

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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended: September 30, 2015

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 0-28082

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**KVH Industries, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

05-0420589  
(I.R.S. Employer  
Identification Number)

50 Enterprise Center, Middletown, RI 02842  
(Address of Principal Executive Offices) (Zip Code)

(401) 847-3327  
(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  (Do not check if a smaller reporting company) Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Date</u>	<u>Class</u>	<u>Outstanding shares</u>
November 6, 2015	Common Stock, par value \$0.01 per share	16,115,386

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

KVH INDUSTRIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(in thousands, except share and per share amounts)

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
(unaudited)		
Current assets:		
Cash and cash equivalents	\$ 23,623	\$ 25,289
Marketable securities	26,599	24,513
Accounts receivable, net of allowance for doubtful accounts of \$3,853 and \$2,723 as of September 30, 2015 and December 31, 2014, respectively	38,118	39,936
Inventories	21,193	17,424
Prepaid expenses and other assets	5,214	2,953
Current deferred income tax asset	2,787	2,772
Total current assets	<u>117,534</u>	<u>112,887</u>
Property and equipment, less accumulated depreciation of \$46,743 and \$41,486 as of September 30, 2015 and December 31, 2014, respectively	41,323	41,696
Intangible assets, less accumulated amortization of \$10,034 and \$5,864 as of September 30, 2015 and December 31, 2014, respectively	28,734	33,641
Goodwill	37,520	40,454
Other non-current assets	3,331	4,469
Non-current deferred income tax asset	2,650	2,690
<b>Total assets</b>	<u><u>\$ 231,092</u></u>	<u><u>\$ 235,837</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 10,232	\$ 12,460
Accrued compensation and employee-related expenses	6,357	4,932
Accrued other	15,098	10,963
Accrued product warranty costs	1,703	1,853
Deferred revenue	8,035	7,791
Current portion of long-term debt	6,219	6,188
Liability for uncertain tax positions	3,197	3,500
Total current liabilities	<u>50,841</u>	<u>47,687</u>
Other long-term liabilities	1,374	1,459
Long-term debt, excluding current portion	60,019	64,687
Non-current deferred income tax liability	5,484	5,464
<b>Total liabilities</b>	<u><u>117,718</u></u>	<u><u>119,297</u></u>
Commitments and contingencies (notes 2, 9 and 11)		
Stockholders' equity:		
Preferred stock, \$0.01 par value. Authorized 1,000,000 shares; none issued	—	—
Common stock, \$0.01 par value. Authorized 30,000,000 shares; 17,326,314 and 17,152,743 shares issued at September 30, 2015 and December 31, 2014, respectively; and 15,667,323 and 15,493,752 shares outstanding at September 30, 2015 and December 31, 2014, respectively	173	172
Additional paid-in capital	123,776	121,084
Retained earnings	10,034	11,881
Accumulated other comprehensive loss	(7,459)	(3,447)
	<u>126,524</u>	<u>129,690</u>
Less: treasury stock at cost, common stock, 1,658,991 shares as of September 30, 2015 and December 31, 2014	(13,150)	(13,150)
<b>Total stockholders' equity</b>	<u><u>113,374</u></u>	<u><u>116,540</u></u>
<b>Total liabilities and stockholders' equity</b>	<u><u>\$ 231,092</u></u>	<u><u>\$ 235,837</u></u>

See accompanying Notes to Unaudited Consolidated Financial Statements.

**KVH INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except earnings per share amounts, unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<b>Sales:</b>				
Product	\$ 15,622	\$ 16,862	\$ 48,954	\$ 55,867
Service	28,833	27,388	81,661	66,290
Net sales	44,455	44,250	130,615	122,157
<b>Costs and expenses:</b>				
Costs of product sales	10,275	10,769	32,777	34,179
Costs of service sales	14,454	14,679	41,407	37,098
Research and development	3,472	3,283	10,704	10,832
Sales, marketing and support	7,889	8,105	24,251	23,252
General and administrative	8,159	6,898	23,436	17,300
Total costs and expenses	44,249	43,734	132,575	122,661
Income (loss) from operations	206	516	(1,960)	(504)
Interest income	129	166	421	581
Interest expense	363	493	1,097	870
Other (expense) income, net	(382)	(156)	654	(70)
(Loss) income before income tax expense (benefit)	(410)	33	(1,982)	(863)
Income tax expense (benefit)	53	(118)	(134)	54
<b>Net (loss) income</b>	<b>\$ (463)</b>	<b>\$ 151</b>	<b>\$ (1,848)</b>	<b>\$ (917)</b>
<b>Net (loss) income per common share</b>				
Basic and diluted	<b>\$ (0.03)</b>	<b>\$ 0.01</b>	<b>\$ (0.12)</b>	<b>\$ (0.06)</b>
<b>Weighted average number of common shares outstanding:</b>				
Basic	<b>15,661</b>	<b>15,456</b>	<b>15,608</b>	<b>15,396</b>
Diluted	<b>15,661</b>	<b>15,586</b>	<b>15,608</b>	<b>15,396</b>

See accompanying Notes to Unaudited Consolidated Financial Statements.

**KVH INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(in thousands, unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<b>Net (loss) income</b>	\$ (463)	\$ 151	\$ (1,848)	\$ (917)
<b>Other comprehensive loss, net of tax:</b>				
Unrealized (loss) gain on available-for-sale securities	(109)	(15)	(111)	3
Foreign currency translation adjustment	(2,641)	(3,754)	(3,906)	(2,836)
Unrealized (loss) gain on derivative instruments	(13)	42	5	43
Other comprehensive loss, net of tax	(2,763)	(3,727)	(4,012)	(2,790)
<b>Total comprehensive loss</b>	<u>\$ (3,226)</u>	<u>\$ (3,576)</u>	<u>\$ (5,860)</u>	<u>\$ (3,707)</u>

See accompanying Notes to Unaudited Consolidated Financial Statements.

**KVH INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands, unaudited)

	Nine Months Ended September 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net loss	\$ (1,848)	\$ (917)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Provision for doubtful accounts	742	244
Depreciation and amortization	9,427	6,674
Deferred income taxes	(45)	(1,249)
Loss on sale of fixed assets	38	—
Gain on financial instruments	—	(82)
Compensation expense related to stock-based awards and employee stock purchase plan	2,832	2,827
Unrealized currency translation loss	191	—
Changes in operating assets and liabilities:		
Accounts receivable	644	481
Inventories	(3,807)	(2,327)
Prepaid expenses and other current assets	(2,282)	(528)
Other non-current assets	1,043	496
Accounts payable	(2,145)	3,315
Deferred revenue	355	1,285
Accrued expenses and other current liabilities	5,602	610
Other long-term liabilities	(96)	(170)
<b>Net cash provided by operating activities</b>	<b>\$ 10,651</b>	<b>\$ 10,659</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(4,881)	(3,535)
Net cash paid for business acquired	—	(45,165)
Purchases of marketable securities	(13,807)	(10,618)
Maturities and sales of marketable securities	11,719	32,529
<b>Net cash used in investing activities</b>	<b>\$ (6,969)</b>	<b>\$ (26,789)</b>
<b>Cash flows from financing activities:</b>		
Repayments of long-term debt	(980)	(951)
Repayments of term note borrowings	(3,656)	(1,219)
Proceeds from term loan borrowings	—	65,000
Repayments of line of credit borrowings	—	(30,000)
Payment of employee restricted stock withholdings	(345)	(482)
Proceeds from stock options exercised and employee stock purchase plan	260	572
<b>Net cash (used in) provided by financing activities</b>	<b>\$ (4,721)</b>	<b>\$ 32,920</b>
Effect of exchange rate changes on cash and cash equivalents	(627)	(225)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(1,666)</b>	<b>16,565</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>25,289</b>	<b>9,358</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 23,623</b>	<b>\$ 25,923</b>

See accompanying Notes to Unaudited Consolidated Financial Statements.

**KVH INDUSTRIES, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**(Unaudited, all amounts in thousands except per share amounts)**

**(1) Description of Business**

KVH Industries, Inc. (together with its subsidiaries, the Company or KVH) designs, develops, manufactures and markets mobile communications products and services for the marine and land mobile markets, and navigation, guidance, and stabilization products for both the defense and commercial markets.

KVH's mobile communications products enable customers to receive voice and Internet services, and live digital television via satellite services in marine vessels, recreational vehicles, buses and automobiles. KVH's CommBox offers a range of tools designed to increase communication efficiency, reduce costs, and manage network operations. KVH sells and leases its mobile communications products through an extensive international network of dealers and distributors. KVH also sells and leases products directly to end users.

KVH's mobile communications service sales represent primarily sales earned from satellite voice and Internet airtime services and from product repairs. KVH provides, for monthly fixed and usage fees, satellite connectivity services, including broadband Internet, data and Voice over Internet Protocol (VoIP) services, to its TracPhone V-series customers. Mobile communications services sales also include the distribution of commercially licensed entertainment, including news, sports, music, and movies to commercial and leisure customers in the maritime, hotel, and retail markets through KVH Media Group (acquired as Headland Media Limited), the media and entertainment service company that KVH acquired on May 11, 2013, and the distribution of training films and e-Learning computer-based training courses to commercial customers in the maritime market through Super Dragon Limited and Videotel Marine Asia Limited (together referred to as Videotel), a maritime training services company that KVH acquired on July 2, 2014. KVH also earns monthly usage fees from third-party satellite connectivity services, including voice, data and Internet services, provided to its Inmarsat and Iridium customers who choose to activate their subscriptions with KVH. Mobile communications service sales also include engineering services provided under development contracts, sales from product repairs, and extended warranty sales.

KVH also offers precision fiber optic gyro (FOG)-based systems that enable platform and optical stabilization, navigation, pointing and guidance. KVH's guidance and stabilization products also include tactical navigation systems that provide uninterrupted access to navigation and pointing information in a variety of military vehicles, including tactical trucks and light armored vehicles. KVH's guidance and stabilization products are sold directly to U.S. and foreign governments and government contractors, as well as through an international network of authorized independent sales representatives. In addition, KVH's guidance and stabilization products are used in numerous commercial products, such as navigation and positioning systems for various applications including precision mapping, dynamic surveying, autonomous vehicles, train location control and track geometry measurement systems, industrial robotics, and optical stabilization.

KVH's guidance and stabilization service sales include product repairs, engineering services provided under development contracts, and extended warranty sales.

**(2) Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying consolidated financial statements of KVH Industries, Inc. and its wholly owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America. The Company has evaluated all subsequent events through the date of this filing. All significant intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements have not been audited by the Company's independent registered public accounting firm and include all adjustments (consisting of only normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial condition, results of operations, and cash flows for the periods presented. These consolidated financial statements do not include all disclosures associated with annual financial statements and accordingly should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's annual report on Form 10-K for the year ended December 31, 2014 filed on March 17, 2015 with the Securities and Exchange Commission. The results for the three and nine months ended September 30, 2015 are not necessarily indicative of operating results for the remainder of the year.

### *Significant Estimates and Assumptions*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of sales and expenses during the reporting periods. As described in the Company's annual report on Form 10-K, the most significant estimates and assumptions by management affect the Company's revenue recognition, valuation of accounts receivable, valuation of inventory, assumptions used to determine fair value of goodwill and intangible assets, deferred tax assets and related valuation allowance, stock-based compensation, warranty and accounting for contingencies. The Company has reviewed these estimates and determined that these remain the most significant estimates for the nine months ended September 30, 2015. There have been no material changes to the significant accounting policies previously disclosed in the Company's annual report on Form 10-K for the year ended December 31, 2014.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances.

The Company has accounted for its \$19,000 contract received in October 2014 from an international military customer to purchase TACNAV products and services under ASC 605-25, *Multiple-Element Arrangements*. This contract includes program management and engineering services expected to be delivered through 2017 and hardware shipments expected to be fulfilled in 2015 and 2016, as well as out-year support services. The revenue for these services is recognized using the proportional performance accounting method. The Company limits the amount of revenue recognized for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations, or subject to customer-specific return or refund privileges. Total revenue recognized on this contract for the nine months ended September 30, 2015 and the year ended December 31, 2014 was approximately \$2,200 and \$1,100, respectively.

### **(3) Recently Announced Accounting Pronouncements**

#### *Revenue from Contracts*

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), regarding ASC Topic 606 of the same nomenclature. ASU 2014-09 represents the culmination of efforts by the FASB and the International Accounting Standards Board to issue a common revenue standard. In April 2015, the FASB voted to defer the effective date of the new revenue recognition standard by one year, which resulted in ASU 2014-09 becoming effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The Company is evaluating whether the adoption of ASU 2014-09 will have a material effect on the Company's consolidated statements of financial condition, results of operations or cash flows.

#### *Inventory*

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory" ("ASU 2015-11"), regarding ASC Topic 330 - Inventory. The amendments in the ASU require entities that measure inventory using the first-in, first-out or average cost methods to measure inventory at the lower of cost and net realizable value. Net realizable value is defined as estimated selling price in the ordinary course of business less reasonably predictable costs of completion and disposal. ASU 2015-11 is effective on a prospective basis for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2016, with earlier application permitted. The Company does not believe that the adoption of ASU 2015-11 will have a material effect on the Company's consolidated statements of financial condition, results of operations or cash flows.

There are no other recent accounting pronouncements that have been issued by the FASB that would have a material impact on the financial statements of the Company.



**(4) Marketable Securities**

Included in marketable securities as of September 30, 2015 and December 31, 2014 are the following:

<u>September 30, 2015</u>	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Money market mutual funds	\$ 15,722	\$ —	\$ —	\$ 15,722
Government agency bonds	1,503	—	—	1,503
United States treasuries	1,001	2	—	1,003
Corporate notes	2,528	1	—	2,529
Certificates of deposit	5,842	—	—	5,842
Total marketable securities designated as available-for-sale	<u>\$ 26,596</u>	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ 26,599</u>

<u>December 31, 2014</u>	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Money market mutual funds	\$ 6,824	\$ —	\$ —	\$ 6,824
Government agency bonds	3,505	—	(3)	3,502
United States treasuries	4,002	4	—	4,006
Corporate notes	4,665	2	—	4,667
Certificates of deposit	4,155	—	—	4,155
Municipal bonds	1,358	1	—	1,359
Total marketable securities designated as available-for-sale	<u>\$ 24,509</u>	<u>\$ 7</u>	<u>\$ (3)</u>	<u>\$ 24,513</u>

The amortized costs and fair value of debt securities as of September 30, 2015 and December 31, 2014 are shown below by effective maturity. Effective maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

<u>September 30, 2015</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
Due in less than one year	\$ 4,311	\$ 4,314
Due after one year and within two years	6,563	6,563
	<u>\$ 10,874</u>	<u>\$ 10,877</u>
<u>December 31, 2014</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
Due in less than one year	\$ 7,663	\$ 7,668
Due after one year and within two years	10,022	10,021
	<u>\$ 17,685</u>	<u>\$ 17,689</u>

Interest income from marketable securities was \$27 and \$27 for the three months ended September 30, 2015 and 2014, respectively, and \$88 and \$93 during the nine months ended September 30, 2015 and 2014, respectively.

## (5) Stock-Based Compensation

The Company recognizes stock-based compensation in accordance with the provisions of ASC Topic 718, *Compensation--Stock-Based Compensation*. Stock-based compensation expense was \$958 and \$984 for the three months ended September 30, 2015 and 2014, respectively, and \$2,832 and \$2,827 for the nine months ended September 30, 2015 and 2014, respectively. As of September 30, 2015, there was \$1,809 of total unrecognized compensation expense related to stock options, which is expected to be recognized over a weighted-average period of 2.15 years. As of September 30, 2015, there was \$4,705 of total unrecognized compensation expense related to restricted stock awards, which is expected to be recognized over a weighted-average period of 2.44 years.

The Company granted 40 and 203 restricted stock awards to employees under the terms of the Amended and Restated 2006 Stock Incentive Plan during the three and nine months ended September 30, 2015, respectively. The Company granted 0 and 265 restricted stock awards to employees under the terms of the Amended and Restated 2006 Stock Incentive Plan during the three and nine months ended September 30, 2014, respectively. The restricted stock awards vest ratably over four years from the date of grant subject to the recipient remaining employed through the applicable vesting dates. Compensation expense for restricted stock awards is measured at fair value on the date of grant based on the number of shares granted and the quoted market closing price of the Company's common stock. Such value is recognized as expense over the vesting period of the award, net of estimated forfeitures.

The Company granted 0 and 95 stock options during the three and nine months ended September 30, 2015, respectively, and 50 and 107 stock options during the three and nine months ended September 30, 2014, respectively, to employees under the terms of the Amended and Restated 2006 Stock Incentive Plan.

The fair value of stock options granted during the nine months ended September 30, 2015 and 2014 was estimated as of the date of grant using the Black-Scholes option-pricing model. The weighted-average fair value per share for all options granted during the nine months ended September 30, 2015 and 2014 was \$4.72 and \$5.30, respectively. The weighted-average assumptions used to value options as of their grant date were as follows:

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Risk-free interest rate	1.54%	1.28%
Expected volatility	44.30%	47.49%
Expected life (in years)	4.18	4.84
Dividend yield	0%	0%

## (6) Net (Loss) Income per Common Share

Basic net (loss) income per share is calculated based on the weighted average number of common shares outstanding during the period. Diluted net (loss) income per share incorporates the dilutive effect of common stock equivalent options, warrants and other convertible securities, if any, as determined with the treasury stock accounting method. The Company incurred losses in the three months ended September 30, 2015 and the nine months ended September 30, 2015 and 2014; accordingly, the Company excluded all outstanding stock options and non-vested restricted shares from its diluted loss per share calculation, as inclusion of these securities would have reduced the net loss per share. Common stock equivalents related to options and restricted stock awards for 575 shares of common stock have been excluded from the fully diluted calculation of net income per share for the three months ended September 30, 2014, as inclusion would be anti-dilutive.

