UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2023

OR

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

For the transition period from ______ to ______

Commission File Number: 000-29440

IDENTIV, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE **(State or other jurisdiction of incorporation or organization)**	**77-0444317** **(I.R.S. Employer Identification No.)**
2201 Walnut Avenue, Suite 100 **Fremont, California** **(Address of principal executive offices)**	**94538** **(Zip Code)**

Registrant's telephone number, including area code: (949) 250-8888

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, $0.001 par value per share	INVE	The Nasdaq Stock Market LLC

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 every Interactive Data File required to be submitted 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 such files). Yes ☑ No ☐

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

Large accelerated filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

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

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

As of August 2, 2023, the registrant had 23,129,816 shares of common stock outstanding.

TABLE OF CONTENTS

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

IDENTIV, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands, except par value)

	June 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	$ 21,905	$ 16,650
Restricted cash	300	487
Accounts receivable, net of allowances of $2,675 and $2,666 as of June 30, 2023 and December 31, 2022, respectively	22,911	24,826
Inventories	31,092	28,958
Prepaid expenses and other current assets	5,136	4,177
Total current assets	81,344	75,098
Property and equipment, net	8,237	6,719
Operating lease right-of-use assets	5,952	4,373
Intangible assets, net	4,760	5,265
Goodwill	10,218	10,190
Other assets	1,186	1,120
Total assets	$ 111,697	$ 102,765
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 12,827	$ 14,760
Financial liabilities, net of debt issuance costs of $49 as of June 30, 2023	9,951	—
Operating lease liabilities	1,695	1,190
Deferred revenue	2,428	2,068
Accrued compensation and related benefits	2,538	2,757
Other accrued expenses and liabilities	2,746	2,618
Total current liabilities	32,185	23,393
Long-term operating lease liabilities	4,481	3,366
Long-term deferred revenue	711	587
Other long-term liabilities	25	25
Total liabilities	37,402	27,371
Commitments and contingencies (see Note 15)		
Stockholders' equity:		
Preferred stock, $0.001 par value: 10,000 shares authorized; 5,000 shares issued and outstanding as of June 30, 2023 and December 31, 2022	5	5
Common stock, $0.001 par value: 50,000 shares authorized; 24,697 and 24,168 shares issued and 23,112 and 22,623 shares outstanding as of June 30, 2023 and December 31, 2022, respectively	24	24
Additional paid-in capital	498,765	495,818
Treasury stock, 1,585 and 1,545 shares as of June 30, 2023 and December 31, 2022, respectively	(12,457)	(12,173)
Accumulated deficit	(413,244)	(409,381)
Accumulated other comprehensive income	1,202	1,101
Total stockholders' equity	74,295	75,394
Total liabilities and stockholders' equity	$ 111,697	$ 102,765

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

IDENTIV, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited, in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Net revenue	$ 29,555	$ 27,857	$ 55,552	$ 52,918
Cost of revenue	18,707	17,647	35,493	33,742
Gross profit	10,848	10,210	20,059	19,176
Operating expenses:				
Research and development	3,015	2,479	5,722	5,008
Selling and marketing	5,879	5,273	11,976	10,383
General and administrative	2,903	2,496	5,851	4,984
Restructuring and severance	81	223	272	83
Total operating expenses	11,878	10,471	23,821	20,458
Loss from operations	(1,030)	(261)	(3,762)	(1,282)
Non-operating income (expense):				
Interest expense, net	(90)	(37)	(140)	(62)
Gain on investment	—	6	—	30
Foreign currency gains (losses), net	(9)	95	80	114
Loss before income tax provision	(1,129)	(197)	(3,822)	(1,200)
Income tax provision	(15)	(54)	(41)	(50)
Net loss	(1,144)	(251)	(3,863)	(1,250)
Other comprehensive loss:				
Foreign currency translation adjustment	(19)	(671)	101	(846)
Comprehensive loss	$ (1,163)	$ (922)	$ (3,762)	$ (2,096)
Net loss per common share:				
Basic	$ (0.06)	$ (0.02)	$ (0.20)	$ (0.08)
Diluted	$ (0.06)	$ (0.02)	$ (0.20)	$ (0.08)
Weighted average shares used in computing net loss per common share:				
Basic	23,051	22,639	22,924	22,606
Diluted	23,051	22,639	22,924	22,606

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

IDENTIV, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands)

	Three Months Ended June 30, 2023								
	Series B Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances, April 1, 2023	5,000	$ 5	22,677	$ 24	$ 496,808	$ (12,357)	$ (412,100)	$ 1,221	73,601
Net loss	—	—	—	—	—	—	(1,144)	—	(1,144)
Unrealized loss from foreign currency translation adjustments	—	—	—	—	—	—	—	(19)	(19)
Issuance of common stock in connection with vesting of stock awards	—	—	176	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	994	—	—	—	994
Shares withheld in payment of taxes in connection with net share settlement of restricted stock units	—	—	(16)	—	—	(100)	—	—	(100)
Proceeds from exercise of warrants	—	—	275	—	963	—	—	—	963
Balances, June 30, 2023	5,000	$ 5	23,112	$ 24	$ 498,765	$ (12,457)	$ (413,244)	$ 1,202	$ 74,295

