These price reductions, if not offset by increases in unit sales or productivity, will cause our revenues to decline. If we fail to compete effectively, our business will be harmed. Some of our principal competitors offer their products or services at a lower price, which has resulted in pricing pressures. If we are unable to achieve our target pricing levels, our operating results would be negatively impacted. In addition, pricing pressures and increased competition generally could result in reduced sales, reduced margins, losses, or the failure of our application suite to achieve or maintain more widespread market acceptance, any of which could harm our business.

In the medical simulation market, we face competition from Sionix USA Corporation, Mentice Corporation, Medical Education Technologies, Inc., and Medical Simulation Corporation. In the mobility and touchscreen markets, we face competition from internal design teams of existing and potential OEM customers. As a result of their licenses to our patent portfolios, we could face competition from Microsoft and Sony.

Our licensees or other third parties may also seek to develop products using our intellectual property or develop alternative designs that attempt to circumvent our intellectual property or that they believe do not require a license under our intellectual property. These potential competitors may have significantly greater financial, technical, and marketing resources than we do, and the costs associated with asserting our intellectual property rights against such products and such potential competitors could be significant. Moreover, if such alternative designs were determined by a court not to require a license under our intellectual property rights, competition from such unlicensed products could limit or reduce our revenues.

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Additionally, if haptic technology gains market acceptance, more research by universities and/or corporations or other parties may be performed potentially leading to strong intellectual property positions by third parties in certain areas of haptics or the launch of haptics products before we commercialize our own technology.

Many of our current and potential competitors, including Microsoft, are able to devote greater resources to the development, promotion, and sale of their products and services. In addition, many of our competitors have established marketing relationships or access to larger customer bases, distributors, and other business partners. As a result, our competitors might be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Further, some potential customers, particularly large enterprises, may elect to develop their own internal solutions. For all of these reasons, we may not be able to compete successfully against our current and future competitors.

**WINNING BUSINESS IS SUBJECT TO A COMPETITIVE SELECTION PROCESS THAT CAN BE LENGTHY AND REQUIRES US TO INCUR SIGNIFICANT EXPENSE, AND WE MAY NOT BE SELECTED.**

Our primary focus is on winning competitive bid selection processes, known as design wins, so that haptics will be included in our customers' equipment. These selection processes can be lengthy and can require us to incur significant design and development expenditures. We may not win the competitive selection process and may never generate any revenue despite incurring significant design and development expenditures. Because we typically focus on only a few customers in a product area, the loss of a design win can sometimes result in our failure to get haptics added to new generation products. This can result in lost sales and could hurt our position in future competitive selection processes because we may not be perceived as being a technology leader.

After winning a product design for one of our customers, we may still experience delays in generating revenue from our products as a result of the lengthy development and design cycle. In addition, a delay or cancellation of a customer's plans could significantly adversely affect our financial results, as we may have incurred significant expense and generated no revenue. Finally, if our customers fail to successfully market and sell their equipment it could materially adversely affect our business, financial condition, and results of operations as the demand for our products falls.

**AUTOMOBILES INCORPORATING OUR TOUCH-ENABLING TECHNOLOGIES ARE SUBJECT TO LENGTHY PRODUCT DEVELOPMENT PERIODS, MAKING IT DIFFICULT TO PREDICT WHEN AND WHETHER WE WILL RECEIVE AUTOMOTIVE ROYALTIES.**

The product development process for automobiles is very lengthy, sometimes longer than four years. We may not earn royalty revenue on our automotive technologies unless and until automobiles featuring our technologies are shipped to customers, which may not occur until several years after we enter into an agreement with an automobile manufacturer or a supplier to an automobile manufacturer. Throughout the product development process, we face the risk that an automobile manufacturer or supplier may delay the incorporation of, or choose not to incorporate, our technologies into its automobiles, making it difficult for us to predict the automotive royalties we may receive, if any. After the product launches, our royalties still depend on market acceptance of the vehicle or the option packages if our technology is an option (for example, a navigation unit), which is likely to be determined by many factors beyond our control.

**OUR INTERNATIONAL EXPANSION EFFORTS SUBJECT US TO ADDITIONAL RISKS AND COSTS.**

We intend to expand international activities. International operations are subject to a number of difficulties and special costs, including:

compliance with multiple, conflicting and changing governmental laws and regulations;

laws and business practices favoring local competitors;

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foreign exchange and currency risks;

difficulty in collecting accounts receivable or longer payment cycles;

import and export restrictions and tariffs;

difficulties staffing and managing foreign operations;

difficulties and expense in enforcing intellectual property rights;

business risks, including fluctuations in demand for our products and the cost and effort to conduct international operations and travel abroad to promote international distribution and overall global economic conditions;

multiple conflicting tax laws and regulations; and

political and economic instability.