A reconciliation of the basic and diluted weighted average common shares outstanding is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Weighted average common shares outstanding—basic	15,661	15,456	15,608	15,396
Dilutive common shares issuable in connection with stock plans	—	130	—	—
Weighted average common shares outstanding—diluted	15,661	15,586	15,608	15,396

**(7) Inventories**

Inventories are stated at the lower of cost or market using the first-in first-out costing method. Inventories as of September 30, 2015 and December 31, 2014 include the costs of material, labor and factory overhead. Components of inventories consist of the following:

	September 30, 2015	December 31, 2014
Raw materials	\$ 12,463	\$ 8,619
Work in process	3,827	2,896
Finished goods	4,903	5,909
	<u>\$ 21,193</u>	<u>\$ 17,424</u>

**(8) Product Warranty**

The Company's products carry limited warranties that typically range from one to four years and vary by product. For products sold through September 30, 2015, the warranty period begins on the date of retail purchase or lease by the original purchaser. The Company accrues estimated product warranty costs at the time of sale, and any additional amounts are recorded when such costs are probable and can be reasonably estimated. Factors that affect the Company's warranty liability include the number of units sold or leased, historical and anticipated rates of warranty repairs and the cost per repair. Warranty and related costs are reflected within sales, marketing and support in the accompanying statements of operations. As of September 30, 2015 and December 31, 2014, the Company had accrued product warranty costs of \$1,703 and \$1,853, respectively.

The following table summarizes product warranty activity during 2015 and 2014:

	Nine Months Ended September 30,	
	2015	2014
Beginning balance	\$ 1,853	\$ 1,269
Charges to expense	811	1,447
Costs incurred	(961)	(1,050)
Ending balance	<u>\$ 1,703</u>	<u>\$ 1,666</u>

**(9) Debt**

Long-term debt consists of the following:

	September 30, 2015	December 31, 2014
Term note	\$ 60,125	\$ 63,781
Mortgage loan	3,153	3,268
Equipment loan	2,960	3,826
Total	66,238	70,875
Less amounts classified as current	6,219	6,188
Long-term debt, excluding current portion	<u>\$ 60,019</u>	<u>\$ 64,687</u>

*Term Note and Line of Credit*

On July 1, 2014, the Company entered into (i) a five-year senior credit facility agreement (the Credit Agreement) with Bank of America, N.A., as Administrative Agent, and the lenders named from time to time as parties thereto (the Lenders), for an aggregate amount of up to \$80,000, including a revolving credit facility (the Revolver) of up to \$15,000 and a term loan (Term Loan) of \$65,000 to be used for general corporate purposes, including both (A) the refinancing of the Company's \$30,000 then-outstanding indebtedness under its previous credit facility and (B) permitted acquisitions, (ii) revolving credit notes (together, the Revolving Credit Note) to evidence the Revolver, (iii) term notes (together, the Term Note, and together with the Revolving Credit Note, the Notes) to evidence the Term Loan, (iv) a Security Agreement (the Security Agreement) required by the Lenders with respect to the grant by the Company of a security interest in substantially all of the assets of the

Company in order to secure the obligations of the Company under the Credit Agreement and the Notes, and (v) Pledge Agreements (the Pledge Agreements) required by the Lenders with respect to the grant by the Company of a security interest in 65% of the capital stock of each of KVH Industries A/S and KVH Industries U.K. Limited held by the Company in order to secure the obligations of the Company under the Credit Agreement and the Notes.

The Credit Agreement was amended in June 2015 to modify the circumstances under which certain changes in the Company's Board of Directors would constitute a change of control. The Credit Agreement was further amended in September 2015 to modify the Maximum Consolidate Leverage Ratio as of September 30, 2015.

The \$65,000 Term Note was executed on July 1, 2014 in connection with the acquisition of Videotel. See note 14 below for more information regarding the acquisition. Proceeds in the amount of \$35,000 were applied toward the payment of a portion of the purchase price for the acquired shares of Videotel, and proceeds in the amount of approximately \$30,000 were applied toward the refinancing of the then-outstanding balance of the Company's previous credit facility. The Company must make principal repayments on the Term Loan in the amount of approximately \$1,200 at the end of each of the first 8 three-month periods following the closing; thereafter, the Company must make principal repayments in the amount of approximately \$1,600 for each succeeding three-month period until the maturity of the loan on July 1, 2019. The Company made the first payment on this debt in September 2014. On the maturity date, the entire remaining principal balance of the loan, including any future loans under the Revolver, is due and payable, together with all accrued and unpaid interest, penalties and other amounts due and payable under the Credit Agreement. The Credit Agreement contains provisions requiring the mandatory prepayment of amounts outstanding under the Term Loan and the Revolver under specified circumstances, including (i) 100% of the net cash proceeds from certain dispositions to the extent not reinvested in the Company's business within a stated period, (ii) 50% of the net cash proceeds from stated equity issuances and (iii) 100% of the net cash proceeds from certain receipts of more than \$250 outside the ordinary course of business. The prepayments are first applied to the Term Loan, in inverse order of maturity, and then to the Revolver. In the discretion of the Administrative Agent, certain mandatory prepayments made on the Revolver can permanently reduce the amount of credit available under the Revolver.

Loans under the Credit Agreement bear interest at varying rates determined in accordance with the Credit Agreement. Each LIBOR Rate Loan, as defined in the Credit Agreement, bears interest on the outstanding principal amount thereof for each interest period from the applicable borrowing date at a rate per annum equal to the LIBOR Daily Floating Rate or LIBOR Monthly Floating Rate, each as defined in the Credit Agreement, as applicable, plus the Applicable Rate, as defined in the Credit Agreement, and each Base Rate Loan, as defined in the Credit Agreement, bears interest on the outstanding principal amount thereof from the applicable borrowing date at a rate per annum equal to the Base Rate, as defined in the Credit Agreement, plus the Applicable Rate. The Applicable Rate ranges from 1.50% to 2.25%, depending on the Company's Consolidated Leverage Ratio, as defined in the Credit Agreement. The highest Applicable Rate applies when the Consolidated Leverage Ratio exceeds 2.00:1.00. Upon certain defaults, including failure to make payments when due, interest becomes payable at a higher default rate.

Borrowings under the Revolver are subject to the satisfaction of numerous conditions precedent at the time of each borrowing, including the continued accuracy of the Company's representations and warranties and the absence of any default under the Credit Agreement. As of September 30, 2015, there were no borrowings outstanding under the Revolver.

The Credit Agreement contains two financial covenants, a Maximum Consolidated Leverage Ratio and a Minimum Consolidated Fixed Charge Coverage Ratio, each as defined in the Credit Agreement. In September 2015, the Maximum Consolidated Leverage Ratio was increased from 1.00:1.00 to 1.75:1.00 for September 30, 2015, 1.50:1.00 for December 31, 2015, and 1.25:1.00 for March 31, 2016 and each fiscal quarter thereafter. The Minimum Consolidated Fixed Charge Coverage Ratio may not be less than 1.25:1.00 at any time after December 31, 2014. The Company was in compliance with these financial ratio debt covenants as of September 30, 2015.

The Credit Agreement imposes certain other affirmative and negative covenants, including without limitation covenants with respect to the payment of taxes and other obligations, compliance with laws, entry into material contracts, creation of liens, incurrence of indebtedness, investments, dispositions, fundamental changes, restricted payments, changes in the nature of the Company's business, transactions with affiliates, corporate and accounting changes, and sale and leaseback arrangements.

The Company's obligation to repay loans under the Credit Agreement could be accelerated upon a default or event of default under the terms of the Credit Agreement, including certain failures to pay principal or interest when due, certain breaches of representations and warranties, the failure to comply with the Company's affirmative and negative covenants under the Credit Agreement, a change of control of the Company, certain defaults in payment relating to other indebtedness, the acceleration of payment of certain other indebtedness, certain events relating to the liquidation, dissolution, bankruptcy, insolvency or receivership of the Company, the entry of certain judgments against the Company, certain events relating to the impairment of collateral or the Lenders' security interest therein, and any other material adverse change with respect to the Company.

### *Mortgage Loan*

On April 6, 2009, the Company entered into a mortgage loan in the amount of \$4,000 related to its headquarters facility in Middletown, Rhode Island. On June 9, 2011, the Company entered into an amendment to the mortgage loan. The loan term is ten years, with a principal amortization of 20 years, and the interest rate will be a rate per year adjusted periodically based on a defined interest period equal to the BBA LIBOR Rate plus 2.00 percentage points. Land, building and improvements with an approximate carrying value of \$5,000 as of September 30, 2015 secure the mortgage loan. The monthly mortgage payment is approximately \$13 plus interest and increases in increments of approximately \$1 each year throughout the life of the mortgage. Due to the difference in the term of the loan and amortization of the principal, a balloon payment of \$2,551 is due on April 1, 2019. The loan contains one financial covenant, a Fixed Charge Coverage Ratio, which applies in the event that the Company's consolidated cash, cash equivalents and marketable securities balance falls below \$25,000 at any time. As the Company's consolidated cash, cash equivalents, and marketable securities balance was above the minimum threshold throughout the nine months ended September 30, 2015, the Fixed Charge Coverage Ratio did not apply. Under the mortgage loan the Company may prepay its outstanding loan balance subject to certain early termination charges as defined in the mortgage loan agreement. If the Company were to default on its mortgage loan, the land, building and improvements would be used as collateral. As discussed in Note 17 to the consolidated financial statements, effective April 1, 2010, in order to reduce the volatility of cash outflows that arise from changes in interest rates, the Company entered into two interest rate swap agreements that are intended to hedge its mortgage interest obligations by fixing the interest rates specified in the mortgage loan to 5.91% for half of the principal amount outstanding and 6.07% for the remaining half of the principal amount outstanding as of April 1, 2010 until the mortgage loan expires on April 16, 2019.

### *Equipment Loan*

On January 30, 2013, the Company borrowed \$4,700 from a bank and pledged as collateral six satellite hubs and related equipment, including three hubs purchased in 2012. The term of the equipment loan is five years, and the loan bears interest at a fixed rate of 2.76% per annum. The monthly payment is approximately \$83, including interest expense. On December 30, 2013, the Company borrowed \$1,200 from a bank and pledged as collateral one satellite hub and related equipment. The term of the equipment loan is five years, and the loan bears interest at a fixed rate of 3.08% per annum. The monthly payment is approximately \$21, including interest expense.

## **(10) Segment Reporting**

Under common operational management, the Company designs, develops, manufactures and markets its navigation, guidance and stabilization and mobile communications products for use in a wide variety of applications. Products are generally sold directly to third-party consumer electronic dealers and retailers, original equipment manufacturers, government contractors or to U.S. and other foreign government agencies. Primarily, sales originating in the Americas consist of sales within the United States and Canada and, to a lesser extent, Mexico and some Latin and South American countries. The Americas' sales also include all guidance and stabilization product sales throughout the world. Sales originating from the Company's European and Asian subsidiaries principally consist of sales into all European countries, both inside and outside the European Union, as well as Africa, Asia/Pacific, the Middle East and India.

The Company operates in two geographic segments, and exclusively in the mobile communications, navigation and guidance and stabilization equipment industry, which it considers to be a single business activity. The Company has two primary product categories: mobile communication and guidance and stabilization. Mobile communication sales and services include marine, land mobile, and automotive communication equipment and satellite-based voice, television and Broadband Internet connectivity services; the distribution of commercially licensed news, sports, movies, and music content for commercial and leisure customers in the maritime, hotel, and retail markets; and the distribution of training films and e-Learning computer-based training courses to commercial customers in the maritime market.

Guidance and stabilization sales and services include sales of defense-related and commercial navigation and guidance and stabilization equipment based upon digital compass and FOG sensor technology. Mobile communication and guidance and stabilization sales also include development contract revenue, product repairs and extended warranty sales.

The following table summarizes information regarding the Company's operations by geographic segment:

Three months ended September 30, 2015	Sales Originating From		
	Americas	Europe and Asia	Total
Mobile communication sales to the United States	\$ 22,755	\$ 361	\$ 23,116
Mobile communication sales to Canada	326	29	355
Mobile communication sales to Europe	113	4,937	5,050
Mobile communication sales to other geographic areas	1,607	7,461	9,068
Guidance and stabilization sales to the United States	2,425	—	2,425
Guidance and stabilization sales to Canada	2,424	—	2,424
Guidance and stabilization sales to Europe	1,200	—	1,200
Guidance and stabilization sales to other geographic areas	817	—	817
Intercompany sales	1,198	1,137	2,335
Subtotal	32,865	13,925	46,790
Eliminations	(1,198)	(1,137)	(2,335)
Net sales	\$ 31,667	\$ 12,788	\$ 44,455
Segment net (loss) income	\$ (728)	\$ 265	\$ (463)
Depreciation and amortization	\$ 1,211	\$ 1,984	\$ 3,195
Total assets	\$ 143,297	\$ 87,795	\$ 231,092

  

Three months ended September 30, 2014	Sales Originating From		
	Americas	Europe and Asia	Total
Mobile communication sales to the United States	\$ 22,528	\$ 398	\$ 22,926
Mobile communication sales to Canada	180	18	198
Mobile communication sales to Europe	79	5,256	5,335
Mobile communication sales to other geographic areas	1,180	6,556	7,736
Guidance and stabilization sales to the United States	2,169	—	2,169
Guidance and stabilization sales to Canada	2,160	—	2,160
Guidance and stabilization sales to Europe	1,247	—	1,247
Guidance and stabilization sales to other geographic areas	2,479	—	2,479
Intercompany sales	941	1,276	2,217
Subtotal	32,963	13,504	46,467
Eliminations	(941)	(1,276)	(2,217)
Net sales	\$ 32,022	\$ 12,228	\$ 44,250
Segment net (loss) income	\$ (1,308)	\$ 1,459	\$ 151
Depreciation and amortization	\$ 1,143	\$ 2,121	\$ 3,264
Total assets	\$ 116,591	\$ 119,241	\$ 235,832

Nine months ended September 30, 2015	Sales Originating From		
	Americas	Europe and Asia	Total
Mobile communication sales to the United States	\$ 67,076	\$ 1,220	\$ 68,296
Mobile communication sales to Canada	1,282	63	1,345
Mobile communication sales to Europe	432	16,120	16,552
Mobile communication sales to other geographic areas	4,021	21,657	25,678
Guidance and stabilization sales to the United States	5,496	—	5,496
Guidance and stabilization sales to Canada	6,216	—	6,216
Guidance and stabilization sales to Europe	3,592	—	3,592
Guidance and stabilization sales to other geographic areas	3,440	—	3,440
Intercompany sales	4,874	2,982	7,856
Subtotal	96,429	42,042	138,471
Eliminations	(4,874)	(2,982)	(7,856)
Net sales	\$ 91,555	\$ 39,060	\$ 130,615
Segment net loss	\$ (1,805)	\$ (43)	\$ (1,848)
Depreciation and amortization	\$ 3,552	\$ 5,875	\$ 9,427
Total assets	\$ 143,297	\$ 87,795	\$ 231,092

Nine months ended September 30, 2014	Sales Originating From		
	Americas	Europe and Asia	Total
Mobile communication sales to the United States	\$ 64,434	\$ 1,133	\$ 65,567
Mobile communication sales to Canada	427	51	478
Mobile communication sales to Europe	292	16,585	16,877
Mobile communication sales to other geographic areas	2,906	9,005	11,911
Guidance and stabilization sales to the United States	6,867	—	6,867
Guidance and stabilization sales to Canada	7,681	—	7,681
Guidance and stabilization sales to Europe	3,217	—	3,217
Guidance and stabilization sales to other geographic areas	9,559	—	9,559
Intercompany sales	3,893	3,012	6,905
Subtotal	99,276	29,786	129,062
Eliminations	(3,893)	(3,012)	(6,905)
Net sales	\$ 95,383	\$ 26,774	\$ 122,157
Segment net (loss) income	\$ (1,869)	\$ 952	\$ (917)
Depreciation and amortization	\$ 3,403	\$ 3,271	\$ 6,674
Total assets	\$ 116,591	\$ 119,241	\$ 235,832

## (11) Legal Matters

From time to time, the Company is involved in litigation incidental to the conduct of its business. In the ordinary course of business, the Company is a party to inquiries, legal proceedings and claims including, from time to time, disagreements with vendors and customers.

On March 3, 2015, Advanced Media Networks, L.L.C. filed suit in the United States District Court for the District of Rhode Island against the Company for allegedly infringing two of its patents, seeking unspecified monetary damages and other relief. Both of the asserted patents are currently being reexamined by the U.S. Patent & Trademark Office. The Company intends to defend vigorously against this lawsuit, but the outcome of this matter is inherently uncertain. Due to the very early stage of the litigation, the potential range of loss related to this matter cannot be determined, but the outcome could have a materially adverse effect on the Company's Mobile Broadband business, financial condition and results of operations.

## (12) Share Buyback Program

On November 26, 2008, the Company's Board of Directors authorized a program to repurchase up to 1,000,000 shares of the Company's common stock. As of September 30, 2015, 341,009 shares of the Company's common stock remain available for repurchase under the authorized program. The repurchase program is funded using the Company's existing cash, cash equivalents, marketable securities and future cash flows. Under the repurchase program, the Company, at management's discretion, may repurchase shares on the open market from time to time, in privately negotiated transactions or block transactions, or through an accelerated repurchase agreement. The timing of such repurchases depends on availability of shares, price, market conditions, alternative uses of capital, and applicable regulatory requirements. The program may be modified, suspended or terminated at any time without prior notice. The repurchase program has no expiration date. There were no other repurchase programs outstanding during the nine months ended September 30, 2015 and no repurchase programs expired during the period.

During the nine months ended September 30, 2015 or 2014, the Company did not repurchase any shares of its common stock.