	Six Months Ended June 30, 2023								
	Series B Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances, January 1, 2023	5,000	$ 5	22,623	$ 24	$ 495,818	$ (12,173)	$ (409,381)	$ 1,101	75,394
Net loss	—	—	—	—	—	—	(3,863)	—	(3,863)
Unrealized income from foreign currency translation adjustments	—	—	—	—	—	—	—	101	101
Issuance of common stock in connection with vesting of stock awards	—	—	254	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,984	—	—	—	1,984
Shares withheld in payment of taxes in connection with net share settlement of restricted stock units	—	—	(40)	—	—	(284)	—	—	(284)
Proceeds from exercise of warrants	—	—	275	—	963	—	—	—	963
Balances, June 30, 2023	5,000	$ 5	23,112	$ 24	$ 498,765	$ (12,457)	$ (413,244)	$ 1,202	$ 74,295

	Three Months Ended June 30, 2022									
	Series B Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances, April 1, 2022	5,000	$ 5	22,300	$ 24	$ 493,552	$ (11,533)	$ (409,988)	$ 1,774	73,834
Net loss	—	—	—	—	—	—	(251)	—	(251)
Unrealized loss from foreign currency translation adjustments	—	—	—	—	—	—	—	(671)	(671)
Issuance of common stock in connection with vesting of stock awards	—	—	160	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	818	—	—	—	818
Shares withheld in payment of taxes in connection with net share settlement of restricted stock units	—	—	(16)	—	—	(224)	—	—	(224)
Balances, June 30, 2022	5,000	$ 5	22,444	$ 24	$ 494,370	$ (11,757)	$ (410,239)	$ 1,103	$ 73,506

	Six Months Ended June 30, 2022								
	Series B Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances, January 1, 2022	5,000	$ 5	22,230	$ 24	$ 492,657	$ (11,134)	$ (408,989)	$ 1,949	74,512
Net loss	—	—	—	—	—	—	(1,250)	—	(1,250)
Unrealized loss from foreign currency translation adjustments	—	—	—	—	—	—	—	(846)	(846)
Issuance of common stock in connection with vesting of stock awards	—	—	248	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,713	—	—	—	1,713
Shares withheld in payment of taxes in connection with net share settlement of restricted stock units	—	—	(34)	—	—	(623)	—	—	(623)
Balances, June 30, 2022	5,000	$ 5	22,444	$ 24	$ 494,370	$ (11,757)	$ (410,239)	$ 1,103	$ 73,506

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

IDENTIV, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six Months Ended June 30,	
	2023	**2022**
Cash flows used in operating activities		
Net loss	$ (3,863)	$ (1,250)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,268	1,085
Gain on investment	—	(30)
Amortization of debt issuance costs	15	—
Stock-based compensation expense	1,984	1,713
Changes in operating assets and liabilities:		
Accounts receivable	1,921	(970)
Inventories	(2,153)	(2,318)
Prepaid expenses and other assets	(908)	(449)
Accounts payable	(1,992)	3,282
Deferred revenue	484	46
Accrued expenses and other liabilities	(48)	(2,008)
Net cash used in operating activities	(3,292)	(899)
Cash flows from investing activities:		
Capital expenditures	(2,428)	(1,642)
Proceeds from investment	—	30
Net cash used in investing activities	(2,428)	(1,612)
Cash flows from financing activities:		
Borrowings under revolving loan facility, net of issuance costs	16,936	—
Repayments under revolving loan facility	(7,000)	—
Taxes paid related to net share settlement of restricted stock units	(284)	(623)
Proceeds from exercise of warrants	963	—
Net cash provided by (used in) financing activities	10,615	(623)
Effect of exchange rates on cash, cash equivalents, and restricted cash	173	(752)
Net increase (decrease) in cash, cash equivalents, and restricted cash	5,068	(3,886)
Cash, cash equivalents, and restricted cash at beginning of period	17,137	29,807
Cash, cash equivalents, and restricted cash at end of period	$ 22,205	$ 25,921
Supplemental Disclosures of Cash Flow Information:		
Interest paid	$ 135	$ 6
Taxes paid, net	$ 54	$ 56
Non-cash investing and financing activities:		
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	$ 2,306	$ 47

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

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Identiv, Inc. and its wholly owned subsidiaries (the “Company”). All intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made to the fiscal year 2022 condensed consolidated financial statements to conform to the fiscal year 2023 presentation. The reclassifications had no impact on net loss, total assets, total liabilities, or stockholders’ equity.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the Company’s unaudited condensed consolidated financial statements have been included. The results of operations for the three and six months ended June 30, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023 or any future period. The unaudited condensed consolidated balance sheet as of December 31, 2022 has been derived from audited consolidated financial statements at that date, but does not include all disclosures required by U.S. GAAP for complete financial statements. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Risk Factors,” and the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

2. Significant Accounting Policies and Recent Accounting Pronouncements

Significant Accounting Policies

No material changes have been made to the Company's significant accounting policies disclosed in Note 2, *Significant Accounting Policies and Recent Accounting Pronouncements*, in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB”) or other standard setting bodies that the Company adopts as of the specified effective date. The Company does not believe that the impact of recently issued standards that are not yet effective will have a material impact on its financial position or results of operations upon adoption.