Our international operations could also increase our exposure to international laws and regulations. If we cannot comply with foreign laws and regulations, which are often complex and subject to variation and unexpected changes, we could incur unexpected costs and potential litigation. For example, the governments of foreign countries might attempt to regulate our products and services or levy sales or other taxes relating to our activities. In addition, foreign countries may impose tariffs, duties, price controls, or other restrictions on foreign currencies or trade barriers, any of which could make it more difficult for us to conduct our business.

**WE MIGHT BE UNABLE TO RETAIN OR RECRUIT NECESSARY PERSONNEL, WHICH COULD SLOW THE DEVELOPMENT AND DEPLOYMENT OF OUR TECHNOLOGIES.**

Our ability to develop and deploy our technologies and to sustain our revenue growth depends upon the continued service of our management and other key personnel, many of whom would be difficult to replace. Management and other key employees may voluntarily terminate their employment with us at any time upon short notice. The loss of management or key personnel could delay product development cycles or otherwise harm our business.

We believe that our future success will also depend largely on our ability to attract, integrate, and retain sales, support, marketing, and research and development personnel. Competition for such personnel is intense, and we may not be successful in attracting, integrating, and retaining such personnel. Given the protracted nature of if, how, and when we collect royalties on new design contracts, it may be difficult to craft compensation plans that will attract and retain the level of salesmanship needed to secure these contracts. Our stock option and award program is a long-term retention program that is intended to attract, retain, and provide incentives for talented employees, officers and directors, and to align stockholder and employee interests. Additionally some of our executive officers and key employees hold stock options with exercise prices above the current market price of our common stock. Each of these factors may impair our ability to retain the services of our executive officers and key employees. Our technologies are complex and we rely upon the continued service of our existing personnel to support licensees, enhance existing technologies, and develop new technologies.

**IF OUR FACILITIES WERE TO EXPERIENCE CATASTROPHIC LOSS, OUR OPERATIONS WOULD BE SERIOUSLY HARMED.**

Our facilities could be subject to a catastrophic loss such as fire, flood, earthquake, power outage, or terrorist activity. A substantial portion of our research and development activities, manufacturing, our corporate headquarters, and other critical business operations are located near major earthquake faults in San Jose, California, an area with a history of seismic events. An earthquake at or near our facilities could disrupt our operations, delay production and shipments of our products or technologies, and result in large expenses to repair and replace the facility. While we believe that we maintain insurance sufficient to cover most long-term potential losses at our facilities, our existing insurance may not be adequate for all possible





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losses. In addition, California has experienced problems with its power supply in recent years. As a result, we have experienced utility cost increases and may experience unexpected interruptions in our power supply that could have a material adverse effect on our sales, results of operations, and financial condition.

***Investment Risks***

**OUR QUARTERLY REVENUES AND OPERATING RESULTS ARE VOLATILE, AND IF OUR FUTURE RESULTS ARE BELOW THE EXPECTATIONS OF PUBLIC MARKET ANALYSTS OR INVESTORS, THE PRICE OF OUR COMMON STOCK IS LIKELY TO DECLINE.**

Our revenues and operating results are likely to vary significantly from quarter to quarter due to a number of factors, many of which are outside of our control and any of which could cause the price of our common stock to decline.

These factors include:

the establishment or loss of licensing relationships;

the timing and recognition of payments under fixed and/or up-front license agreements;

the timing of work performed under development agreements;

the timing of our expenses, including costs related to litigation, stock-based awards, acquisitions of technologies, or businesses;

the timing of introductions and market acceptance of new products and product enhancements by us, our licensees, our competitors, or their competitors;

our ability to develop and improve our technologies;

our ability to attract, integrate, and retain qualified personnel;

seasonality in the demand for our products or our licensees' products; and

our ability to build or ship products on a timely basis.

**OUR STOCK PRICE MAY FLUCTUATE REGARDLESS OF OUR PERFORMANCE.**

The stock market has experienced extreme volatility that often has been unrelated or disproportionate to the performance of particular companies. These market fluctuations may cause our stock price to decline regardless of our performance. The market price of our common stock has been, and in the future could be, significantly affected by factors such as: actual or anticipated fluctuations in operating results; announcements of technical innovations; announcements regarding litigation in which we are involved; changes by game console manufacturers to not include touch-enabling capabilities in their products; new products or new contracts; sales or the perception in the market of possible sales of large number of shares of our common stock by insiders or others; stock repurchase activity; changes in securities analysts' recommendations; changing circumstances regarding competitors or their customers; governmental regulatory action; developments with respect to patents or proprietary rights; inclusion in or exclusion from various stock indices; and general market conditions. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has been initiated against that company.