## (13) Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures* (ASC 820), provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. The Company's Level 1 assets are investments in money market mutual funds, government agency bonds, United States treasuries, corporate notes, and certificates of deposit.
- Level 2: Quoted prices for similar assets or liabilities in active markets; or observable prices that are based on observable market data, based on directly or indirectly market-corroborated inputs. The Company's Level 2 assets are investments in municipal bonds and its Level 2 liabilities are interest rate swaps.
- Level 3: Unobservable inputs that are supported by little or no market activity, and are developed based on the best information available given the circumstances. The Company has no Level 3 assets.

Assets and liabilities measured at fair value are based on the valuation techniques identified in the table below. The valuation techniques are:

- (a) Market approach—prices and other relevant information generated by market transactions involving identical or comparable assets.
- (b) The valuations of municipal bonds are determined utilizing standard pricing procedures of the Company's investment brokerage firm, which include various third-party pricing services. These procedures also require specific price monitoring practices as well as pricing review reports, valuation oversight, and pricing challenge procedures to maintain an accurate representation of investment fair market value.
- (c) The valuations of the interest rate swaps intended to mitigate the Company's interest rate risk are determined with the assistance of a third-party financial institution using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each instrument. This analysis utilizes observable market-based inputs, including interest rate curves and interest rate volatility, and reflects the contractual terms of these instruments, including the period to maturity.



The following tables present financial assets and liabilities at September 30, 2015 and December 31, 2014 for which the Company measures fair value on a recurring basis, by level, within the fair value hierarchy:

<b>September 30, 2015</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Valuation Technique</b>
<b>Assets</b>					
Money market mutual funds	\$ 15,722	\$ 15,722	\$ —	\$ —	(a)
Government agency bonds	1,503	1,503	—	—	(a)
United States treasuries	1,003	1,003	—	—	(a)
Corporate notes	2,529	2,529	—	—	(a)
Certificates of deposit	5,842	5,842	—	—	(a)
<b>Liabilities</b>					
Interest rate swaps	\$ 289	\$ —	\$ 289	\$ —	(c)
<b>December 31, 2014</b>					
<b>Assets</b>					
Money market mutual funds	\$ 6,824	\$ 6,824	\$ —	\$ —	(a)
Government agency bonds	3,502	3,502	—	—	(a)
United States treasuries	4,006	4,006	—	—	(a)
Corporate notes	4,667	4,667	—	—	(a)
Certificates of deposit	4,155	4,155	—	—	(a)
Municipal bonds	1,359	—	1,359	—	(b)
<b>Liabilities</b>					
Interest rate swaps	\$ 295	\$ —	\$ 295	\$ —	(c)

Certain financial instruments are carried at cost on the consolidated balance sheets, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued expenses.

#### *Assets Measured and Recorded at Fair Value on a Nonrecurring Basis*

The Company's non-financial assets and liabilities, such as goodwill, intangible assets and other long-lived assets resulting from business combinations, are measured at fair value using income approach valuation methodologies at the date of acquisition and subsequently re-measured if there are indicators of impairment. There were no indicators of impairment identified during the nine months ended September 30, 2015. As of September 30, 2015, the Company did not have any other non-financial assets or liabilities that were carried at fair value on a non-recurring basis in the consolidated financial statements or for which a fair value measurement was required.

## **(14) Acquisitions**

### *Videotel*

On July 2, 2014, KVH Media Group Limited (KMG UK), an indirectly wholly owned subsidiary of KVH, entered into a Share Purchase Agreement with Nigel Cleave to acquire all of the issued share capital of Super Dragon Limited and Videotel Marine Asia Limited, for an aggregate purchase price of approximately \$47,446, which excluded \$1,719 of cash consideration that was considered deferred compensation under purchase accounting rules. The Company expensed approximately \$581 related to the deferred compensation during the nine months ended September 30, 2015. Videotel is a maritime training services company that produces and distributes training films and e-Learning computer-based training courses to commercial customers in the maritime market. The acquisition was accounted for under the acquisition method of accounting for business combinations. The purchase price was determined through arm's-length negotiation and was subject to a potential post-closing adjustment based on the value of the net assets delivered at the closing. In the second quarter of 2015, the Company finalized its valuations of the fair value of the assets acquired and liabilities assumed, which resulted in no adjustments to the purchase price.

The Share Purchase Agreement contains certain representations, warranties, covenants and indemnification provisions. The Share Purchase Agreement provides that 10% of the purchase price shall be held in escrow for a period of approximately 21 months after the closing in order to satisfy valid indemnification claims that KMG UK may assert for specified breaches of representations, warranties and covenants. The escrow and holdback amounts of approximately \$6,000 were fully funded during the first quarter of 2015.

In the Share Purchase Agreement, Mr. Cleave agreed to comply with certain confidentiality, non-competition and non-solicitation covenants with respect to the business of Videotel for a period of 18 months after the closing.

The acquired finite-lived intangible assets from the Videotel acquisition were recorded at their estimated fair value of \$25,524 on the acquisition date. Refer to Note 15 to the unaudited consolidated financial statements for the classification of Videotel intangible assets including their useful lives.

Since the acquisition on July 2, 2014, the Company has recorded approximately \$28,300 of service revenue attributable to Videotel within its consolidated financial statements, of which \$17,900 was recorded during the nine months ended September 30, 2015.

#### *Pro Forma Financial Information*

The following table provides certain supplemental statements of operations information on an unaudited pro forma basis as if the Videotel acquisition had occurred on January 1, 2014:

	<b>Nine Months Ended September 30, 2014</b>	
Pro forma net revenues	\$	133,452
Pro forma net income	\$	436
Basic and diluted pro forma net income per share	\$	0.03

The pro forma results presented above are for illustrative purposes only for the period presented and do not purport to be indicative of the actual results which would have occurred had the transaction been completed as of the beginning of the period, nor are they indicative of results of operations which may occur in the future.

#### **(15) Goodwill and Intangible Assets**

##### *Goodwill*

The following table sets forth the changes in the carrying amount of goodwill for the nine months ended September 30, 2015:

	<b>Amounts</b>	
Balance at December 31, 2014	\$	40,454
Foreign currency translation adjustment		(2,934)
Balance at September 30, 2015	\$	37,520

The Company tests goodwill for impairment annually as of August 31 as defined by ASC Topic 350, *Intangibles—Goodwill and Other* (ASC 350). ASC 350 requires that the impairment test be performed through the application of a two-step process. The first step compares the carrying value of the Company's reporting units to their estimated fair values as of the test date. If fair value is less than carrying value, a second step is performed to quantify the amount of the impairment, if any. As of August 31, 2015, the Company is still in the process of performing its annual impairment test for goodwill at the reporting unit level. After completing the first step, it is possible that the Company will have to conduct the second step of this test. To the extent that the finalization of the assessment of goodwill requires an impairment charge, such adjustment will be recorded in the fourth quarter of 2015.

## Intangible Assets

The changes in the carrying amount of intangible assets during the nine months ended September 30, 2015 are as follows:

	<b>Amounts</b>
Balance at December 31, 2014	\$ 33,641
Amortization expense	(4,170)
Foreign currency translation adjustment	(737)
Balance at September 30, 2015	<u>\$ 28,734</u>

Intangible assets arose from an acquisition made prior to 2013, the acquisition of KVH Media Group (acquired as Headland Media Limited) in May 2013 and the acquisition of Videotel in July 2014. Intangibles arising from the acquisition made prior to 2013 are being amortized on a straight-line basis over an estimated useful life of 7 years. Intangibles arising from the acquisition of KVH Media Group are being amortized on a straight-line basis over the estimated useful life of: (i) 10 years for acquired subscriber relationships, (ii) 15 years for distribution rights, (iii) 3 years for internally developed software and (iv) 2 years for proprietary content. Intangibles arising from the acquisition of Videotel are being amortized on a straight-line basis over the estimated useful life of: (i) 8 years for acquired subscriber relationships, (ii) 5 years for favorable leases, (iii) 4 years for internally developed software and (iv) 5 years for proprietary content.

Acquired intangible assets are subject to amortization. The following table summarizes acquired intangible assets at September 30, 2015 and December 31, 2014, respectively:

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Value</b>
<b>September 30, 2015</b>			
Subscriber relationships	\$ 19,524	\$ 3,865	\$ 15,659
Distribution rights	4,814	815	3,999
Internally developed software	2,486	1,080	1,406
Proprietary content	8,953	2,444	6,509
Intellectual property	2,284	1,648	636
Favorable lease	707	182	525
	<u>\$ 38,768</u>	<u>\$ 10,034</u>	<u>\$ 28,734</u>
<b>December 31, 2014</b>			
Subscriber relationships	\$ 19,919	\$ 2,165	\$ 17,754
Distribution rights	4,915	558	4,357
Internally developed software	2,529	569	1,960
Proprietary content	9,137	1,094	8,043
Intellectual property	2,284	1,403	881
Favorable lease	721	75	646
	<u>\$ 39,505</u>	<u>\$ 5,864</u>	<u>\$ 33,641</u>

Estimated future amortization expense remaining at September 30, 2015 for intangible assets acquired is as follows:

	<b>Year Ending December 31,</b>	
2015	\$	1,350
2016		5,269
2017		5,122
2018		4,653
2019		3,471
Thereafter		8,869
<b>Total future amortization expense</b>	<b>\$</b>	<b>28,734</b>

For intangible assets, the Company assesses the carrying value of these assets whenever events or circumstances indicate that the carrying value may not be recoverable. Recoverability of assets to be held and used is measured by comparing the carrying amount of an asset, or asset group, to the future undiscounted cash flows expected to be generated by the asset, or asset group. There were no events or changes in circumstances during the third quarter of 2015 that indicated that an assessment of the impairment of intangible assets was required.

#### (16) Business and Credit Concentrations

Significant portions of the Company's net sales are as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Net sales to foreign customers outside the U.S. and Canada	36.2%	38.0%	37.7%	34.0%

No customers accounted for more than 10% of net sales or receivables in the three and nine months ended September 30, 2015 and September 30, 2014.

#### (17) Derivative Instruments and Hedging Activities

Effective April 1, 2010, in order to reduce the volatility of cash outflows that arise from changes in interest rates, the Company entered into two interest rate swap agreements. These interest rate swap agreements are intended to hedge the Company's mortgage loan related to its headquarters facility in Middletown, Rhode Island by fixing the interest rates specified in the mortgage loan to 5.91% for half of the principal amount outstanding and 6.07% for the remaining half of the principal amount outstanding as of April 1, 2010 until the mortgage loan expires on April 16, 2019.

As required by ASC Topic 815, *Derivatives and Hedging*, the Company records all derivatives on the balance sheet at fair value. As of September 30, 2015, the fair value of the derivatives is included in other accrued liabilities and the unrealized loss is included in accumulated other comprehensive loss.

As of September 30, 2015, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

<b>Interest Rate Derivatives</b>	<b>Notional (in thousands)</b>	<b>Asset (Liability)</b>	<b>Effective Date</b>	<b>Maturity Date</b>	<b>Index</b>	<b>Strike Rate</b>
Interest rate swap	\$ 1,596	(140)	April 1, 2010	April 1, 2019	1-month LIBOR	5.91%
Interest rate swap	\$ 1,596	(149)	April 1, 2010	April 1, 2019	1-month LIBOR	6.07%

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

### Introduction

*The statements included in this quarterly report on Form 10-Q, other than statements of historical fact, are forward-looking statements. Examples of forward-looking statements include statements regarding our future financial results, operating results, business strategies, projected costs, products, competitive positions and plans, customer preferences, consumer trends, anticipated product development, and objectives of management for future operations. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "should," "would," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," or the negative of these terms or other comparable terminology. Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in the sections entitled "Risk Factors" in Item 1A of Part I of our annual report on Form 10-K for the year ended December 31, 2014 and Item 1A of Part II of this quarterly report on Form 10-Q. These and many other factors could affect our future financial and operating results, and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by us or on our behalf. For example, our expectations regarding certain items as a percentage of sales assume that we will achieve our anticipated sales goals. The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report.*

### Overview

We design, develop, manufacture and market mobile communications products and services for the marine and land mobile markets, and navigation, guidance and stabilization products for both the defense and commercial markets.

Our mobile communications products enable customers to receive voice and Internet services and live digital television via satellite services in marine vessels, recreational vehicles, buses and automobiles. Our CommBox offers a range of tools designed to increase communication efficiency, reduce costs, and manage network operations. We sell and lease our mobile communications products through an extensive international network of dealers and distributors. We also sell and lease products directly to end users.

Our mobile communications service sales include sales earned from satellite voice and Internet airtime services and sales from product repairs. Our mobile communications services sales also include our distribution of entertainment, including news, sports, music, and movies to commercial and leisure customers in the maritime, hotel, and retail markets through KVH Media Group (acquired as Headland Media Limited), the media and entertainment service company that we acquired on May 11, 2013, and the distribution of training films and e-Learning computer-based training courses to commercial customers in the maritime market through Super Dragon Limited and Videotel Marine Asia Limited (together referred to as Videotel), a maritime training services company that we acquired on July 2, 2014. We typically recognize revenue from media content sales ratably over the period of the service contract. We provide, for monthly fixed and usage fees, satellite connectivity services for broadband Internet, data and Voice over Internet Protocol (VoIP) service to our TracPhone V-series customers. We also earn monthly usage fees for third-party satellite connectivity for voice, data and Internet services to our Inmarsat and Iridium customers who choose to activate their subscriptions with us. Our service sales have grown as a percentage of total revenue from 24% of our net sales in 2011 to 34% in 2012 to 44% in 2013 to 54% in 2014 and to 63% in the nine months ended September 30, 2015, a portion of which is attributable to our acquisitions of the KVH Media Group business in May 2013 and Videotel in July 2014.

We also offer precision fiber optic gyro (FOG)-based systems that enable platform and optical stabilization, navigation, pointing, and guidance. Our guidance and stabilization products also include tactical navigation systems that provide uninterrupted access to navigation and pointing information in a variety of military vehicles, including tactical trucks and light armored vehicles. Our guidance and stabilization products are sold directly to U.S. and foreign governments and government contractors, as well as through an international network of authorized independent sales representatives. In addition, our guidance and stabilization products are used in numerous commercial products, such as navigation and positioning systems for various applications including precision mapping, dynamic surveying, autonomous vehicles, train location control and track geometry measurement systems, industrial robotics and optical stabilization.

Our guidance and stabilization service sales include engineering services provided under development contracts, product repairs and extended warranty sales. In October 2014, we entered into a \$19.0 million TACNAV product and services contract with an international military customer. This contract includes program management and engineering services expected to be delivered through 2017 and hardware shipments expected to be fulfilled in 2015 and 2016 as well as out-year support services to be provided as part of this order.

We generate sales primarily from the sale of our mobile communications systems and services and our guidance and stabilization products and services. The following table provides, for the periods indicated, our sales by industry category:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Mobile communications	\$ 37,589	\$ 36,195	\$ 111,871	\$ 94,833
Guidance and stabilization	6,866	8,055	18,744	27,324
Net sales	\$ 44,455	\$ 44,250	\$ 130,615	\$ 122,157

We have historically derived a substantial portion of our sales from sales to customers located outside the United States. Notes 10 and 16 to the unaudited consolidated financial statements provide information regarding our sales to specific geographic regions.

#### ***Critical Accounting Policies and Significant Estimates***

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, sales and expenses, and related disclosure at the date of our financial statements. Our significant accounting policies are summarized in Note 1 to the consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2014.

As described in our annual report on Form 10-K for the year ended December 31, 2014, our most critical accounting policies and estimates upon which our consolidated financial statements were prepared were those relating to revenue recognition, valuation of accounts receivable, valuation of inventory, assumptions used to determine fair value of goodwill and intangible assets, deferred tax assets and related valuation allowance, stock-based compensation, warranty and accounting for contingencies. We have reviewed our policies and estimates and determined that these remain our most critical accounting policies and estimates for the quarter ended September 30, 2015. See Note 15 to the Consolidated Financial Statements for our discussion of the annual goodwill impairment test as of August 31, 2015.

Readers should refer to our annual report on Form 10-K for the year ended December 31, 2014 under “Management’s Discussion and Analysis of Financial Condition and Results of Operation—Critical Accounting Policies and Significant Estimates” for descriptions of these policies and estimates.

## Results of Operations

The following table provides, for the periods indicated, certain financial data expressed as a percentage of net sales:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<b>Sales:</b>				
Product	35.1 %	38.1 %	37.5 %	45.7 %
Service	64.9	61.9	62.5	54.3
Net sales	100.0	100.0	100.0	100.0
<b>Cost and expenses:</b>				
Costs of product sales	23.1	24.3	25.1	28.0
Costs of service sales	32.5	33.2	31.7	30.4
Research and development	7.8	7.4	8.2	8.9
Sales, marketing and support	17.7	18.3	18.6	19.0
General and administrative	18.4	15.6	17.9	14.2
Total costs and expenses	99.5	98.8	101.5	100.5
Income (loss) from operations	0.5	1.2	(1.5)	(0.5)
Interest income	0.3	0.4	0.3	0.5
Interest expense	0.8	1.1	0.7	0.7
Other (expense) income, net	(0.9)	(0.4)	0.5	(0.1)
(Loss) income before income tax expense (benefit)	(0.9)	0.1	(1.4)	(0.8)
Income tax expense (benefit)	0.1	(0.3)	(0.1)	—
Net (loss) income	(1.0)%	0.4 %	(1.3)%	(0.8)%

### Three months ended September 30, 2015 and 2014

#### Net Sales

Product sales decreased \$1.3 million, or 8%, to \$15.6 million for the three months ended September 30, 2015 from \$16.9 million for the three months ended September 30, 2014. The decrease was primarily due to a decrease in sales of our guidance and stabilization products of approximately \$1.2 million, or 19%. Specifically, sales of our TACNAV defense products decreased by \$0.9 million, or 44%. From the three months ended September 30, 2014 to the three months ended September 30, 2015, FOG products decreased \$0.3 million, or 7%, primarily as a result of a \$0.2 million decrease in sales under the U.S. Army's Common Remotely Operated Weapon Stations (CROWS) III program and a \$0.1 million decrease in shipments of FOGs for commercial applications.