3. Revenue

Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company enters into contracts that can include various combinations of its products, software licenses, and services, which are generally capable of being distinct and accounted for as separate performance obligations. For contracts with multiple performance obligations, the Company allocates the transaction price of the contract to each performance obligation, generally on a relative basis using its standalone selling price. The stated contract value is generally the transaction price to be allocated to the separate performance obligations. Revenue is recognized net of any taxes collected from customers that are subsequently remitted to governmental authorities.

Nature of Products and Services

The Company derives revenues from sales of hardware products, software licenses, subscriptions, professional services, software maintenance and support, and extended hardware warranties.

Hardware Product Revenue — The Company generally has two performance obligations in arrangements involving the sale of hardware products. The first performance obligation is to transfer the hardware product (which includes software integral to the functionality of the hardware product). The second performance obligation is to provide assurance that the product complies with its agreed-upon specifications and is free from defects in material and workmanship for a period of one to three years (i.e., assurance warranty). The entire transaction price is allocated to the hardware product and is generally recognized as revenue at the time of shipment because the customer obtains control of the product at that point in time. The Company has concluded that control generally transfers at that point in time because the customer has title to the hardware, and a present obligation to pay for the hardware. None of the transaction price is allocated to the assurance warranty component, as the Company accounts for these product warranty costs in accordance with Accounting Standards Codification ("ASC") 460, *Guarantees* ("ASC 460").

Software License Revenue — The Company's license arrangements grant customers the perpetual right to access and use the licensed software products at the outset of an arrangement. Technical support and software updates are generally made available throughout the term of the support agreement, which is generally one to three years. The Company accounts for these arrangements as two performance obligations: (1) the software licenses, and (2) the related updates and technical support. The software license revenue is recognized when the license is delivered to the customer or made available for download, while the software updates and technical support revenue is recognized over the term of the support contract.

Subscription Revenue — Subscription revenues consist of fees received in consideration for providing customers access to one or more of the Company's software-as-a-service ("SaaS") based solutions. These SaaS arrangements include access to the Company's licensed software and, in certain arrangements, use of various hardware devices over the contract term. These SaaS arrangements do not provide the customer the right to take possession of the software supporting the subscription service, or if applicable, any hardware devices at any time during the contract period, and as such are not considered separate performance obligations. Revenue is recognized ratably on a straight-line basis over the term of the contract beginning when the service is made available to the customer. Subscription contract terms range from month-to-month to six years in length and are billed monthly or annually.

Professional Services Revenue — Professional services revenue consists primarily of programming customization services performed relating to the integration of the Company's software products with the customers other systems, such as human resources systems. Professional services contracts are generally billed on a time and materials basis and revenue is recognized as the services are performed.

Software Maintenance and Support Revenue — Support and maintenance contract revenue consists of the services provided to support the specialized programming applications performed by the Company's professional services group. Support and maintenance contracts are typically billed at inception of the contract and recognized as revenue over the contract period, typically over a one-or three-year period.

Extended Hardware Warranties Revenue — Sales of the Company's hardware products may also include optional extended hardware warranties, which typically provide assurance that the product will continue to function as initially intended. Extended hardware warranty contracts are typically billed at inception of the contract and recognized as revenue over the respective contract period, typically over one-to-two-year periods after the expiration of the original assurance warranty.

Performance Obligation	***When Performance Obligation is Typically Satisfied***	***When Payment is Typically Due***	***How Standalone Selling Price is Typically Estimated***
Hardware products	When customer obtains control of the product (point-in-time)	Within 30-60 days of shipment	Observable in transactions without multiple performance obligations
Software licenses	When license is delivered to customer or made available for download, and the applicable license period has begun (point-in-time)	Within 30-60 days of the beginning of license period	Established pricing practices for software licenses bundled with software maintenance, which are separately observable in renewal transactions
Subscriptions	Ratably over the course of the subscription term (over time)	In advance of subscription term	Contractually stated or list price
Professional services	As services are performed and/or when contract is fulfilled (point-in-time)	Within 30-60 days of delivery	Observable in transactions without multiple performance obligations
Software maintenance and support services	Ratably over the course of the support contract (over time)	Within 30-60 days of the beginning of the contract period	Observable in renewal transactions
Extended hardware warranties	Ratably over the course of the support contract (over time)	Within 30-60 days of the beginning of the contract period	Observable in renewal transactions

Significant Judgments

The Company's contracts with customers often include promises to transfer multiple products and services to a customer. For such arrangements, the Company allocates the transaction price to each performance obligation based on its relative standalone selling price ("SSP").