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**PROVISIONS IN OUR CHARTER DOCUMENTS AND DELAWARE LAW COULD PREVENT OR DELAY A CHANGE IN CONTROL, WHICH COULD REDUCE THE MARKET PRICE OF OUR COMMON STOCK.**

Provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our board of directors or management, including the following:

our board of directors is classified into three classes of directors with staggered three-year terms;

only our chairperson of the board of directors, a majority of our board of directors or 10% or greater stockholders are authorized to call a special meeting of stockholders;

our stockholders can only take action at a meeting of stockholders and not by written consent;

vacancies on our board of directors can be filled only by our board of directors and not by our stockholders;

our restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval; and

advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

In addition, certain provisions of Delaware law may discourage, delay, or prevent someone from acquiring or merging with us. These provisions could limit the price that investors might be willing to pay in the future for shares. **WE MAY ENGAGE IN ACQUISITIONS THAT COULD DILUTE STOCKHOLDERS' INTERESTS, DIVERT MANAGEMENT ATTENTION, OR CAUSE INTEGRATION PROBLEMS.**

As part of our business strategy, we have in the past and may in the future, acquire businesses or intellectual property that we feel could complement our business, enhance our technical capabilities, or increase our intellectual property portfolio. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated.

If we consummate acquisitions through the issuance of our securities, our stockholders could suffer significant dilution. Acquisitions could also create risks for us, including:

unanticipated costs associated with the acquisitions;

use of substantial portions of our available cash to consummate the acquisitions;

diversion of management's attention from other business concerns;

difficulties in assimilation of acquired personnel or operations;

failure to realize the anticipated benefits of acquired intellectual property or other assets;

charges associated with amortization of acquired assets or potential charges for write-down of assets associated with unsuccessful acquisitions;

potential intellectual property infringement claims related to newly acquired product lines; and

potential costs associated with failed acquisition efforts.

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Any acquisitions, even if successfully completed, might not generate significant additional revenue or provide any benefit to our business.

AS OUR BUSINESS GROWS, SUCH GROWTH MAY PLACE A SIGNIFICANT STRAIN ON OUR MANAGEMENT AND OPERATIONS AND, AS A RESULT, OUR BUSINESS MAY SUFFER.

We plan to continue expanding our business, and any significant growth could place a significant strain on our management systems, infrastructure and other resources. We recently transitioned the preparation of all of our internal reporting to upgraded management information systems and are in the process of implementing this system for all of our subsidiaries. If we encounter problems with the implementation of these systems, we may have difficulties preparing or tracking internal information, which could adversely affect our financial results. We will need to continue to invest the necessary capital to upgrade and improve our operational, financial and management reporting systems. If our management fails to manage our growth effectively, we could experience increased costs, declines in product quality, or customer satisfaction, which could harm our business.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

We held our annual meeting of stockholders (the Annual Meeting ) on June 9, 2009, to consider and vote on the following proposals to: (i) elect three members of the Board of Directors to serve for a three-year term as Class I Directors (Proposal 1); and (ii) ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009 (Proposal 2).

Proposal 1: The stockholders elected the three nominees for Class I directors to our Board of Directors. The votes were as follows:

	<b>Number of Votes For</b>	<b>Number of Votes Against</b>	<b>Number of Votes Abstained</b>
<b>Nominees</b>			
Anne DeGheest	19,466,094	838,348	1,684,020
Jack Saltich	15,506,895	4,792,773	1,688,793
Victor Viegas	19,516,222	986,416	1,485,824

Ms. DeGheest's, Mr. Saltich's and Mr. Viegas's terms will expire at the 2012 annual meeting. Other directors' terms of office continue as follows: Robert Van Naarden and Clent Richardson (Class II term expires at the 2010 annual meeting) and John Hodgman and Emily Liggett (Class III term expires at the 2011 annual meeting).

Proposal 2: The ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009:

<b>Number of Votes For</b>	<b>Number of Votes Against</b>	<b>Number of Votes Abstained</b>
20,073,125	455,075	1,460,261
	64	

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**ITEM 6. EXHIBITS**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of Victor Viegas, Interim Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Henry Hirvela, Interim Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Victor Viegas, Interim Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Henry Hirvela, Interim Chief Financial Officer, 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.

Date: February 8, 2010

IMMERSION CORPORATION

By                    /s/ Henry Hirvela  
                         Henry Hirvela  
                         *Interim Chief Financial Officer*

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