We expect that our TACNAV product sales for the fourth quarter of 2015 will increase year-over-year based on existing backlog. Although we expect that TACNAV sales will continue to grow over the long term, sales on a quarter-to-quarter or year-to-year basis could continue to be very uneven. We also expect that our FOG product sales for the fourth quarter of 2015 will modestly decrease year-over-year, primarily due to reduced FOG demand for the U.S. Army's CROWS III program.

Mobile communications product sales for the three months ended September 30, 2015 were \$10.3 million, essentially flat with sales for the three months ended September 30, 2014. This amount reflects a decrease in sales of our maritime satellite communications products of \$0.4 million, or 4%, driven primarily by decreased sales of our TracPhone V3 products. Offsetting this decrease was an increase in sales of our land mobile products of \$0.4 million, or 52%, in the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. We expect that our total mini-VSAT product sales for the fourth quarter of 2015 will be consistent on a year-over-year basis.

Mobile communications product sales originating from the Americas for the three months ended September 30, 2015 increased by \$0.1 million, or 2%, as compared to the three months ended September 30, 2014. Mobile communications product sales originating from our European and Asian subsidiaries for the three months ended September 30, 2015 decreased \$0.1 million, or 5%, as compared to the three months ended September 30, 2014.

Service sales for the three months ended September 30, 2015 increased \$1.4 million, or 5%, to \$28.8 million from \$27.4 million for the three months ended September 30, 2014. The primary reasons for the increase were a \$0.9 million increase in new e-Learning and maritime safety media sales arising from our acquisition of Videotel on July 2, 2014 and a \$0.8 million increase in airtime sales for our mini-VSAT Broadband service. Partially offsetting the increases in service sales was a \$0.2 million decrease in contracted engineering services primarily from decreased installation and program management services provided in connection with the Saudi Arabian National Guard (SANG) contract, and a \$0.1 million decrease in Inmarsat service sales.

We expect that our mini-VSAT service sales will continue to grow year-over-year primarily from an overall increase in our mini-VSAT Broadband customer base, as well as from new value-added services to our mini-VSAT Broadband customers such as IP-MobileCast.

### ***Costs of Sales***

For the three months ended September 30, 2015, costs of product sales decreased by \$0.5 million, or 5%, to \$10.3 million from \$10.8 million for the three months ended September 30, 2014. The primary reason for the decrease was the decrease in sales of our TACNAV products and mobile communications product sales as discussed above.

Costs of service sales decreased by \$0.2 million, or 2%, to \$14.5 million for the three months ended September 30, 2015 from \$14.7 million for the three months ended September 30, 2014. The primary reason for the decrease was a \$0.5 million decrease in contracted engineering services and a \$0.3 million decrease relating to the Inmarsat service. Partially offsetting these decreases was a \$0.3 million increase in mini-VSAT Broadband service costs.

Gross margin from product sales for the three months ended September 30, 2015 decreased to 34% as compared to 36% for the three months ended September 30, 2014. The decrease in our gross margin from product sales was primarily due to a decrease in sales of our TACNAV products discussed above, a lower gross margin on our FOG products and a lower gross margin on our mini-VSAT Broadband products, both due to product mix. Partially offsetting these decreases was an increase in our gross margin on our land TV products.

Gross margin from service sales for the three months ended September 30, 2015 increased to 50% as compared to 46% for the three months ended September 30, 2014. The increase in our gross margin from service sales was primarily attributable to the higher service gross margin contributed by our current period contracted engineering services and additional gross margin from our new Videotel business.

We expect service gross margins for the fourth quarter of 2015 will increase year-over-year, and we anticipate a modest year-over-year increase in our mini-VSAT Broadband service gross margin from that achieved in 2014.

### ***Operating Expenses***

Research and development expense for the three months ended September 30, 2015 increased by \$0.2 million, or 6%, to \$3.5 million from \$3.3 million for the three months ended September 30, 2014. The primary reason for this increase was a \$0.2 million increase in compensation-related expenses. As a percentage of net sales, research and development expense for each of the quarters ended September 30, 2015 and 2014 was 8%.

We expect that research and development expense in 2015 will be consistent with 2014.

Sales, marketing and support expense for the three months ended September 30, 2015 decreased by \$0.2 million, or 3%, to \$7.9 million from \$8.1 million for the three months ended September 30, 2014. The primary reason for the decrease in the third quarter of 2015 was a \$0.3 million decrease in external commissions, primarily due to lower TACNAV revenues, and a \$0.3 million decrease in warranty expense mainly in relation to TracPhone V7 and V11 products. Partially offsetting these amounts was a \$0.4 million increase in bad debt expense. As a percentage of net sales, sales, marketing and support expense for each of the quarters ended September 30, 2015 and 2014 was 18%.

We expect that our sales, marketing and support expenses will increase year-over-year in the fourth quarter of 2015, driven by the additional expenses related to external commissions on the TACNAV revenues that are in backlog and expected to ship in the fourth quarter.

General and administrative expense for the three months ended September 30, 2015 increased by \$1.3 million, or 18%, to \$8.2 million from \$6.9 million for the three months ended September 30, 2014. The primary reason for the increase in



expense in the 2015 period was a \$1.1 million increase in employee compensation and \$0.3 million in outside consulting and audit-related fees. Partially offsetting this increase was a \$0.5 million decrease in acquisition costs related to the Videotel acquisition. As a percentage of net sales, general and administrative expense for the quarter ended September 30, 2015 was 18% as compared to 16% for the quarter ended September 30, 2014.

We expect general and administrative expenses to increase year-over-year in the fourth quarter of 2015, driven primarily additional compensation-related expenses.

### ***Interest and Other Expense, Net***

For the three months ended September 30, 2015, net interest expense and net other expense increased by \$0.1 million to \$0.6 million from \$0.5 million for the three months ended September 30, 2014. The primary reason for the increase was a \$0.1 million increase in foreign currency exchange losses.

### ***Income Tax Expense***

Income tax expense for the three months ended September 30, 2015 was \$0.1 million as compared to an income tax benefit of \$0.1 million for the three months ended September 30, 2014. The increase resulted primarily from a discrete income tax expense of \$0.1 million in the three months ended September 30, 2015.

We expect our effective tax rate for the fourth quarter of 2015 to be approximately 25%, subject to the effect of unforeseen discrete tax events, such as changes in forecasted expectations for pre-tax income and stock option exercise activity.

## **Nine months ended September 30, 2015 and 2014**

### ***Net Sales***

Product sales for the nine months ended September 30, 2015 decreased \$6.9 million, or 12%, to \$49.0 million from \$55.9 million for the nine months ended September 30, 2014. The decrease was primarily due to a decrease in sales of our guidance and stabilization products of approximately \$7.8 million, or 33%. Specifically, sales of our TACNAV defense products decreased \$6.6 million, or 71%. TACNAV sales are typically uneven and in 2015, are heavily weighted to the fourth quarter. Also contributing to the decrease in sales of our guidance and stabilization products during the nine months ended September 30, 2015 was a decrease in sales of our FOG products of \$1.3 million, or 9%, as compared to the nine months ended September 30, 2014, primarily as a result of decreased shipments of FOGs for commercial applications.

Mobile communications product sales increased \$1.0 million, or 3%, to \$33.1 million for the nine months ended September 30, 2015 from \$32.1 million for the nine months ended September 30, 2014. The increase was primarily due to an increase in sales of our marine satellite television products of \$1.2 million and a \$0.4 million increase in sales of our land mobile products, which was partially offset by a \$0.4 million decrease in shipments of our TracPhone mini-VSAT products.

Mobile communications product sales originating from our European and Asian subsidiaries for the nine months ended September 30, 2015 were in line with sales in the comparable 2014 period. Mobile communications product sales originating from the Americas for the nine months ended September 30, 2015 increased \$1.0 million, or 4%, as compared to the nine months ended September 30, 2014.

Service sales for the nine months ended September 30, 2015 increased \$15.4 million, or 23%, to \$81.7 million from \$66.3 million for the nine months ended September 30, 2014. The primary reasons for the increase were a \$12.6 million increase in new e-Learning and maritime safety media sales resulting from the Videotel acquisition in July 2014 and a \$3.9 million increase in airtime sales for our mini-VSAT Broadband service. Partially offsetting the increases in service sales was a \$0.8 million decrease in contracted engineering services primarily from decreased installation and program management services provided in connection with the SANG contract in 2014 and a \$0.4 million decrease in Inmarsat service sales.

### ***Costs of Sales***

For the nine months ended September 30, 2015, costs of product sales decreased by \$1.4 million, or 4%, to \$32.8 million from \$34.2 million for the nine months ended September 30, 2014. The primary reason for the decrease was the decrease in sales of our TACNAV products discussed above.

Costs of service sales increased by \$4.3 million, or 12%, to \$41.4 million for the nine months ended September 30, 2015 from \$37.1 million for the nine months ended September 30, 2014. The primary reasons for the increase were a \$3.1 million increase in new e-Learning and maritime safety media cost of service sales resulting from the Videotel acquisition in July 2014 and a \$2.7 million increase in airtime cost of service sales for our mini-VSAT Broadband service. Partially offsetting these increases was a \$1.2 million decrease in engineering services costs of sales due primarily to a decrease in the services provided in connection with the SANG contract as discussed above, a \$0.4 million decrease in Inmarsat costs of service, and a \$0.1 million decrease in service repair costs.

Gross margin from product sales for the nine months ended September 30, 2015 decreased to 33% as compared to 39% for the nine months ended September 30, 2014. The decrease in our gross margin from product sales was primarily due to a decrease in sales of our TACNAV product sales discussed above, which generally have a higher margin than our mobile communication products.

Gross margin from service sales for the nine months ended September 30, 2015 increased to 49% as compared to 44% for the nine months ended September 30, 2014. The increase in our gross margin from service sales was primarily attributable to the service gross margin contributed from our new Videotel business. To a lesser extent, an increase in gross margin from contracted engineering services also contributed to the service gross margin increase.

### ***Operating Expenses***

Research and development expense for the nine months ended September 30, 2015 decreased by \$0.1 million, or 1%, to \$10.7 million from \$10.8 million for the nine months ended September 30, 2014. The primary reasons for the decrease were a \$0.5 million decrease in expensed materials and a \$0.6 million decrease in consulting expense related to 2014 development efforts associated with our marine TV product line. These decreases were offset by a \$0.9 million increase in U.S.-based employee compensation for research and development personnel costs, in part due to converting contractors to full-time employees. As a percentage of net sales, research and development expense for the nine months ended September 30, 2015 was 8% as compared to 9% for the nine months ended September 30, 2014.

Sales, marketing and support expense for the nine months ended September 30, 2015 increased by \$1.0 million, or 4%, to \$24.3 million from \$23.3 million for the nine months ended September 30, 2014. The primary reasons for the increase in the 2015 period were a \$2.4 million increase in sales, marketing and support expense related our new Videotel business, an increase in bad debt expense of \$0.5 million and a \$0.4 million increase in U.S.-based employee compensation. Offsetting this increase were a \$1.1 million decrease in external commissions, a \$0.6 million decrease in warranty expense, and a \$0.2 million decrease in travel and trade show expense. As a percentage of net sales, sales, marketing and support expense for each of the nine months ended September 30, 2015 and 2014 was 19%.

General and administrative expense for the nine months ended September 30, 2015 increased by \$6.1 million, or 35%, to \$23.4 million from \$17.3 million for the nine months ended September 30, 2014. The primary reasons for the increase in 2015 expense were a \$3.5 million increase in general and administrative expense relating to Videotel, a \$1.8 million increase in U.S.-based employee compensation and a \$0.8 million increase in outside consulting and audit-related fees. Partially offsetting this increase is a \$0.4 million decrease in Videotel transaction-related expenses. As a percentage of net sales, general and administrative expense for the nine months ended September 30, 2015 was 18% as compared to 14% for the nine months ended September 30, 2014.

### ***Interest and Other Income (Expense), Net***

Interest income for the nine months ended September 30, 2015 was \$0.4 million compared to \$0.6 million in the prior year period. The decrease is primarily attributable to using a portion of our cash to acquire Videotel in 2014. Interest expense for the nine months ended September 30, 2015 increased by \$0.2 million, or 22%, to \$1.1 million from \$0.9 million for the nine months ended September 30, 2014. The primary reason for the increase was borrowings under our senior credit facility executed in July 2014 to finance the purchase of Videotel in July 2014. Other income, net for the nine months ended September 30, 2015 increased by \$0.8 million to income of \$0.7 million from an expense of \$0.1 million for the nine months ended September 30, 2014. The primary reason for the increase in other income, net was foreign currency exchange gains primarily associated with our U.K. and Hong Kong operations.

### ***Income Tax (Benefit) Expense***

Income tax benefit for the nine months ended September 30, 2015 was \$0.1 million as compared to income tax expense of \$0.1 million for the nine months ended September 30, 2014. The decrease in income tax expense is primarily due to a decrease in pre-tax income offset by a \$0.1 million discrete income tax expense for the nine months ended September 30, 2015.

### ***Backlog***

Backlog is not a meaningful indicator for predicting revenue in future periods. Commercial resellers for our mobile satellite communications products and FOG products do not carry extensive inventories and rely on us to ship products quickly. Generally due to the rapid delivery of our commercial products, our backlog for those products is not significant.

Our backlog for all products and services was approximately \$31.5 million and \$27.3 million on September 30, 2015 and December 31, 2014, respectively. As of September 30, 2015, our backlog was scheduled for fulfillment in 2015 except for \$15.0 million scheduled for fulfillment in 2016 and \$0.5 million scheduled for fulfillment in 2017 and thereafter.

Backlog consists of orders evidenced by written agreements and specified delivery dates for customers who are acceptable credit risks. We do not include satellite connectivity service sales in our backlog even though many of our satellite connectivity customers have signed annual or multi-year service contracts providing for a fixed monthly fee. Military orders included in backlog are generally subject to cancellation for the convenience of the customer. When orders are canceled, we generally recover actual costs incurred through the date of cancellation and the costs resulting from termination. As of September 30, 2015, our backlog included approximately \$25.2 million in orders that are subject to cancellation for convenience by the customer. Individual orders for guidance and stabilization products are often large and may require procurement of specialized long-lead components and allocation of manufacturing resources. The complexity of planning and executing larger orders generally requires customers to order well in advance of the required delivery date, resulting in backlog.

### ***Liquidity and Capital Resources***

We have generally funded our operations primarily from operating cash flows, bank financings and proceeds received from exercises of stock options. As of September 30, 2015, we had \$50.2 million in cash, cash equivalents, and marketable securities, of which \$14.0 million in cash and cash equivalents was held in local currencies by our foreign subsidiaries. There were no marketable securities held by our foreign subsidiaries as of September 30, 2015. As of September 30, 2015, we had \$66.7 million in working capital.

Net cash provided by operations was \$10.7 million for the nine months ended September 30, 2015 as compared to net cash provided by operations of \$10.7 million for the nine months ended September 30, 2014. Net cash provided by operations remained flat, however, the increases in cash provided by operations was primarily the result of a \$5.0 million decrease in cash outflows relating to accrued expenses and other current liabilities, a \$4.8 million net increase in non-cash items, a \$0.5 million decrease in other non-current assets, and a \$0.2 million increase in cash inflows related to accounts receivable. Offsetting these amounts were a \$5.5 million increase in cash outflows relating to accounts payable, a \$1.8 million increase in cash outflows relating to prepaid expenses and other current assets, a \$1.5 million increase in cash outflows relating to inventory, a \$0.9 million decrease in cash inflows relating to deferred revenue and a \$0.9 million increase in our net loss.

Net cash used in investing activities was \$7.0 million for the nine months ended September 30, 2015 as compared to net cash used in investing activities of \$26.8 million for the nine months ended September 30, 2014. The decrease in net cash used in investing activities of \$19.8 million is primarily the result of a \$45.2 million decrease in net cash paid for acquisitions, partially offset by a \$20.8 million decrease in maturities and sales of marketable securities, a \$3.2 million increase in purchases of marketable securities, and a \$1.3 million increase in capital expenditures.

Net cash used in financing activities was \$4.7 million for the nine months ended September 30, 2015 compared to net cash provided by financing activities of \$32.9 million for the nine months ended September 30, 2014. The \$37.6 million increase in cash used in financing activities is primarily due to a \$67.4 million decrease in proceeds from borrowings on a term note, net of repayments, partially offset by a \$30.0 million decrease in repayment of borrowings under a line of credit in connection with the debt restructuring we undertook in connection with the acquisition of Videotel.

## **Borrowing Arrangements**

### *Principal Credit Facility*

As of September 30, 2015, there was \$60.1 million in aggregate principal amount outstanding under our principal credit facility. On July 1, 2014, we entered into a five-year senior credit agreement with Bank of America, N.A., as administrative agent, and the lenders named from time to time as parties thereto, for an aggregate amount of up to \$80.0 million, including a revolving credit facility of up to \$15.0 million and a term loan of \$65.0 million to be used for general corporate purposes, including both the refinancing of the \$30.0 million of indebtedness then outstanding under our former credit facility and permitted acquisitions. We also entered into a security agreement with respect to our grant of a security interest in substantially all of our assets in order to secure our obligations under the credit agreement and the related notes and pledge agreements with respect to our grant of a security interest in 65% of the capital stock of each of KVH Industries A/S and KVH Industries U.K. Limited held by us in order to secure our obligations under the credit agreement and the notes. We amended the credit agreement in June 2015 to modify the circumstances under which certain changes in our Board of Directors would constitute a change of control. We further amended the credit agreement in September 2015 to modify the Maximum Consolidated Leverage Ratio as of September 30, 2015, as described below.