Judgment is required to determine the SSP for each distinct performance obligation in a contract. For the majority of items, the Company estimates SSP using historical transaction data. The Company uses a range of amounts to estimate SSP when it sells each of the products and services separately and needs to determine whether there is a discount to be allocated based on the relative SSP of the various products and services. In instances where SSP is not directly observable, such as when the product or service is not sold separately, the Company determines the SSP using information that may include market conditions and other observable inputs. The determination of SSP is an ongoing process and information is reviewed regularly in order to ensure SSPs reflect current information or trends.

Disaggregation of Revenue

The Company disaggregates revenue from contracts with customers based on the timing of transfer of goods or services to customers (point-in-time or over time) and geographic region based on the shipping location of the customer. The geographic regions that are tracked are the Americas, Europe and the Middle East, and Asia-Pacific regions.

Total net revenue based on the disaggregation criteria described above is as follows (in thousands):

	Three Months Ended June 30,					
	2023			2022		
	Point-in-Time	Over Time	Total	Point-in-Time	Over Time	Total
Americas	$ 22,341	$ 912	$ 23,253	$ 16,588	$ 1,050	$ 17,638
Europe and the Middle East	1,976	96	2,072	3,928	100	4,028
Asia-Pacific	4,230	—	4,230	6,191	—	6,191
Total	$ 28,547	$ 1,008	$ 29,555	$ 26,707	$ 1,150	$ 27,857

	Six Months Ended June 30,					
	2023			2022		
	Point-in-Time	Over Time	Total	Point-in-Time	Over Time	Total
Americas	$ 43,215	$ 1,666	$ 44,881	$ 32,486	$ 2,043	$ 34,529
Europe and the Middle East	4,875	181	5,056	7,597	225	7,822
Asia-Pacific	5,615	—	5,615	10,567	—	10,567
Total	$ 53,705	$ 1,847	$ 55,552	$ 50,650	$ 2,268	$ 52,918

Contract Balances

Amounts invoiced in advance of services being provided are accounted for as deferred revenue. Nearly all of the Company's deferred revenue balance is related to software maintenance contracts. Payment terms and conditions vary by contract type, although payment is typically due within 30 to 60 days of contract inception. In instances where the timing of revenue recognition differs from the timing of invoicing, the Company has determined its contracts do not include a significant financing component. The primary purpose of the Company's invoicing terms is to provide customers with simplified and predictable ways of purchasing the Company's products and services, not to receive financing from its customers.

Changes in deferred revenue during the six months ended June 30, 2023 and 2022 were as follows (in thousands):

	Six Months Ended June 30,	
	2023	2022
Deferred revenue, beginning of period	$ 2,655	$ 2,433
Deferral of revenue billed in current period, net of recognition	1,875	1,925
Recognition of revenue deferred in prior periods	(1,391)	(1,879)
Deferred revenue, end of period	$ 3,139	$ 2,479

Amounts recognized as revenue in excess of amounts billed are recorded as unbilled receivables and are included in other current assets on the condensed consolidated balances sheets. As of June 30, 2023 and June 30, 2022, the amount of unbilled receivables was immaterial.

Unsatisfied Performance Obligations

Revenue expected to be recognized in future periods related to remaining performance obligations, excluding revenue pertaining to contracts that have an original expected duration of one year or less, and contracts where revenue is recognized as invoiced, was approximately $1.1 million as of June 30, 2023. Since the Company typically invoices customers at contract inception, this amount is included in the deferred revenue balance. As of June 30, 2023, the Company expects to recognize 24% of the revenue related to these unsatisfied performance obligations during the remainder of 2023, 34% during 2024, and 42% thereafter.

4. Fair Value Measurements

The Company determines the fair values of its financial instruments based on 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. The classification of a financial asset or liability within the hierarchy is based upon the lowest level input that is significant to the fair value measurement. Under ASC 820, *Fair Value Measurement and Disclosures*, the fair value hierarchy prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 – Quoted prices (unadjusted) for identical assets and liabilities in active markets;
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

As of June 30, 2023 and December 31, 2022, the only assets measured and recognized at fair value on a recurring basis were nominal cash equivalents. As of June 30, 2023 and December 31, 2022, there were no liabilities measured and recognized at fair value on a recurring basis.

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

Certain of the Company's assets, including goodwill, intangible assets, and privately-held investments, are measured at fair value on a nonrecurring basis if impairment is indicated. Purchased intangible assets are measured at fair value primarily using discounted cash flow projections. For additional discussion of measurement criteria used in evaluating potential impairment involving goodwill and intangible assets, refer to Note 5, *Goodwill and Intangible Assets*.

As of June 30, 2023 and December 31, 2022, the Company had $348,000 of privately-held investments measured at fair value on a nonrecurring basis, which were classified as Level 3 assets due to the absence of quoted market prices and inherent lack of liquidity. The Company reviews its investments to identify and evaluate investments that have an indication of possible impairment. The Company adjusts the carrying value for its privately-held investments for any impairment if the fair value is less than the carrying value of the respective assets on an other-than-temporary basis. The amount of privately-held investments is included in other assets in the accompanying condensed consolidated balance sheets.

As of June 30, 2023 and December 31, 2022, there were no liabilities that are measured and recognized at fair value on a non-recurring basis.