We executed \$65.0 million in term notes on July 1, 2014 in connection with our acquisition of Videotel. We applied proceeds in the amount of \$35.0 million toward the payment of a portion of the purchase price for Videotel, and we applied proceeds in the amount of \$30.0 million toward the refinancing of the then-outstanding balance under our former credit facility. We must make principal repayments on the term loan in the amount of approximately \$1.2 million at the end of each of the first eight three-month periods following the closing; thereafter, we must make principal repayments in the amount of approximately \$1.6 million for each succeeding three-month period until the maturity of the loan on July 1, 2019. On the maturity date, the entire remaining principal balance of the loan, including any future loans under the revolver, is due and payable, together with all accrued and unpaid interest, penalties and other amounts due and payable under the credit agreement. The credit agreement contains provisions requiring the mandatory prepayment of amounts outstanding under the term loan and the revolver under specified circumstances, including (i) 100% of the net cash proceeds from certain dispositions to the extent not reinvested in our business within a stated period, (ii) 50% of the net cash proceeds from stated equity issuances and (iii) 100% of the net cash proceeds from certain receipts of more than \$250,000 outside the ordinary course of business. The prepayments are first applied to the term loan, in inverse order of maturity, and then to the revolver. In the discretion of the administrative agent, certain mandatory prepayments made on the revolver can permanently reduce the amount of credit available under the revolver.

Loans under the credit agreement bear interest at varying rates determined in accordance with the credit agreement. Each LIBOR Rate Loan, as defined in the credit agreement, bears interest on the outstanding principal amount thereof for each interest period from the applicable borrowing date at a rate per annum equal to the LIBOR Daily Floating Rate or LIBOR Monthly Floating Rate, each as defined in the credit agreement, as applicable, plus the Applicable Rate, as defined in the credit agreement, and each Base Rate Loan, as defined in the credit agreement, bears interest on the outstanding principal amount thereof from the applicable borrowing date at a rate per annum equal to the Base Rate, as defined in the credit agreement, plus the Applicable Rate. The Applicable Rate ranges from 1.50% to 2.25%, depending on our Consolidated Leverage Ratio, as defined in the credit agreement. The highest Applicable Rate applies when the Consolidated Leverage Ratio exceeds 2.00:1.00. Upon certain defaults, including failure to make payments when due, interest becomes payable at a higher default rate.

Borrowings under the revolver are subject to the satisfaction of numerous conditions precedent at the time of each borrowing, including the continued accuracy of our representations and warranties and the absence of any default under the credit agreement. As of September 30, 2015, there were no borrowings outstanding under the revolver.

The credit agreement contains two financial covenants, a Maximum Consolidated Leverage Ratio and a Minimum Consolidated Fixed Charge Coverage Ratio, each as defined in the credit agreement. In September 2015, the Maximum Consolidated Leverage Ratio was increased from 1.00:1.00 to 1.75:1.00 for September 30, 2015, 1.50:1.00 for December 31, 2015, and 1.25:1.00 for March 31, 2016 and each fiscal quarter thereafter. The Minimum Consolidated Fixed Charge Coverage Ratio may not be less than 1.25:1.00 at any time after December 31, 2014. We were in compliance with these financial ratio debt covenants as of September 30, 2015.

The credit agreement imposes certain other affirmative and negative covenants, including without limitation covenants with respect to the payment of taxes and other obligations, compliance with laws, entry into material contracts, creation of liens, incurrence of indebtedness, investments, dispositions, fundamental changes, restricted payments, changes in the nature of our business, transactions with affiliates, corporate and accounting changes, and sale and leaseback arrangements.

Our obligation to repay loans under the credit agreement could be accelerated upon a default or event of default under the terms of the credit agreement, including certain failures to pay principal or interest when due, certain breaches of representations and warranties, the failure to comply with our affirmative and negative covenants under the credit agreement, a change of control, certain defaults in payment relating to other indebtedness, the acceleration of payment of certain other indebtedness, certain events relating to our liquidation, dissolution, bankruptcy, insolvency or receivership, the entry of certain judgments against us, certain events relating to the impairment of collateral or the lenders' security interest therein, and any other material adverse change with respect to us.

#### *Mortgage Loan*

On April 6, 2009, we entered into a mortgage loan in the amount of \$4.0 million related to our headquarters facility in Middletown, Rhode Island. On June 9, 2011, we entered into an amendment to the mortgage loan. The loan term is ten years, with a principal amortization of 20 years, and the interest rate will be a rate per year adjusted periodically based on a defined interest period equal to the BBA LIBOR Rate plus 2.00 percentage points. Land, building and improvements with an approximate carrying value of approximately \$5.0 million as of September 30, 2015 secure the mortgage loan. The monthly mortgage payment is approximately \$13,000, plus interest and increases in increments of \$1,000 each year throughout the life of the mortgage. Due to the difference in the term of the loan and amortization of the principal, a balloon payment of \$2.6 million is due on April 1, 2019. The loan contains one financial covenant, a Fixed Charge Coverage Ratio, which applies in the event that our consolidated cash, cash equivalents, and marketable securities balance falls below \$25.0 million at any time. As our consolidated cash, cash equivalents and marketable securities balance was above \$25.0 million for the nine months ended September 30, 2015, the Fixed Charge Coverage Ratio did not apply. Under the mortgage loan we may prepay our outstanding loan balance subject to certain early termination charges as defined in the mortgage loan agreement. If we were to default on our mortgage loan, the land, building and improvements would be used as collateral. As discussed in Note 17 to the consolidated financial statements, effective April 1, 2010, in order to reduce the volatility of cash outflows that arise from changes in interest rates, we entered into two interest rate swap agreements that are intended to hedge our mortgage interest obligations by fixing the interest rates specified in the mortgage loan to 5.9% for half of the principal amount outstanding and 6.1% for the remaining half of the principal amount outstanding as of April 1, 2010 until the mortgage loan expires on April 16, 2019.

#### *Other Matters*

We continue to invest in the mini-VSAT Broadband network on a global basis in cooperation with ViaSat under the terms of a ten-year agreement announced in July 2008. As part of the future potential capacity expansion, we would plan to seek to acquire additional satellite capacity from satellite operators, expend funds to seek regulatory approvals and permits, develop product enhancements in anticipation of the expansion, and hire additional personnel. In addition, in December 2011, we entered into a five-year agreement to lease satellite capacity from a satellite operator, effective February 1, 2012, and in 2012 we also purchased three satellite hubs to support this added capacity. The total cost of the five-year satellite capacity agreement, the satellite hubs, and teleport services is approximately \$12.2 million, of which approximately \$2.7 million related to the total cost of the three hubs. On January 30, 2013, we borrowed \$4.7 million from a bank and pledged as collateral six satellite hubs and related equipment, including the three hubs purchased in 2012. The term of the equipment loan is five years, and the loan bears interest at a fixed rate of 2.76% per annum. The monthly payment is approximately \$83,000, including interest expense. On December 30, 2013, we borrowed \$1.2 million from a bank and pledged as collateral one satellite hub and related equipment. The term of the equipment loan is five years, and the loan bears interest at a fixed rate of 3.08% per annum. The monthly payment is approximately \$21,000, including interest expense.

On November 26, 2008, our Board of Directors authorized a program to repurchase up to one million shares of our common stock. The share repurchase program is funded using our existing cash, cash equivalents, marketable securities and future cash flows. As of September 30, 2015, 341,009 shares of our common stock remain available for repurchase under the program. We did not purchase any shares of our common stock in the nine months ended September 30, 2015.

As of September 30, 2015, we held \$50.2 million in cash, cash equivalents and marketable securities. We believe that our cash, cash equivalents and marketable securities, together with our other working capital and cash flows from operations, will be adequate to meet planned operating and capital requirements through at least the next twelve months. However, as the need or opportunity arises, we may seek to raise additional capital through public or private sales of securities or through additional debt financing. There are no assurances that we will be able to obtain any additional funding or that such funding will be available on terms acceptable to us.

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

Our primary market risk exposures are interest rate risk and foreign currency exchange rate risk.

We are exposed to changes in interest rates because we finance certain operations through fixed and variable rate debt instruments.

We had \$60.1 million in borrowings outstanding at September 30, 2015, at an interest rate equal to the LIBOR Daily Floating Rate plus 1.50% under our variable-rate credit facility. For more information regarding our credit facility, see "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Borrowing Arrangements" of Part I of this quarterly report on Form 10-Q. A hypothetical 10% increase or decrease in interest rates would have approximately a \$0.1 million impact on our interest expense based on the \$60.1 million outstanding at September 30, 2015 with an interest rate of 1.94%.

As discussed in Note 17 to the unaudited consolidated financial statements, effective April 1, 2010, in order to reduce the volatility of cash outflows that arise from changes in interest rates, we entered into two interest rate swap agreements. These interest rate swap agreements are intended to hedge our mortgage loan related to our headquarters facility in Middletown, Rhode Island by fixing the interest rates specified in the mortgage loan to 5.9% for half of the principal amount outstanding and 6.1% for the remaining half of the principal amount outstanding as of April 1, 2010 until the mortgage loan expires on April 16, 2019.

We are exposed to currency exchange rate fluctuations related to our subsidiary operations in the United Kingdom, Denmark, Norway, Brazil, Singapore, Hong Kong, Cyprus, Japan, Belgium, and the Netherlands. Our recent acquisition of Videotel expanded our international operations and therefore our exposure to these fluctuations. Certain transactions in these locations are made in the local currency, yet are reported in the U.S. dollar, the functional currency. For foreign currency exposures existing at September 30, 2015, a 10% unfavorable movement in the foreign exchange rates for our subsidiary locations would not expose us to material losses in earnings or cash flows.

From time to time, we have purchased foreign currency forward contracts. These forward contracts are intended to offset the impact of exchange rate fluctuations on cash flows of our foreign subsidiaries. Foreign exchange contracts are accounted for as cash flow hedges and are recorded on the balance sheet at fair value until executed. Changes in the fair value are recognized in earnings. We did not enter into any such contracts during the nine months ended September 30, 2015. However, we did inherit cash flow hedges from our acquisition of Headland Media Limited (now known as the KVH Media Group) in May 2013, all of which settled in 2014. We do not currently anticipate that we will enter into new agreements to replace the settled contracts.

The primary objective of our investment activities is to preserve principal and maintain liquidity, while at the same time maximizing income. We have not entered into any instruments for trading purposes. Some of the securities that we invest in may have market risk. To minimize this risk, we maintain our portfolio of cash equivalents and short-term investments in a variety of securities that can include United States treasuries, certificates of deposit, investment grade asset-backed corporate securities, money market mutual funds, municipal bonds, and government agency and non-government debt securities. As of September 30, 2015, a hypothetical 100 basis-point increase in interest rates would have resulted in an immaterial decrease in the fair value of our investments that had maturities of greater than one year. Due to the conservative nature of our investments and the relatively short duration of their maturities, we believe this interest rate risk is substantially mitigated. As of September 30, 2015, 75% of the \$26.6 million classified as available-for-sale marketable securities will mature or reset within one year. Accordingly, long-term interest rate risk is not considered material for our investment activities. We did not invest in any financial instruments denominated in foreign currencies as of September 30, 2015.

## ITEM 4. CONTROLS AND PROCEDURES

### *Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015, the end of the period covered by this interim report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2015 due to material weaknesses in our internal control over financial reporting. Our internal control over financial reporting is the process designed by and under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America.

As previously described in "Item 9A. Controls and Procedures" of our annual report on Form 10-K for the year ended December 31, 2014, management performed its assessment of the effectiveness of our internal control over financial reporting as of December 31, 2014 and concluded that our internal control over financial reporting as of that date was not effective because of the material weaknesses described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Management's assessment identified the following control deficiencies in our internal control over financial reporting as material weaknesses as of December 31, 2014:

- We enter into guidance and stabilization contracts that may contain bill and hold provisions. We have a control to identify and evaluate these types of transactions that have been recognized each quarter. However, the control did not operate effectively during 2014 because it did not identify a bill and hold transaction at December 31, 2014 for evaluation by the finance team in the quarter in which it was reported.
- We engage a third party to assist in the preparation of our quarterly and annual income tax provisions. However, our preliminary provision at December 31, 2014 did not properly identify changes in the Rhode Island tax rate and related impact on the realizability of the state tax asset carryforwards. We adjusted those amounts prior to filing our annual report on Form 10-K for the year ended December 31, 2014. We did not have sufficient controls over the review of the work performed by the third party to ensure accurate financial reporting.
- We lease our antenna products directly to certain end users and also enter into airtime service agreements with these customers. The pricing of the lease and airtime service agreement is negotiated with each individual customer. We did not have a control designed and implemented to evaluate these multi-element arrangements to ensure proper allocation of the transaction price among the elements.

The material weaknesses did not result in a material misstatement in the financial statements included in our annual report on Form 10-K for the year ended December 31, 2014 or previously issued financial statements; however, we concluded that, as of December 31, 2014, there was a reasonable possibility that material misstatements could occur in the consolidated financial statements.

Our independent registered public accounting firm, Grant Thornton LLP issued an adverse report regarding the effectiveness of our internal control over financial reporting as of December 31, 2014, and that report is included in "Item 9A. Controls and Procedures" of our annual report on Form 10-K for the year ended December 31, 2014.

Following the identification of the foregoing material weaknesses in December 2014, management commenced implementation of a remediation plan, which is ongoing. Management believes that the implementation of this plan will remediate the material weaknesses described above. The following steps of the remediation plan are currently in process, and management may determine to enhance existing controls and/or implement additional controls as the implementation progresses:

- With respect to bill and hold arrangements, we revised the process of entering in the sales orders into general ledger entries to facilitate identification of these arrangements at the time they are created. We instituted written procedures to document all material bill and hold arrangements, as well as other terms and conditions that may impact revenue recognition, such as multiple-element arrangements. We plan to perform quarterly assessments of quantities of

inventory on hand that are subject to bill and hold arrangements with customers. We also instituted enhancements to our existing review controls through the implementation of more detailed checklists and the involvement of additional personnel with knowledge of these arrangements.

- With respect to reliance on third parties to assist in the calculation of our provision for income taxes, we instituted a more formalized process to review the work completed by third parties, including detailed checklists to perform a proper evaluation of each element of the apportionment of state taxes and any related impact on our deferred tax assets.
- With respect to the allocation of revenue for multiple-element arrangements involving leased antennas and airtime service agreements, we instituted a new control earlier in the first quarter of 2015 to review each lease at the time of execution in order to assess and document any lease discount arising from reasonably anticipated airtime service agreements.

We are in the process of further reviewing, documenting and testing our internal controls over financial reporting, and we may from time to time make changes aimed at enhancing existing controls and/or implementing additional controls. Because the implementation of our remediation plan was ongoing as of September 30, 2015 and because there was insufficient time as of September 30, 2015 to demonstrate that the new controls implemented as part of the remediation plan were operating effectively as of that date, management concluded that the material weaknesses described in our annual report still existed as of September 30, 2015.

#### ***Evaluation of Changes in Internal Control over Financial Reporting***

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management has evaluated changes in our internal control over financial reporting that occurred during the third quarter of 2015. Based on that evaluation, except for the changes described above, our Chief Executive Officer and Chief Financial Officer did not identify any change in our internal control over financial reporting during the third quarter of 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### ***Important Considerations***

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.



## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in litigation incidental to the conduct of our business. In the ordinary course of business, we are a party to inquiries, legal proceedings and claims including, from time to time, disagreements with vendors and customers.

On March 3, 2015, Advanced Media Networks, L.L.C. filed suit in the United States District Court for the District of Rhode Island against us for allegedly infringing two of its patents, seeking unspecified monetary damages and other relief. Both of the asserted patents are currently being reexamined by the U.S. Patent & Trademark Office. We intend to defend vigorously against this lawsuit, but the outcome of this matter is inherently uncertain. Due to the very early stage of the litigation, the potential range of loss related to this matter cannot be determined, but the outcome could have a materially adverse effect on our Mobile Broadband business, financial condition and results of operations.

### ITEM 1A. RISK FACTORS

*An investment in our common stock involves a high degree of risk. You should carefully consider the following risk factors in evaluating our business. If any of these risks, or other risks not presently known to us or that we currently believe are not significant, develops into an actual event, then our business, financial condition and results of operations could be adversely affected. If that happens, the market price of our common stock could decline.*

#### **Our revenues and results of operations have been and may continue to be adversely impacted by worldwide economic turmoil, credit tightening and associated declines in consumer spending.**

Worldwide economic conditions have experienced significant turmoil over the last several years, including slower economic activity, tightened credit markets, inflation and deflation concerns, decreased consumer confidence, reduced corporate profits, reduced or canceled capital spending, adverse business conditions, and liquidity concerns. These conditions make it difficult for businesses, governments and consumers to accurately forecast and plan future activities. Many governments are experiencing significant deficits that have caused and may continue to cause them to curtail spending significantly and/or reallocate funds away from defense programs. There can be no assurances that government responses to the disruptions in the economy will remedy these problems. As a result of these and other factors, customers could continue to slow or suspend spending on our products and services. We may also incur increased credit losses and need to further increase our allowance for doubtful accounts, which would have a negative impact on our earnings and financial condition.

We cannot predict the timing, duration, or ultimate impact of the turmoil in our markets. We expect our business to continue to be adversely impacted by this turmoil, particularly in Europe and South America.

#### **Our financial performance is impacted by U.S. government contracts, which are subject to uncertain levels of funding and termination.**

We have historically sold a substantial portion of our TACNAV and FOG systems and we currently sell tactical navigation products and services to the U.S. government and its contractors. A reduction in sales to the U.S. government or its contractors, whether due to lack of funding, for convenience or otherwise, or the occurrence of delays, could negatively impact our results of operations and financial condition.