Assets and Liabilities Not Measured at Fair Value

The carrying amounts of the Company's accounts receivable, prepaid expenses and other current assets, accounts payable, and other accrued liabilities approximate fair value due to their short maturities. The carrying value of the Company's financial liabilities approximates fair value based upon borrowing rates currently available to the Company for loans with similar terms.

5. Goodwill and Intangible Assets

Goodwill

The following table summarizes the activity in goodwill (in thousands):

	Identity	Premises	Total
Balance as of January 1, 2022	$ 3,554	$ 6,714	$ 10,268
Currency translation adjustment	—	(18)	(18)
Balance as of June 30, 2022	$ 3,554	$ 6,696	$ 10,250
Balance as of January 1, 2023	$ 3,554	$ 6,636	$ 10,190
Currency translation adjustment	—	28	28
Balance as of June 30, 2023	$ 3,554	$ 6,664	$ 10,218

In accordance with ASC 350, *Intangibles – Goodwill and Other*, the Company tests goodwill for impairment on an annual basis, in the fourth quarter, or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The Company performs an initial assessment of qualitative factors to determine whether the existence of events and circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In performing the qualitative assessment, the Company identifies and considers the significance of relevant key factors, events, and circumstances that affect the fair value of its reporting units. These factors include external factors such as macroeconomic, industry, and market conditions, as well as entity-specific factors, such as actual and planned financial performance. If, after assessing the totality of relevant events and circumstances, the Company determines that it is more likely than not that the fair value of the reporting unit exceeds its carrying value and there is no indication of impairment, no further testing is performed; however, if the Company concludes otherwise, then the Company will perform the quantitative impairment test which compares the estimated fair value of the reporting unit to its carrying value, including goodwill. If the carrying amount of the reporting unit is in excess of its fair value, an impairment loss would be recorded in the condensed consolidated statements of comprehensive loss. During the six months ended June 30, 2023 and 2022, the Company noted no indicators of goodwill impairment and concluded no further testing was necessary.

Intangible Assets

The following table summarizes the gross carrying amount and accumulated amortization for intangible assets resulting from acquisitions (in thousands):

	Trademarks	Developed Technology	Customer Relationships	Total
Amortization period (in years)	5	10 – 12	4 – 12	
Gross carrying amount as of June 30, 2023	$ 760	$ 9,098	$ 15,747	$ 25,605
Accumulated amortization	(730)	(6,883)	(13,232)	(20,845)
Intangible assets, net as of June 30, 2023	$ 30	$ 2,215	$ 2,515	$ 4,760
Gross carrying amount as of December 31, 2022	$ 766	$ 9,093	$ 15,743	$ 25,602
Accumulated amortization	(691)	(6,666)	(12,980)	(20,337)
Intangible assets, net as of December 31, 2022	$ 75	$ 2,427	$ 2,763	$ 5,265

Each period, the Company evaluates the estimated remaining useful lives of purchased intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. If a revision to the remaining period of amortization is warranted, amortization is prospectively adjusted over the remaining useful life of the intangible asset. Intangible assets subject to amortization are amortized on a straight-line basis over their useful lives as indicated in the table above. The Company performs an evaluation of its amortizable intangible assets for impairment at the end of each reporting period. The Company did not identify any impairment indicators during the six months ended June 30, 2023.

The following table summarizes the amortization expense included in the condensed consolidated statements of comprehensive loss for the three and six months ended June 30, 2023 and 2022 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Cost of revenue	$ 112	$ 112	$ 223	$ 224
Selling and marketing	146	168	301	336
Total	$ 258	$ 280	$ 524	$ 560

The estimated annual future amortization expense for purchased intangible assets with definite lives as of June 30, 2023 was as follows (in thousands):

2023 (remaining six months)	$ 515
2024	956
2025	956
2026	956
2027	956
Thereafter	421
Total	$ 4,760

6. Balance Sheet Components

The Company's inventories are stated at the lower of cost or net realizable value. Inventories consists of (in thousands):

	June 30, 2023	December 31, 2022
Raw materials	$ 14,622	$ 13,333
Work-in-progress	31	55
Finished goods	16,439	15,570
Total	$ 31,092	$ 28,958

Property and equipment, net consists of (in thousands):

	June 30, 2023	December 31, 2022
Building and leasehold improvements	$ 3,549	$ 1,941
Furniture, fixtures and office equipment	942	726
Plant and machinery	15,697	15,311
Purchased software	796	718
Total	20,984	18,696
Accumulated depreciation	(12,747)	(11,977)
Property and equipment, net	$ 8,237	$ 6,719

The Company recorded depreciation expenses of $0.4 million and $0.3 million during the three months ended June 30, 2023 and 2022, respectively, and $0.7 million and $0.5 million during the six months ended June 30, 2023 and 2022, respectively.

Other accrued expenses and liabilities consist of (in thousands):

	June 30, 2023	December 31, 2022
Accrued professional fees	$ 667	$ 574
Accrued warranties	356	345
Other accrued expenses	1,723	1,699
Total	$ 2,746	$ 2,618

7. Financial Liabilities

The Company's financial liabilities consist of (in thousands):

	June 30, 2023	December 31, 2022
Revolving loan facility	$ 10,000	$ —
Less: Unamortized debt issuance costs	(49)	—
Financial liabilities, net of debt issuance costs	$ 9,951	$ —

On February 8, 2017, the Company entered into a Loan and Security Agreement (as amended or amended and restated from time to time, the "Loan Agreement") with East West Bank ("EWB"). Following subsequent amendments, on April 14, 2022, the Company and EWB amended the Loan Agreement replacing the $20.0 million revolving loan facility subject to a borrowing base with a non-formula revolving loan facility with no borrowing base requirement and a maturity date of February 8, 2023. In addition, the interest rate was lowered from prime to prime minus 0.25% (interest rate as of June 30, 2023 was 8.25%), and certain financial covenants were amended. On February 8, 2023, the Company entered into an amendment (the "Fourth Amendment") to the Loan Agreement. The Fourth Amendment amends the Loan Agreement to, among other things, extend the maturity date to February 8, 2025, and amend certain financial covenants.

The Loan Agreement contains customary representations and warranties and customary affirmative and negative covenants, including, limits or restrictions on the Company's ability to incur liens, incur indebtedness, make certain restricted payments (including dividends), merge or consolidate and dispose of assets, as well as other financial covenants. The Company's obligations under the Loan Agreement are collateralized by substantially all of its assets. As of June 30, 2023, there was $10.0 million outstanding and the Company was in compliance with all financial covenants under the Loan Agreement.

8. Income Taxes

The Company conducts business globally and, as a result, files federal, state and foreign tax returns. The Company strives to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While the Company has accrued for amounts it believes are the probable outcomes, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the condensed consolidated financial statements. Furthermore, the Company may later decide to challenge any assessments, if made, and may exercise its right to appeal.

The Company applies the provisions of, and accounted for uncertain tax positions, in accordance with ASC 740, *Income Taxes* ("ASC 740"), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. It prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

The Company generally is no longer subject to tax examinations for years prior to 2017. However, if loss carryforwards of tax years prior to 2017 are utilized in the U.S., these tax years may become subject to investigation by the tax authorities. While timing of the resolution and/or finalization of tax audits is uncertain, the Company does not believe that its unrecognized tax benefits would materially change in the next 12 months.

On March 11, 2021, President Biden signed the American Rescue Plan Act of 2021 (the "Act") into law. The $1.9 trillion Act includes COVID-19 relief, as well as broader stimulus, but also includes several revenue-raising and business tax provisions. The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") also includes several significant provisions for corporations, including the usage of net operating losses and payroll benefits. Several foreign (non-U.S.) jurisdictions in which the Company operates have taken similar economic stimulus measures. The Act and the CARES Act had no material impact on the Company's condensed consolidated financial statements and disclosures.

The Inflation Reduction Act (the "IRA") was signed into the law on August 16, 2022. The IRA provides for a minimum tax on certain corporations having more than $1 billion in revenue, excise taxes on share buybacks and changes to various types of tax credits. The Company believes the IRA will have little to no effect on the Company's income taxes. The Company will continue to assess as the provisions are clarified.

9. Stockholders' Equity

Series B Convertible Preferred Stock Dividend Accretion

The following table summarizes Series B convertible preferred stock and the accretion of dividend activity for the three and six months ended June 30, 2023 and 2022 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Series B Convertible Preferred Stock:				
Balance at beginning of period	$ 25,636	$ 24,415	$ 25,323	$ 24,117
Cumulative dividends on Series B convertible preferred stock	315	300	628	598
Balance at end of period	$ 25,951	$ 24,715	$ 25,951	$ 24,715
Number of Common Shares Issuable Upon Conversion:				
Number of shares at beginning of period	6,409	6,104	6,331	6,029
Cumulative dividends on Series B convertible preferred stock	79	75	157	150
Number of shares at end of period	6,488	6,179	6,488	6,179

Based on the current conversion price, the outstanding shares, including the accretion of dividends, of Series B convertible preferred stock as of June 30, 2023 would be convertible into 6,487,765 shares of the Company's common stock. However, the conversion rate will be subject to adjustment in certain instances, such as if the Company issues shares of its common stock at a price less than $4.00 per common share, subject to a minimum conversion price of $3.27 per share. As of June 30, 2023, none of the contingent conditions to adjust the conversion rate had been met.

Each share of Series B convertible preferred stock is entitled to a cumulative annual dividend of 5% for the first six years following the issuance of such share and 3% for each year thereafter, with the Company retaining the option to settle each year's dividend after the 10th year in cash. The dividends accrue and are payable in kind upon such time as the shares convert into the Company's common stock. In general, the shares are not entitled to vote except in certain limited cases, including in change of control transactions where the expected price per share distributable to the Company's stockholders is expected to be less than $4.00 per share. The Certificate of Designation with respect to the Series B convertible preferred stock further provides that in the event of, among other things, any change of control, liquidation or dissolution of the Company, the holders of the Series B convertible preferred stock will be entitled to receive, on a pari passu basis with the holders of the common stock, the same amount and form of consideration that the holders of the Company's common stock receive (on an as-if-converted-to-common-stock basis and without regard to the Beneficial Ownership Limitation (as defined in the Certificate of Designation) applicable to the Series B convertible preferred stock).