Further, the funding of U.S. government programs is subject to congressional appropriations. Congress generally appropriates funds on a fiscal year basis even though a program may extend over several fiscal years. Consequently, programs are often only partially funded initially and additional funds are committed only as Congress makes further appropriations. If appropriations for any program in which we participate become unavailable, or are reduced or delayed, our contract or subcontract under such program may be terminated or adjusted by the government, which could have a negative impact on our future sales under such contract or subcontract. When a formal appropriation bill has not been signed into law before the end of the U.S. government's fiscal year, which has become more frequent in recent years, Congress may pass a continuing resolution that authorizes agencies of the U.S. government to continue to operate, generally at the same funding levels from the prior year, but that typically does not authorize new spending initiatives, during this period. Appropriations can also be impacted by other budgetary considerations, such as failure to increase the statutory debt ceiling of the U.S. government. During such periods (or until the regular appropriation bills are passed), delays can occur in procurement of products and services due to lack of funding, and these delays can affect our results of operations during the period of delay.

Appropriations can also be affected by legislation that addresses larger budgetary issues of the U.S. government. For example, future federal sequestration measures could continue to adversely affect federal spending across the U.S. government, including the Department of Defense, and we expect that these measures will continue to limit or reduce defense spending.

In addition, U.S. government contracts generally also permit the government to terminate the contract, in whole or in part, without prior notice, at the government's convenience or for default based on performance. If one of our contracts is terminated for convenience, we would generally be entitled to payments for our allowable costs and would receive some allowance for profit on the work performed. If one of our contracts is terminated for default, we would generally be entitled to payments for our work that has been accepted by the government. A termination arising out of our default could expose us to liability and adversely affect our ability to obtain future contracts and orders. Furthermore, on contracts for which we are a subcontractor and not the prime contractor, the U.S. government could terminate the prime contract for convenience or otherwise, irrespective of our performance as a subcontractor.

**We must generate a certain level of sales of the TracPhone V-series products and our mini-VSAT Broadband service in order to maintain or improve our service gross margins.**

As a result of our mini-VSAT Broadband network infrastructure, our cost of service sales includes certain fixed costs that do not generally vary with the volume of service sales, and we have almost no ability to reduce these fixed costs in the short term. These fixed costs have increased significantly each year as we have further expanded our network to accommodate additional subscriber demand and/or coverage areas, and we expect that this trend will continue in 2015 and beyond. If sales of our TracPhone V-series products and the mini-VSAT Broadband service do not generate the level of revenue that we expect or decline, our service gross margins may decline. As our market share has increased, we have also experienced a general increase in customer termination rates and lower unit sales of our mobile communications hardware, both in the United States and Europe. The failure to improve our mini-VSAT Broadband service gross margins and unit sales would have a material adverse effect on our overall profitability.

**Competition may limit our ability to sell our mobile communications products and services and guidance and stabilization products.**

The mobile communications markets and defense navigation, guidance and stabilization markets in which we participate are very competitive, and we expect this competition to persist and intensify in the future. We may not be able to compete successfully against current and future competitors, which could impair our ability to sell our products. For example, improvements in the performance of lower cost gyros by competitors could potentially jeopardize sales of our FOGs. As our market share in the mobile satellite communications market has grown, competition has intensified significantly, most notably from companies that seek to compete primarily on price. These companies may continue to implement price reductions and discounts for both products and services, which have required us to reduce our prices or offer discounts in order to maintain or increase our market share. We anticipate that this trend of substantial competition will continue.

In the marine market for satellite TV equipment, we compete primarily with Intellian, Cobham SATCOM, Orbit Communication Systems, RayMarine (Intellian made), KNS, and Sea King (King Controls).

In the marine market for voice, fax, data, and Internet communications equipment, we compete primarily with Intellian, Cobham SATCOM, Orbit Communication Systems, Jotron AS, KNS Inc., Inmarsat, AddValue, and Iridium Satellite LLC.

In the marine market for voice, fax, data, and Internet services, we compete primarily with Inmarsat, Globalstar LP, and Iridium Satellite LLC. We also face competition from providers of marine satellite data services and maritime VSAT solutions, including Inmarsat (and its newly announced Global Xpress service, which Inmarsat expects to attain global coverage in 2015), Marlink, MTN/SeaMobile, Speedcast, CapRock, and Airbus Defense & Space. We believe that certain customers have deferred purchase decisions in anticipation of the Global Xpress rollout, which is reducing demand in this market.

In the market for land mobile satellite TV equipment, we compete primarily with King Controls and Winegard Company.

In the markets for media content, the KVH Media Group competes primarily with Swank Motion Pictures and NewspaperDirect, and Videotel competes with Seagull AS.

In the guidance and stabilization markets, we compete primarily with Honeywell International Inc., Northrop Grumman Corporation, Goodrich Aerospace, IAI, Fizoptica, SAGEM, and Systron Donner Inertial.

Among the factors that may affect our ability to compete in our markets are the following:

- many of our primary competitors are well-established companies that generally have substantially greater financial, managerial, technical, marketing, personnel and other resources than we do, which help them to compete more effectively in the market for mobile broadband solutions for larger fleets of vessels;

- product and service improvements, new product and service developments or price reductions by competitors may weaken customer acceptance of, and reduce demand for, our products and services;
- new technology or market trends may disrupt or displace a need for our products and services;
- our competitors may have access to a broader array of media content than we do, which may cause customers to prefer competitors' media offerings; and
- our competitors may have lower production costs than we do, which may enable them to compete more aggressively in offering discounts and other promotions.

**The emergence of a competing small maritime VSAT antenna and complementary service or other similar service could reduce the competitive advantage we believe we currently enjoy with our 60-centimeter (cm) diameter TracPhone V7 and 37-cm diameter TracPhone V3 antennas along with our integrated Ku-band mini-VSAT Broadband service, or with our C/Ku-band mini-VSAT Broadband service and our TracPhone V11.**

Our TracPhone V3 and V7 systems offer customers a range of benefits due to their integrated design, hardware costs that are lower than existing maritime Ku-band VSAT systems, and spread spectrum technology. We currently compete against companies that offer established maritime Ku-band VSAT service using, in some cases, antennas 1-meter in diameter or larger. While we are unaware of any company offering a 37-cm VSAT solution comparable to our TracPhone V3, we are encountering regional competition from companies offering 60-cm VSAT systems and services, which are comparable in size to our TracPhone V7. Likewise, our TracPhone V11, at 1.1-meter in diameter, is approximately 85% smaller and lighter than competing C-band maritime VSAT systems, which uses antennas in excess of 2.4-meters in diameter to provide similar global services. We are unaware of any competitor currently offering a similar size solution for global C-band coverage, but any introduction of such a product could adversely impact our success. In addition, other companies could replicate some of the distinguishing features of our TracPhone V-series products, which could potentially reduce the appeal of our solution, increase price competition, and adversely affect sales. For example, Inmarsat has announced a new global Ka-band mobile VSAT service called Global Xpress which they claim will be faster and have a lower price per megabit than existing Ku-band services that might adversely impact sales of KVH's mini-VSAT Broadband service and related equipment. Moreover, consumers may choose other services such as FleetBroadband or Iridium OpenPort for their service coverage and potentially lower hardware costs despite higher service costs and slower data rates.

**If we are unable to improve our existing mobile communications and guidance and stabilization products and services and develop new, innovative products and services, our sales and market share may decline.**

The markets for mobile communications products and services and guidance and stabilization products and services are each characterized by rapid technological change, frequent new product innovations, changes in customer requirements and expectations, and evolving industry standards. If we fail to make innovations in our existing products and services and reduce the costs of our products and services in a timely way, our market share may decline. For example, the introductions of our new TracVision TV-series antennas and our new IP-MobileCast service occurred later than we had anticipated, which we believe led certain customers to purchase competing products. Products or services using new technologies, or emerging industry standards, could render our products and services obsolete. If our competitors successfully introduce new or enhanced products or services that eliminate technological advantages our products or services may have in a market or otherwise outperform our products or services, or are perceived by consumers as doing so, we may be unable to compete successfully in the markets affected by these changes. For competitive reasons, we recently increased warranty coverage for certain of our mobile communications products to include an additional year of labor coverage and other benefits, which could increase our costs and impair our profitability.

**The purchasing and delivery schedules and priorities of the U.S. military and foreign governments are often unpredictable.**

We sell our FOG systems and tactical navigation products and services to U.S. and foreign military and government customers, either directly or as a subcontractor to other contractors. These customers often use a competitive bidding process and have unique purchasing and delivery requirements, which often makes the timing of sales to these customers unpredictable. Factors that affect their purchasing and delivery decisions include:

- increasing budgetary pressures, which may reduce or delay funding for military programs;
- changes in modernization plans for military equipment;
- changes in tactical navigation requirements;
- global conflicts impacting troop deployment, including troop withdrawals from the Middle East;
- priorities for current battlefield operations;
- new military and operational doctrines that affect military equipment needs;

- sales cycles that are long and difficult to predict;
- shifting response time and/or delays in the approval process associated with the export licenses we must obtain prior to the international shipment of certain of our military products;
- delays in military procurement schedules; and
- delays in the testing and acceptance of our products, including delays resulting from changes in customer specifications.

These factors periodically cause substantial fluctuations in sales of our TACNAV and FOG products from period to period. For example, TACNAV product sales decreased \$0.9 million, or 44%, from the three months ended September 30, 2014 to the three months ended September 30, 2015, and decreased \$6.6 million, or 71%, from the nine months ended September 30, 2014 to the nine months ended September 30, 2015. Similarly, sales of our FOG products decreased \$0.3 million, or 7%, from the three months ended September 30, 2014 to the three months ended September 30, 2015, and sales of our FOG products decreased \$1.2 million, or 9%, from the nine months ended September 30, 2014 to the nine months ended September 30, 2015, respectively. However, in October 2014, we received a \$19.0 million TACNAV product and services contract with an international military customer which include program management and engineering services expected to be delivered through 2017 and hardware shipments expected to be fulfilled in the fourth quarter of 2015 and in 2016, as well as out-year support services to be provided as part of this order. These large orders contribute to the unpredictability of our revenues from period to period. The U.S. government may change defense spending priorities at any time. Moreover, government customers and their contractors can generally cancel orders for our products for convenience or decline to exercise previously disclosed contract options. Even under firm orders with government customers, funding must often be appropriated in the budget process in order for the government to complete the contract. The cancellation of or failure to fund orders for our products could further reduce our net sales and results of operations.

**Sales of our FOG systems and TACNAV products generally consist of a few large orders, and the delay or cancellation of a single order could substantially reduce our net sales.**

KVH products sold to customers in the defense industry are purchased through orders that can generally range in size from several hundred thousand dollars to more than one million dollars. For example, we received orders for TACNAV products and services of \$1.4 million, \$1.5 million, \$4.3 million, \$19.0 million, \$5.2 million, \$7.2 million, \$35.6 million, and \$2.8 million in September 2015, May 2015, November 2014, October 2014, May 2014, January 2013, September 2012, and September 2012, respectively. Orders of this size are often unpredictable and difficult to replicate. As a result, the delay or cancellation of a single order could materially reduce our net sales and results of operations. We periodically experience repeated and unanticipated delays in defense orders, which make our revenues and operating results less predictable. Because our guidance and stabilization products typically have relatively higher product gross margins than our mobile communications products, the loss of an order for guidance and stabilization products could have a disproportionately adverse effect on our results of operations.

**Only a few customers account for a substantial portion of our guidance and stabilization revenues, and the loss of any of these customers could substantially reduce our net sales.**

We derive a significant portion of our guidance and stabilization revenues from a small number of customers, many of whom are contractors for the U.S. government. In October 2014, we received a \$19.0 million TACNAV product and services contract with an international military customer which include program management and engineering services expected to be delivered through 2017 and hardware shipments expected to be fulfilled in the fourth quarter of 2015 and in 2016 as well as out-year support services to be provided as part of this order. The loss of business from any of these customers could substantially reduce our net sales and results of operations and could seriously harm our business. Since we are often awarded a contract as a subcontractor to a major defense supplier that is engaged in a competitive bidding process as prime contractor for a major weapons procurement program, our revenues depend significantly on the success of the prime contractors with which we align ourselves.

**Commercial sales of our guidance and stabilization products are unpredictable.**

Fluctuating commercial sales of our guidance and stabilization products are making it more difficult to predict our future revenues. We have been marketing our guidance and stabilization products, particularly our FOGs, to original equipment manufacturers for incorporation into commercial products, such as navigation and positioning systems for various applications, including precision mapping, dynamic surveying, autonomous vehicles, train location control and track geometry measurement systems, industrial robotics, and optical stabilization. Because we sell these products to original equipment manufacturers rather than end-users, we have less information about market trends and other developments affecting the buying patterns of end-users and, as a result, may be unable to forecast demand for these products accurately. Sales of FOGs for commercial applications decreased from the nine months ended September 30, 2014 to the nine months ended September 30, 2015; however, sales can significantly increase or decrease quarter-to-quarter due to our customer mix. Moreover, sales of these products for commercial applications depend on the success of our customers' products, and any decline in sales of our customers' products would reduce demand for our products.

**Our results of operations could be adversely affected in unseasonably cold weather, prolonged winter conditions, disasters or similar events occur.**

Our marine leisure business is highly seasonal and seasonality can also impact our commercial marine business. Historically, we have generated the majority of our marine leisure product revenues during the first and second quarters of each year, and these revenues typically decline in the third and fourth quarters of each year, compared to the first two quarters. Temporary suspensions of our airtime services typically increase in the third and fourth quarters of each year as boats are placed out of service during winter months. Our marine leisure business is also significantly affected by the weather. Unseasonably cool weather, prolonged winter conditions, hurricanes, unusual amounts of rain, and natural and other disasters may decrease boating, which could reduce our revenues. Specifically, we may encounter a decrease in new airtime activations as well as an increase in the number of cancellations or temporary suspensions of our airtime service.

**Declining oil prices may continue to adversely affect our revenues and profitability.**

Customers of our mobile satellite business include shipping companies that participate in, or are dependent upon, the oil industry. Recent declines in worldwide oil prices have hurt the financial performance of companies in this sector of the economy, and as a result they are seeking to reduce expenditures and increasing pressure on their suppliers to reduce prices. These trends could continue to limit or reduce demand for our satellite antenna products and airtime services from companies in this sector, which could adversely affect our revenues and profitability.

**We could derive an increasing portion of our revenues from commercial leases of mobile communications equipment, rather than sales, which could increase our credit and collection risk.**

We are actively seeking to increase revenues from the commercial markets for our mini-VSAT Broadband service, particularly shipping companies and other companies that deploy a fleet of vessels. In marketing this service, we offer leasing arrangements for the TracPhone antennas to both commercial and leisure customers. If commercial leases become increasingly popular with our customers, we could face increased risks of default under those leases. Defaults could increase our costs of collection (including costs of retrieving or abandoning leased equipment) and reduce the amount we collect from customers, which could harm our results of operations. Moreover, fleet sales are likely to be less common than, and perhaps substantially larger than, our typical orders, which could lead to increased variability in our quarterly revenues and gross margin realization.

**Our ability to compete in the maritime airtime services market may be impaired if we are unable to provide sufficient service capacity to meet customer demand.**

The TracPhone V-series products and our mini-VSAT Broadband service offer a range of benefits to mariners, especially in commercial markets, due to the smaller size antenna and faster, more affordable airtime. We have completed the rollout of our original network coverage plan and currently offer service in the Americas, Europe, the Middle East, Africa, Asia-Pacific, and Australian and New Zealand waters. In the future, we may need to expand capacity in existing coverage areas to support an expanding subscriber base. If we are unable to reach agreement with third-party satellite providers to support the mini-VSAT Broadband service and its spread spectrum technology or transponder capacity is unavailable should we need to increase our capacity to meet growing demand in a given region, our ability to support vessels and aeronautical applications globally will be at risk and could reduce the attractiveness of our products and services to these customers.

**Tight credit availability, environmental concerns and ongoing low levels of consumer confidence are adversely affecting sales of our mobile satellite TV products.**

Factors such as tight credit, environmental protection laws and ongoing low levels of consumer confidence can materially and adversely affect sales of larger vehicles and vessels for which our mobile satellite TV products are designed. Many customers finance their purchases of these vehicles and vessels, and tightened credit availability can reduce demand for both these vehicles and vessels and our mobile satellite TV products. Moreover, in the current credit markets, financing for these purchases has sometimes been unavailable or more difficult to obtain. The increased cost of operating these vehicles and vessels can adversely affect demand for our mobile satellite TV products. Recent declines in oil prices may not result in any material increase in demand.

**Our business has substantial indebtedness, which could restrict our business opportunities.**

We currently have, and will likely continue to have, a substantial amount of indebtedness. Our indebtedness could, among other things, make it more difficult for us to satisfy our debt obligations, require us to use a large portion of our cash flow from operations to repay and service our debt or otherwise create liquidity problems, limit our flexibility to adjust to market conditions, place us at a competitive disadvantage and expose us to interest rate fluctuations. As of September 30, 2015, we had total debt outstanding of \$66.2 million, which included \$60.1 million in aggregate principal amount of indebtedness outstanding under our term note that we entered into on July 1, 2014.

We expect to obtain the money to pay our expenses and pay the principal and interest on our indebtedness from cash flow from our operations and potentially from other debt or equity offerings. Accordingly, our ability to meet our obligations depends on our future performance and capital raising activities, which will be affected by financial, business, economic and other factors, many of which are beyond our control. If our cash flow and capital resources prove inadequate to allow us to pay the principal and interest on our debt and meet our other obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations, restructure or refinance our debt, which we may be unable to do on acceptable terms, and forego attractive business opportunities. In addition, the terms of our existing or future debt agreements may restrict us from pursuing any of these alternatives.

**The agreements governing our indebtedness subject us to various restrictions that may limit our ability to pursue business opportunities.**

The agreements governing our indebtedness subject us to various restrictions on our ability to engage in certain activities, including, among other things, our ability to:

- acquire other businesses or make investments;
- raise additional capital;
- incur additional debt or create liens on our assets;
- pay dividends or make distributions;
- prepay indebtedness; and
- merge, dissolve, liquidate, consolidate, or dispose of all or substantially all of our assets.