Common Stock Warrants

On May 5, 2020, the Company entered into a Note and Warrant Purchase Agreement with 21 April Fund, LP and 21 April Fund, Ltd., (collectively, the "April 21 Funds"), pursuant to which the Company issued warrants ("April 21 Funds Warrants") to purchase 275,000 shares of the Company's common stock at an exercise price of $3.50 per share. The April 21 Funds Warrants have a term of three years (subject to early termination upon the closing of an acquisition). The shares of common stock issuable upon exercise of the April 21 Fund Warrants are entitled to resale registration rights pursuant to a Stockholders Agreement dated December 21, 2017. On April 24, 2023, April 21 Funds exercised their warrants, receiving 275,000 shares of the Company's common stock which resulted in the Company receiving $962,500 in cash proceeds.

Common Stock Reserved for Future Issuance

Common stock reserved for future issuance as of June 30, 2023 was as follows:

Exercise of outstanding stock options, vesting of restricted stock units ("RSUs"), vesting of performance stock units ("PSUs"), and issuance of RSUs vested but not released	1,442,294
Employee Stock Purchase Plan	293,888
Shares of common stock available for grant under the 2011 Plan	370,409
Shares of common stock issuable upon conversion of Series B convertible preferred stock	7,541,449
Total	9,648,040

10. Stock-Based Compensation

Stock Incentive Plan

The Company maintains a stock-based compensation plan, the 2011 Incentive Compensation Plan (the "2011 Plan"), as amended, to attract, motivate, retain and reward employees, directors and consultants by providing its Board or a committee of the Board the discretion to award equity incentives to these persons.

Stock Options

A summary of stock option activity for the six months ended June 30, 2023 is as follows:

	Number Outstanding	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance as of January 1, 2023	505,593	$ 5.05	3.17	$ 1,280,805
Granted	—	—		
Cancelled or Expired	(9,600)	8.33		
Exercised	—	—		
Balance as of June 30, 2023	495,993	$ 4.99	2.73	$ 1,803,793
Vested or expected to vest as of June 30, 2023	495,993	$ 4.99	2.73	$ 1,803,793
Exercisable as of June 30, 2023	495,993	$ 4.99	2.73	$ 1,803,793

The aggregate intrinsic value in the table above represents the difference between the fair value of the Company's common stock as of June 30, 2023 and the exercise price of in-the-money stock options multiplied by the number of such stock options.

The following table summarizes information about stock options outstanding as of June 30, 2023:

	Stock Options Outstanding			Stock Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$4.36 - $7.20	445,460	2.93	$ 4.36	445,460	$ 4.36
$7.50 - $11.25	50,000	0.96	10.50	50,000	10.50
$11.30 - $16.95	500	0.75	11.30	500	11.30
$19.70 - $29.55	33	0.09	19.70	33	19.70
$4.36 - $29.55	495,993	2.73	$ 4.99	495,993	$ 4.99

As of June 30, 2023, there was no unrecognized stock-based compensation expense related to stock options.

Restricted Stock Units

The following is a summary of RSU activity for the six months ended June 30, 2023:

	Number Outstanding	Weighted Average Fair Value
Unvested as of January 1, 2023	819,185	$ 13.23
Granted	265,381	6.33
Vested	(156,715)	12.22
Forfeited	(55,013)	10.14
Unvested as of June 30, 2023	872,838	$ 11.51
RSUs vested but not released	33,463	$ 13.67

The fair value of the Company's RSUs is calculated based upon the fair market value of the Company's common stock at the date of grant. As of June 30, 2023, there was $8.1 million of unrecognized compensation expense related to unvested RSUs granted, which is expected to be recognized over a weighted average period of 3.0 years. No tax benefit was realized from RSUs for the six months ended June 30, 2023.

Performance Stock Units

The Company grants PSUs to certain key employees that are subject to the attainment of performance goals established by the Company's Compensation Committee, the periods during which performance is to be measured, and other limitations and conditions. Performance goals are based on pre-established objectives that specify the manner of determining the number of PSUs that will vest if performance goals are attained. If an employee terminates employment, the non-vested portion of the PSUs will not vest and all rights to the non-vested portion will terminate.

The following is a summary of PSU activity for the six months ended June 30, 2023:

	Number Outstanding	Weighted Average Fair Value
Unvested as of January 1, 2023	40,000	$ 8.51
Granted	—	—
Vested	—	—
Forfeited	—	—
Unvested as of June 30, 2023	40,000	$ 8.51

As of June 30, 2023, there was $0.1 million of unrecognized compensation expense related to unvested PSUs, which is expected to be recognized over a period of 0.5 years. No tax benefit was realized from PSUs for the six months ended June 30, 2023.