These restrictions may limit or restrict our cash flow and our ability to pursue business opportunities or strategies that we would otherwise consider to be in our best interests.

**Our secured credit facility contains certain financial and other restrictive covenants that we may not satisfy, and that, if not satisfied, could result in the acceleration of the amounts due under our secured credit facility and the limitation of our ability to borrow additional funds in the future.**

The agreements governing our secured credit facility subject us to various financial and other restrictive covenants with which we must comply on an ongoing or periodic basis. These include covenants pertaining to a maximum consolidated leverage ratio, a minimum consolidated fixed charge coverage ratio, covenants requiring the mandatory prepayment of amounts outstanding under the term loan and the revolver under specified circumstances, including (i) 100% of the net cash proceeds from certain dispositions to the extent not reinvested in our business within a stated period, (ii) 50% of the net cash proceeds from stated equity issuances, and (iii) 100% of the net cash proceeds from certain receipts of more than \$250 outside the ordinary course of business, and limits on capital expenditures. If we violate any of these covenants, we may suffer a material adverse effect. Most notably, our outstanding debt under our secured credit facility could become immediately due and payable, our lenders could proceed against any collateral securing such indebtedness, and our ability to borrow additional funds in the future could be limited or terminated. Alternatively, we could be forced to refinance or renegotiate the terms and conditions of our secured credit facility, including the interest rates, financial and restrictive covenants and security requirements of the secured credit facility, on terms that may be significantly less favorable to us.

**A default under agreements governing our indebtedness could result in a default and acceleration of indebtedness under other agreements.**

Certain agreements governing our indebtedness contain cross-default provisions whereby a default under one agreement could result in a default and acceleration of our repayment obligations under other agreements. If a cross-default were to occur, we may not be able to pay our debts or borrow sufficient funds to refinance them. Even if new financing were available, it may not be available on acceptable terms. If some or all of our indebtedness is in default for any reason, our business, financial condition, and results of operations could be materially and adversely affected.

**Our mobile satellite products currently depend on satellite services and facilities provided by third parties, and a disruption in those services could adversely affect sales.**

Our satellite antenna products include the equipment necessary to utilize satellite services; we do not own the satellites to directly provide two-way satellite communications. We currently offer satellite television products compatible with the DIRECTV and DISH Network services in the United States, the Bell TV service in Canada, the Sky Mexico service and various other regional satellite TV services in other parts of the world.

SES, Eutelsat, Sky Perfect-JSAT, Telesat, EchoStar, Intelsat and Star One currently provide the satellite capacity to support the mini-VSAT Broadband service and our TracPhone V-series products. Intelsat also currently provides our C-Band satellite coverage. In addition, we have agreements with various teleports and Internet service providers around the globe to support the mini-VSAT Broadband service. We rely on Inmarsat for satellite communications services for our FleetBroadband compatible TracPhone products.

If customers become dissatisfied with the programming, pricing, service, availability or other aspects of any of these satellite services, or if any one or more of these services becomes unavailable for any reason, we could suffer a substantial decline in sales of our satellite products. There may be no alternative service provider available in a particular geographic area, and our modem or other technology may not be compatible with the technology of any alternative service provider that may be available. In addition, the unexpected failure of a satellite could disrupt the availability of programming and services, which could reduce the demand for, or customer satisfaction with, our products.

**We rely upon spread spectrum communications technology developed by ViaSat and transmitted by third-party satellite providers to permit two-way broadband Internet via our 60-cm diameter TracPhone V7 antenna, our 37-cm diameter TracPhone V3 antenna, and our 1.1-meter diameter TracPhone V11, and any disruption in the availability of this technology could adversely affect sales.**

Our mini-VSAT Broadband service relies on spread spectrum technology developed with ViaSat, Inc., for use with satellite capacity controlled by SES, Eutelsat, Sky Perfect-JSAT, Telesat, Echostar, Intelsat and Star One. Our TracPhone two-way broadband satellite terminals combine our stabilized antenna technology with ViaSat's ArcLight spread spectrum mobile broadband technology, along with ViaSat's ArcLight spread spectrum modem. The ArcLight technology is also integrated within the satellite hubs that support this service. Sales of the TracPhone V-series products and our mini-VSAT Broadband service could be disrupted if we fail to receive approval from regulatory authorities to provide our spread spectrum service in the waters of various countries where our customers operate or if there are issues with the availability of the ArcLight maritime modems. Moreover, over the course of our ten-year agreement with ViaSat, which expires in 2018, satellite communications technology may continue to evolve, which could reduce the relative attractiveness of the technology we currently offer, and our technology may cease to be compatible with changes in satellite service offerings. If we were to seek to, or required to, transition to any new technology, we may encounter technological challenges, increased expenses, customer dissatisfaction, inventory obsolescence, interruptions in supply, disruptions in current relationships or arrangements and unforeseen obstacles, any of which could have a material adverse effect on our mobile satellite business, revenues and profitability.

**We have single dedicated manufacturing facilities for each of our mobile communications and guidance and stabilization product categories, and any significant disruption to a facility could impair our ability to deliver our products.**

Excluding the products manufactured by Videotel, which we manufacture in the United Kingdom, we currently manufacture all of our mobile communications products at our manufacturing facility in Middletown, Rhode Island, and the majority of our guidance and stabilization products at our facility in Tinley Park, Illinois. Some of our production processes are complex, and we may be unable to respond rapidly to the loss of the use of either production facility. For example, our production facilities use some specialized equipment that may take time to replace if they are damaged or become unusable for any reason. In that event, shipments would be delayed, which could result in customer or dealer dissatisfaction, loss of sales and damage to our reputation. Finally, we have only a limited capability to increase our manufacturing capacity in the short term. If short-term demand for our products exceeds our manufacturing capacity, our inability to fulfill orders in a timely manner could also lead to customer or dealer dissatisfaction, loss of sales and damage to our reputation.

**We depend on sole or limited source suppliers, and any disruption in supply could impair our ability to deliver our products on time or at expected cost.**

We obtain many key components for our products from third-party suppliers, and in some cases we use a single or a limited number of suppliers. Any interruption in supply could impair our ability to deliver our products until we identify and qualify a new source of supply, which could take several weeks, months or longer and could increase our costs significantly. Suppliers might change or discontinue key components, which could require us to modify our product designs. For example, in the past, we have experienced changes in the chemicals used to coat our optical fiber, which changed its characteristics and thereby necessitated design modifications. Department of Defense regulations requiring government contractors to implement processes to avoid counterfeit parts may require us to find new sources of materials or components if the current supplier cannot meet the requirements. In general, we do not have written long-term supply agreements with our suppliers but instead purchase components through purchase orders, which expose us to potential price increases and termination of supply without notice or recourse. It is generally not our practice to carry significant inventories of product components, and this could magnify the impact of the loss of a supplier. If we are required to use a new source of materials or components, it could also result in unexpected manufacturing difficulties and could affect product performance and reliability. In addition, from time to time, lead times for certain components can increase significantly due to imbalances in overall market supply and demand. This, in turn, could limit our ability to satisfy the demand for certain of our products on a timely basis and could result in some customer orders being rescheduled or canceled.



**We may continue to increase the use of international suppliers to source components for our manufacturing operations, which could disrupt our business.**

Although we have historically manufactured and sourced raw materials for the majority of our products domestically, in order for us to compete with lower priced competing products while also improving our profitability, in some instances we have found it desirable to source raw materials and manufactured components and assemblies from Europe, Asia, and South America. Reliance on foreign manufacturing and/or raw material supply has lengthened our supply chain and increased the risk that a disruption in that supply chain could have a material adverse effect on our operations and financial performance.

**Adverse economic conditions could result in financial difficulties or bankruptcy for any of our suppliers, which could adversely affect our business and results of operations.**

The significant downturn in worldwide economic conditions and credit tightening could present challenges to our suppliers, which could result in disruptions to our business, increase our costs, delay shipment of our products or delivery of services, and impair our ability to generate and recognize revenue. To address their own business challenges, our suppliers may increase prices, reduce the availability of credit, require deposits or advance payments or take other actions that may impose a burden on us.

They may also reduce production capacity, slow or delay delivery of products, face challenges meeting our specifications or otherwise fail to meet our requirements. In some cases, our suppliers may face bankruptcy. We may be required to identify, qualify, and engage new suppliers, which would require time and the attention of management. Any of these events could impair our ability to deliver our products and services to customers in a timely and cost-effective manner, cause us to breach our contractual commitments or result in the loss of customers.

**Our media and entertainment business relies on licensing arrangements with content providers, and the loss of or changes in those arrangements could adversely affect our business.**

We distribute premium news, sports, movies, and music content for commercial and leisure customers in the maritime, hotel, and retail markets. We do not generate this content but instead license the content from third parties on a non-exclusive basis. We do not have long-term license agreements with any content provider. Accordingly, any content provider could terminate our existing arrangements with little or no advance notice or could adversely modify the terms of the arrangement, including potential price increases. Further, the licenses we obtain are limited in scope, and any violation of the terms of a license could expose us to liability for copyright infringement. We pay license fees that are based in part on the revenue we generate from sublicenses, and our licensors generally have the right to audit our records to determine whether we have paid all necessary license fees. Failure to pay required license fees could result in termination of our license rights, penalties, or damages. The loss of content could adversely affect the attractiveness of our media and entertainment offerings, which could adversely affect our revenues. Any increase in the cost of content could reduce the profitability of these offerings.

**Any failure to maintain and expand our third-party distribution relationships may limit our ability to penetrate markets for mobile communications products and services.**

We market and sell our mobile communications products and services through an international network of independent retailers, chain stores and distributors, as well as to manufacturers of marine vessels, recreational vehicles and buses. If we are unable to maintain or improve our distribution relationships, it could significantly limit our sales. Some of our distribution relationships are new, and our new distributors may not be successful in marketing and selling our products and services. In addition, our distribution partners may sell products of other companies, including competing products, and are generally not required to purchase minimum quantities of our products.

**Our international business operations expose us to a number of difficulties in coordinating our activities abroad and in dealing with multiple regulatory environments.**

Historically, sales to customers outside the United States have accounted for a significant portion of our net sales, and our acquisitions of Videotel in July 2014 and Headland Media Limited (now known as the KVH Media Group) in May 2013 increased our sales in new foreign markets. We derived 33%, 37%, 39%, and 44% of our revenues in 2012, 2013, 2014, and the nine months ended September 30, 2015, respectively, from sales to customers outside the United States. We have foreign sales offices in Denmark, the United Kingdom, Singapore, Hong Kong, Japan, Norway, and Cyprus, as well as a subsidiary in Brazil that manages local sales. However, aside from these international sales offices, substantially all of our personnel and operations, particularly for our mobile satellite communications equipment business and our guidance and stabilization business, are located in the United States. Our limited operations in foreign countries may impair our ability to compete successfully in

international markets and to meet the service and support needs of our customers in countries where we have little to no infrastructure. We are subject to a number of risks associated with our international business activities, which may increase our costs and require significant management attention. Our acquisitions of Videotel and Headland Media Limited (now known as KVH Media Group) have augmented these risks. These risks include:

- technical challenges we may face in adapting our mobile communications products to function with different satellite services and technology in use in various regions around the world;
- satisfaction of international regulatory requirements and delays and costs associated with procurement of any necessary licenses or permits;
- the potential unavailability of content licenses covering international waters and foreign locations;
- restrictions on the sale of certain guidance and stabilization products to foreign military and government customers;
- increased costs of providing customer support in multiple languages;
- increased costs of managing operations that are international in scope;
- potentially adverse tax consequences, including restrictions on the repatriation of earnings;
- protectionist laws and business practices that favor local competitors, which could slow our growth in international markets;
- potentially longer sales cycles, which could slow our revenue growth from international sales;
- potentially longer accounts receivable payment cycles and difficulties in collecting accounts receivable; and
- economic and political instability in some international markets.

**Changes in foreign currency exchange rates may negatively affect our financial condition and results of operations.**

Because of the scope of our foreign sales and foreign operations, we face significant exposure to movements in exchange rates for foreign currencies, particularly the British pound sterling and the euro. During recent months, the U.S. dollar slightly weakened against relevant foreign currencies, which increases our revenues reported in U.S. dollars and increases the reported value of our assets in foreign countries. However, if the U.S. dollar strengthens, our revenues reported in U.S. dollars, as well as the reported value of our assets in foreign countries, would be commensurately lower. Moreover, certain of our products and services are sold internationally in U.S. dollars; as the U.S. dollar strengthens, the relative cost of these products and services to customers located in foreign countries increases, which adversely affects sales. In addition, most of our financial obligations, including payments under our outstanding debt obligations, must be satisfied in U.S. dollars. Our exposures to changes in foreign currency exchange rates may change over time as our business practices evolve and could result in increased costs or reduced revenue and could adversely affect our cash flow. Changes in the relative values of currencies occur regularly and may have a significant impact on our operating results. We cannot predict with any certainty changes in foreign currency exchange rates or the degree to which we can cost-effectively mitigate this exposure.

**We could incur additional legal compliance costs associated with our international operations and could become subject to legal penalties if we do not comply with certain regulations.**

As a result of our expanding international operations, we are subject to a number of legal requirements, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the customs, export, trade sanctions and anti-boycott laws of the United States, including those administered by the U.S. Customs and Border Protection, the Bureau of Industry and Security, the Department of Commerce and the Office of Foreign Assets Control of the Treasury Department, as well as those of other nations in which we do business. Compliance with these laws and regulations is complex and involves significant costs. These risks are heightened for acquired businesses that have historically been managed outside the United States, where these laws and regulations may not have applied to the same extent. Our assessment of compliance with these laws and regulations by businesses that we have acquired may not have uncovered instances of non-compliance, and we may face liability for such non-compliance. In addition, our training and compliance programs and our other internal control policies may be insufficient protect us from acts committed by our employees, agents or third-party contractors. Any violation of these requirements by us or our employees, agents or third-party contractors may subject us to significant criminal and civil liability.

**Exports of certain guidance and stabilization products are subject to the U.S. Export Administration Regulations and the International Traffic in Arms Regulations and require a license from the U.S. Department of State prior to shipment.**

We must comply with the United States Export Administration Regulations and the International Traffic in Arms Regulations, or ITAR. Certain of our products have military or strategic applications and are on the munitions list of the ITAR and require an individual validated license in order to be exported to certain jurisdictions. Any changes in export regulations or reclassifications of our products may further restrict the export of our products, and we may cease to be able to procure export

licenses for our products under existing regulations. The length of time required by the licensing process can vary, potentially delaying the shipment of products and the recognition of the corresponding revenue. Any restriction on the export of a product line or any amount of our products could cause a significant reduction in net sales.

**Acquisitions may disrupt our operations or adversely affect our results.**

We evaluate strategic acquisition opportunities to acquire other businesses as they arise, such as our acquisitions of Videotel in July 2014 and Headland Media Limited (now known as the KVH Media Group) in May 2013. The expenses we incur evaluating and pursuing these and other such acquisitions could have a material adverse effect on our results of operations. For example, during 2014, we incurred significant expenses related to the acquisition of Videotel. If we acquire a business, we may be unable to manage it profitably or successfully integrate its operations with our own. Moreover, we may be unable to realize the strategic, financial, operational and other benefits we anticipate from any acquisition, and any acquisition may increase our overall operating expenses. Competition for acquisition opportunities could increase the price we pay for businesses we acquire and could reduce the number of potential acquisition targets. Further, our approach to acquisitions may involve a number of special financial and business risks, such as:

- entry into new and unfamiliar lines of business or markets, which may present challenges or risks that we did not anticipate;
- increased expenses associated with the amortization of acquired intangible assets;
- increased exposure to fluctuations in foreign currency exchange rates;
- charges related to any potential acquisition from which we may withdraw;
- diversion of our management's time, attention, and resources;
- loss of key acquired personnel;
- increased costs to improve or coordinate managerial, operational, financial, and administrative systems, including compliance with the Sarbanes-Oxley Act of 2002;
- dilutive issuances of equity securities;
- the assumption of legal liabilities; and
- losses arising from impairment charges associated with goodwill or intangible assets.

For example, we are incurring additional expenses to implement internal control over financial reporting appropriate for a public company at Videotel, which previously operated as a private company not subject to U.S. generally accepted accounting principles.

**If we cannot effectively manage changes in our rate of growth, our business may suffer.**

We have previously expanded our operations to pursue existing and potential market opportunities, and we are continuing to expand our international operations. For example, we opened a new sales office in Japan in 2012 to service local customers, and we expanded our service offerings through the acquisitions of Videotel and Headland Media Limited (now known as the KVH Media Group) in 2014 and 2013, respectively. This growth has placed a strain on our personnel, management, financial and other resources and has increased our operating expenses. If any portion of our business grows more rapidly than we anticipate and we fail to manage that growth properly, we may incur unnecessary expenses, and the efficiency of our operations may decline. If we are unable to adjust our operating expenses on a timely basis in response to changes in revenue cycles, our results of operations may be harmed. To manage changes in our rate of growth effectively, we must, among other things:

- match our manufacturing facilities and capacity to demand for our products and services in a timely manner;
- secure appropriate satellite capacity to match changes in demand for airtime services in a timely manner;
- successfully attract, train, motivate and manage appropriate numbers of employees for manufacturing, sales and customer support activities;
- effectively manage our inventory and working capital;
- maintain the efficiencies within our operating, administrative, financial and accounting systems; and
- ensure that our procedures and internal controls are revised and updated to remain appropriate for the size and scale of our business operations.

**We identified material weaknesses in our internal control over financial reporting as of December 31, 2014, and the occurrence of these or any other material weaknesses could have a material adverse effect on our ability to report accurate financial information in a timely manner.**

As previously described in “Item 9A. Controls and Procedures” of our annual report on Form 10-K for the year ended December 31, 2014, in March 2015, our management concluded that we had material weaknesses in internal control over financial reporting as of December 31, 2014 and therefore did not maintain effective internal control over financial reporting or effective disclosure controls and procedures, both of which are requirements of the Securities Exchange Act of 1934, as of that date. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses related to guidance and stabilization contracts where revenue is recognized on a bill and hold basis, the accounting for income taxes and the accounting for multiple-element lease transactions.

Following the identification of the control deficiencies, management implemented a remediation plan. We are in the process of further reviewing, documenting and testing our internal controls over financial reporting, and we may from time to time make changes aimed at enhancing existing controls and/or implementing additional controls. Because the implementation of our remediation plan was ongoing as of September 30, 2015 and because there was insufficient time as of September 30, 2015 to demonstrate that the new controls implemented as part of the remediation plan were operating effectively as of that date, management concluded that the material weakness described in our annual report still existed as of September 30, 2015. Accordingly, the remedial measures we are taking may not be adequate to prevent future misstatements or avoid other control deficiencies or material weaknesses. The effectiveness of our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management. As a result, it is possible that our financial statements will not comply with generally accepted accounting principles, will contain a material misstatement or will not be available on a timely basis, any of which could cause investors to lose confidence in us and lead to, among other things, unanticipated legal, accounting and other expenses, delays in filing required financial disclosures, enforcement actions by government authorities, fines, penalties, the delisting of our common stock and liabilities arising from stockholder litigation.

**We may be unable to hire and retain the skilled personnel we need to expand our operations.**

To meet our growth objectives, we must attract and retain highly skilled technical, operational, managerial and sales and marketing personnel. If we fail to attract and retain the necessary personnel, we may be unable to achieve our business objectives and may lose our competitive position, which could lead to a significant decline in net sales. We face significant competition for these skilled professionals from other companies, research and academic institutions, government entities and other organizations.

**Our success depends on the services of our executive officers.**

Our future success depends to a significant degree on the skills and efforts of Martin Kits van Heyningen, our co-founder, President, Chief Executive Officer, and Chairman of the Board. If we lost the services of Mr. Kits van Heyningen, our business and operating results could be seriously harmed. We also depend on the ability of our other executive officers to work effectively as a team. The loss of one or more of our executive officers could impair our ability to manage our business effectively.

**Our business may suffer if we cannot protect our proprietary technology.**

Our ability to compete depends significantly upon our patents, copyrights, source code, and other proprietary technology. The steps we have taken to protect our technology may be inadequate to prevent others from using what we regard as our technology to compete with us. Our patents could expire or be challenged, invalidated or circumvented, and the rights we have under our patents could provide no competitive advantages. Existing trade secret, copyright, and trademark laws offer only limited protection. Customers or others with access to our proprietary or licensed media content could copy that content without permission or otherwise violate the terms of our customer agreements, which would adversely affect our revenues and could impair our relationships with content providers. In addition, the laws of some foreign countries do not protect our proprietary technology to the same extent as the laws of the United States, which could increase the likelihood of misappropriation.

Furthermore, other companies could independently develop similar or superior technology without violating our intellectual property rights. Any misappropriation of our technology or the development of competing technology could seriously harm our competitive position, which could lead to a substantial reduction in net sales.

If we resort to legal proceedings to enforce our intellectual property rights, the proceedings could be burdensome, disruptive and expensive, distract the attention of management, and there can be no assurance that we would prevail.

Also, we have delivered certain technical data and information to the U.S. government under procurement contracts, and it may have unlimited rights to use that technical data and information. There can be no assurance that the U.S. government will not authorize others to use that data and information to compete with us.

**Claims by others that we infringe their intellectual property rights could harm our business and financial condition.**

Our industries are characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. We cannot be certain that our products do not and will not infringe issued patents, patents that may be issued in the future, or other intellectual property rights of others.

We do not generally conduct exhaustive patent searches to determine whether the technology used in our products infringes patents held by third parties. In addition, product development is inherently uncertain in a rapidly evolving technological environment in which there may be numerous patent applications pending, many of which are confidential when filed, with regard to similar technologies.

From time to time we have faced claims by third parties that our products or technology infringe their patents or other intellectual property rights, and we may face similar claims in the future. As noted in "Item 1. Legal Proceedings" of Part II of this quarterly report on Form 10-Q, Advanced Media Networks, L.L.C. filed suit in the United States District Court for the District of Rhode Island against us for allegedly infringing two of its patents, seeking unspecified monetary damage and other relief. This claim or any other claim of infringement could cause us to incur substantial costs defending against the claim, even if the claim is invalid, and could distract the attention of our management. If any of our products are found to violate third-party proprietary rights, we may be required to pay substantial damages. In addition, we may be required to re-engineer our products or obtain licenses from third parties to continue to offer our products. Any efforts to re-engineer our products or obtain licenses on commercially reasonable terms may not be successful, which would prevent us from selling our products, and, in any case, could substantially increase our costs and have a material adverse effect on our business, financial condition and results of operations.

**Cybersecurity breaches could expose us to liability, damage our reputation, and require us to incur significant costs or otherwise adversely affect our financial results.**

We retain sensitive data, including intellectual property, proprietary business information, personally identifiable information, credit card information, and usage data of our employees and customers on our computer networks. Although we take certain protective measures and endeavor to modify them as we believe circumstances warrant, invasive technologies, and techniques continue to evolve rapidly, and our computer systems, software and networks are vulnerable to unauthorized access, misuse, erasure, alteration, employee error, phishing, computer viruses or other malicious code, and other events that could have a security impact. Any security breach may compromise information stored on our networks and may result in significant data losses or theft of our, our customers', our business partners' or our employees' sensitive information.

If any of these events were to occur, they could cause us to lose existing customers and fail to attract new customers, as well as subject us to regulatory actions, litigation, fines, damage to our reputation or competitive position, or orders or decrees requiring us to modify our business practices, any of which could have a material adverse effect on our financial position, results of operations or cash flows.

**Our media business may expose us to claims regarding our media content.**

Our media business produces training films and eLearning computer-based training courses, including programs on safety, maintenance, security and regulatory compliance, and also provides commercially licensed maritime charting and navigation information. Our efforts to ensure the accuracy and reliability of the content we provide could be inadequate, and we could face claims of liability based on this content. Contractual and other measures we take to limit our liability may be inadequate to protect us from these claims. Although we have certain rights of indemnification from third parties for certain portions of the content we provide to customers, it may be time-consuming and expensive to enforce our rights, and the third parties may lack the resources to fulfill their obligations to us. Further, our insurance coverage is subject to deductibles,

exclusions and limitations of coverage, and there can be no assurance that our insurance coverage would be available to satisfy any claims against us. Any such claims may have a material adverse effect on our financial condition and results of operations.

### **Fluctuations in our quarterly net sales and results of operations could depress the market price of our common stock.**

We have at times experienced significant fluctuations in our net sales and results of operations from one quarter to the next. Our future net sales and results of operations could vary significantly from quarter to quarter due to a number of factors, many of which are outside our control. Accordingly, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of future performance. It is possible that our net sales or results of operations in a quarter will fall below the expectations of securities analysts or investors. If this occurs, the market price of our common stock could fall significantly. Our results of operations in any quarter can fluctuate for many reasons, including:

- changes in demand for our mobile communications products and services and guidance and stabilization products and services;
- the timing and size of individual orders from military customers;
- the mix of products and services we sell, including the mix of fixed rate and metered contracts for airtime services;
- our ability to manufacture, test and deliver products in a timely and cost-effective manner, including the availability and timely delivery of components and subassemblies from our suppliers;
- our success in winning competitions for orders;
- the timing of new product introductions by us or our competitors;
- expenses incurred in pursuing acquisitions;
- expenses incurred in expanding our mini-VSAT Broadband network;
- market and competitive pricing pressures;
- unanticipated charges or expenses, such as increases in warranty claims;
- general economic climate; and
- seasonality of pleasure boat and recreational vehicle usage.

Effective October 1, 2015, we introduced new rate plans for our airtime services, including various rate plans that offer higher data speeds with usage caps. Under our new rate plans, customers receive a base level of service for a fixed fee and pay additional fees for usage over the base level. Accordingly, the revenue we generate from a customer may vary with that customer's usage. We are unable to predict accurately the extent to which customers will transition to particular metered rate plans or the degree to which usage, and therefore our revenue, may vary from quarter to quarter.

A large portion of our expenses, including expenses for network infrastructure, facilities, equipment, and personnel, are relatively fixed. Accordingly, if our net sales decline or do not grow as much as we anticipate, we might be unable to maintain or improve our operating margins. Any failure to achieve anticipated net sales could therefore significantly harm our operating results for a particular fiscal period.

### **The market price of our common stock may be volatile.**

Our stock price has historically been volatile. During the period from January 1, 2013 to September 30, 2015, the trading price of our common stock ranged from \$9.22 to \$15.79. Many factors may cause the market price of our common stock to fluctuate, including:

- variations in our quarterly results of operations;
- the introduction of new products and services by us or our competitors;
- changing needs of military customers;
- changes in estimates of our performance or recommendations by securities analysts;
- the hiring or departure of key personnel;
- acquisitions or strategic alliances involving us or our competitors;
- market conditions in our industries; and
- the global macroeconomic and geopolitical environment.

In addition, the stock market can experience extreme price and volume fluctuations. Major stock market indices experienced dramatic declines in 2008 and in the first quarter of 2009. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. When the market price of a company's stock drops significantly, stockholders often institute securities litigation against that company. Any such litigation could cause us to incur significant expenses defending against the claim, divert the time and attention of our management and result in significant damages.

**We may have exposure to additional tax liabilities, which could negatively impact our income tax expense, net income and cash flow.**

We are subject to income taxes and other taxes in both the U.S. and the foreign jurisdictions in which we currently operate. The determination of our worldwide provision for income taxes and current and deferred tax assets and liabilities requires judgment and estimation. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are subject to regular review and audit by both domestic and foreign tax authorities and to the prospective and retrospective effects of changing tax regulations and legislation. Although we believe our tax estimates are reasonable, the ultimate tax outcome may materially differ from the tax amounts recorded in our consolidated financial statements and may materially affect our income tax benefit or expense, net loss or income, and cash flows in the period in which such determination is made. As of September 30, 2015, we had liabilities for uncertain tax positions of \$3.2 million, the majority of which relates to uncertain tax positions held on Videotel's balance sheet as of the acquisition date.

Deferred tax assets 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 carry forwards. A valuation allowance reduces deferred tax assets to estimated realizable value, which assumes that it is more likely than not that we will be able to generate sufficient future taxable income to realize the net carrying value. We review our deferred tax assets and valuation allowance on a quarterly basis. As part of our review, we consider positive and negative evidence, including cumulative results in recent years.

If, during our quarterly reviews of our deferred tax assets, we determine that it is more likely than not that we will not be able to generate sufficient future taxable income to realize the net carrying value of our deferred tax assets, we will record a valuation allowance to reduce the tax assets to estimated realizable value. This could result in a material income tax charge.

**Changes in the competitive environment or supply chain issues may require inventory write-downs.**

From time to time, we have recorded significant inventory reserves and/or inventory write-offs as a result of substantial declines in customer demand. Market or competitive changes could lead to future charges for excess or obsolete inventory, especially if we are unable to appropriately adjust the supply of material from our vendors.

**If goodwill or other intangible assets that we have recorded in connection with our acquisitions of other businesses become impaired, we could have to take significant charges against earnings.**

As a result of our acquisitions, we have recorded, and may continue to record, a significant amount of goodwill and other intangible assets. Under current accounting guidelines, we must assess, at least annually and potentially more frequently, whether the value of goodwill and other intangible assets has been impaired. Any reduction or impairment of the value of goodwill or other intangible assets will result in additional charges against earnings, which could materially reduce our reported results of operations in future periods.

**Compliance with the SEC's new conflict minerals rules will increase our costs and adversely affect our results of operations.**

We are subject to the SEC's new disclosure requirements for public companies that manufacture, or contract to manufacture, products for which certain minerals and their derivatives, namely tin, tantalum, tungsten and gold, known as "conflict minerals," are necessary to the functionality or production of those products. These regulations require us to determine which of our products contain conflict minerals and, if so, to perform an extensive inquiry into our supply chain in an effort to determine whether or not such conflict minerals originate from the Democratic Republic of Congo, or DRC, or an adjoining country. We expect to incur additional costs to comply with these disclosure requirements, including costs related to determining the source of any of the relevant minerals used in our products, which will adversely affect our results of operations. Because our supply chain is complex, the country of origin inquiry and due diligence procedures that we implement may not enable us to ascertain the origins of any conflict minerals that we use or determine that these minerals did not originate from the DRC or an adjoining country, which may harm our reputation. In the conflict minerals report that we filed in 2015, we concluded that the origins of the relevant conflict minerals we used in 2014 were "DRC conflict undeterminable," as a result of which we were not required to obtain an independent private sector audit of our conflict minerals report. The temporary rules permitting issuers to report that the origins of the conflict minerals they use are "DRC conflict undeterminable" have expired, and we expect that the expenses of preparing our conflict minerals report and obtaining any necessary private sector audit will increase. We may also face difficulties in satisfying customers who may require that our products be certified as DRC conflict-free, which could harm our relationships with these customers and lead to a loss of revenue. These new requirements could also have the effect of limiting the pool of suppliers from which we source these minerals, and we may be unable to obtain

conflict-free minerals at competitive prices, which could increase our costs and adversely affect our manufacturing operations and our profitability.

**Our charter and by-laws and Delaware law may deter takeovers.**

Our certificate of incorporation, by-laws and Delaware law contain provisions that could have an anti-takeover effect and discourage, delay or prevent a change in control or an acquisition that many stockholders may find attractive. These provisions may also discourage proxy contests and make it more difficult for our stockholders to take some corporate actions, including the election of directors. These provisions relate to:

- the ability of our Board of Directors to issue preferred stock, and determine its terms, without a stockholder vote;
- the classification of our Board of Directors, which effectively prevents stockholders from electing a majority of the directors at any one annual meeting of stockholders;
- the limitation that directors may be removed only for cause by the affirmative vote of the holders of two-thirds of our shares of capital stock entitled to vote;
- the prohibition against stockholder actions by written consent;
- the inability of stockholders to call a special meeting of stockholders; and
- advance notice requirements for stockholder proposals and director nominations.



## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On November 26, 2008, our Board of Directors authorized a program to repurchase up to one million shares of our common stock. As of September 30, 2015, 341,009 shares of common stock remain available for repurchase under the program. The repurchase program is funded using our existing cash, cash equivalents, marketable securities, and future cash flows. Under the repurchase program, at management's discretion, we may repurchase shares on the open market from time to time, in privately negotiated transactions or block transactions, or through an accelerated repurchase agreement. The timing of such repurchases depends on availability of shares, price, market conditions, alternative uses of capital, and applicable regulatory requirements. The program may be modified, suspended or terminated at any time without prior notice. The repurchase program has no expiration date. There were no other repurchase programs outstanding during the three months ended September 30, 2015, and no repurchase programs expired during the period.

In the three months ended September 30, 2015, we did not repurchase any shares of our common stock.

**ITEM 6. EXHIBITS**

**Exhibits:**

Exhibit No.	Description	Filed with this Form 10-Q	Incorporated by Reference		
			Form	Filing Date	Exhibit No.
3.1	Amended and Restated Certificate of Incorporation, as amended		10-Q	August 6, 2010	3.1
3.2	Amended and Restated Bylaws of KVH Industries, Inc.		8-K	April 30, 2014	3.1
4.1	Specimen certificate for the common stock		S-1/A	March 22, 1996	4.1
10.1	Second Amendment to Credit Agreement, dated as of September 30, 2015, by and among Bank of America, N.A., The Washington Trust Company and KVH Industries, Inc.		8-K	October 5, 2015	10.1
31.1	Rule 13a-14(a)/15d-14(a) certification of principal executive officer	X			
31.2	Rule 13a-14(a)/15d-14(a) certification of principal financial officer	X			
32.1	Section 1350 certification of principal executive officer and principal financial officer	X			
101	The following financial information from KVH Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets (unaudited), (ii) the Consolidated Statements of Operations (unaudited), (iii) the Consolidated Statements of Comprehensive Loss (unaudited), (iv) the Consolidated Statements of Cash Flows (unaudited), and (v) the Notes to Consolidated Financial Statements (unaudited).	X			

**SIGNATURE**

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

Date: November 9, 2015

KVH Industries, Inc.

By:

*/s/ PETER A. RENDALL*

**Peter A. Rendall**

**(Duly Authorized Officer and Chief Financial  
Officer)**

## Exhibit Index

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**Certification of Principal Executive Officer**  
**Pursuant to Rule 13a-14 or 15d-14 under the Securities Exchange Act of 1934 as Adopted Pursuant to**  
**Section 302 of the Sarbanes-Oxley Act of 2002**

I, Martin A. Kits van Heyningen, certify that:

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

Date: November 9, 2015

/s/ Martin A. Kits van Heyningen

Martin A. Kits van Heyningen

President, Chief Executive Officer and

Chairman of the Board

**Certification of Principal Financial Officer**  
**Pursuant to Rule 13a-14 or 15d-14 under the Securities Exchange Act of 1934 as Adopted Pursuant to**  
**Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter A. Rendall, certify that:

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

Date: November 9, 2015

/s/ Peter A. Rendall

Peter A. Rendall

Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. §1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of KVH Industries, Inc. (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned President, Chief Executive Officer and Chairman of the Board, and Chief Financial Officer of the Company, certifies, to his best knowledge and belief, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Martin A. Kits van Heyningen

Martin A. Kits van Heyningen

President, Chief Executive Officer and

Chairman of the Board

/s/ Peter A. Rendall

Peter A. Rendall

Chief Financial Officer

Date: November 9, 2015

Date: November 9, 2015