Stock-Based Compensation Expense

The following table summarizes stock-based compensation expense related to stock options, RSUs, and PSUs included in the condensed consolidated statements of comprehensive loss for the three and six months ended June 30, 2023 and 2022 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Cost of revenue	$ 45	$ 43	$ 90	$ 99
Research and development	146	231	348	541
Selling and marketing	339	189	632	383
General and administrative	464	355	914	690
Total	$ 994	$ 818	$ 1,984	$ 1,713

Restricted Stock Unit Net Share Settlements

During the six months ended June 30, 2023 and 2022, the Company repurchased 40,640 and 34,111 shares, respectively, of common stock surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of RSUs issued to employees.

11. Net Loss per Common Share

The following table provides a reconciliation of the numerator and denominator used in computing basic and diluted net loss per share (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Numerator:				
Net loss	$ (1,144)	$ (251)	$ (3,863)	$ (1,250)
Less: accretion of Series B convertible preferred stock dividends	(315)	(300)	(628)	(598)
Net loss available to common stockholders	$ (1,459)	$ (551)	$ (4,491)	$ (1,848)
Denominator:				
Weighted average common shares outstanding - basic and diluted	23,051	22,639	22,924	22,606
Net loss per common share - basic and diluted	$ (0.06)	$ (0.02)	$ (0.20)	$ (0.08)

The following common stock equivalents have been excluded from the computation of diluted net loss per share for the three and six months ended June 30, 2023 and 2022 as their inclusion would have been anti-dilutive (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Shares of common stock subject to outstanding RSUs	873	527	873	527
Shares of common stock subject to outstanding PSUs	40	75	40	75
Shares of common stock subject to outstanding stock options	496	512	496	512
Shares of common stock subject to outstanding warrants	—	275	—	275
Shares of common stock issuable upon conversion of Series B convertible preferred stock	6,488	6,179	6,488	6,179
Total	7,897	7,568	7,897	7,568

12. Segment Reporting, Geographic Information, and Concentration of Credit Risk

Segment Reporting

The Company has two reportable operating segments: Identity and Premises. The method for determining what information to report is based on the way management organizes the operating segments within the Company for making operating decisions and assessing financial performance. An operating segment is defined as a component of an enterprise that engages in business activities from which it may earn revenue and incur expenses and about which separate financial information is available to its chief operating decision makers ("CODM"). The Company's CODM is its Chief Executive Officer.

The CODM reviews financial information and business performance for each operating segment. The Company evaluates the performance of its operating segments at the revenue and gross profit levels. The Company does not report total assets, capital expenditures or operating expenses by operating segment as such information is not used by the CODM for purposes of assessing performance or allocating resources.

Net revenue and gross profit information by segment for the three and six months ended June 30, 2023 and 2022 are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Identity:				
Net revenue	$ 17,693	$ 16,918	$ 32,371	$ 31,497
Gross profit	4,051	3,981	7,130	7,140
Gross profit margin	23%	24%	22%	23%
Premises:				
Net revenue	11,862	10,939	23,181	21,421
Gross profit	6,797	6,229	12,929	12,036
Gross profit margin	57%	57%	56%	56%
Total:				
Net revenue	29,555	27,857	55,552	52,918
Gross profit	10,848	10,210	20,059	19,176
Gross profit margin	37%	37%	36%	36%
Operating expenses:				
Research and development	3,015	2,479	5,722	5,008
Selling and marketing	5,879	5,273	11,976	10,383
General and administrative	2,903	2,496	5,851	4,984
Restructuring and severance	81	223	272	83
Total operating expenses:	11,878	10,471	23,821	20,458
Loss from operations	(1,030)	(261)	(3,762)	(1,282)
Non-operating income (expense):				
Interest expense, net	(90)	(37)	(140)	(62)
Gain on investment	—	6	—	30
Foreign currency gains (losses), net	(9)	95	80	114
Loss before income tax provision	$ (1,129)	$ (197)	$ (3,822)	$ (1,200)

Geographic Information

Geographic net revenue is based on the customer's ship-to location. Information regarding net revenue by geographic region for the three and six months ended June 30, 2023 and 2022 is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Americas	$ 23,253	$ 17,638	$ 44,881	$ 34,529
Europe and the Middle East	2,072	4,028	5,056	7,822
Asia-Pacific	4,230	6,191	5,615	10,567
Total	$ 29,555	$ 27,857	$ 55,552	$ 52,918
As percentage of net revenue:				
Americas	79%	63%	81%	65%
Europe and the Middle East	7%	15%	9%	15%
Asia-Pacific	14%	22%	10%	20%
Total	100%	100%	100%	100%

Concentration of Credit Risk

One customer accounted for 14% and 13% of net revenue for the three and six months ended June 30, 2023, respectively. No customer accounted for 10% or more of net revenue for either of the three or six months ended June 30, 2022. No customer accounted for 10% or more of net accounts receivable as of June 30, 2023 or December 31, 2022.

Long-lived assets by geographic location as of June 30, 2023 and December 31, 2022 are as follows (in thousands):

	June 30, 2023	December 31, 2022
Property and equipment, net:		
Americas	$ 726	$ 530
Europe and the Middle East	499	458
Asia-Pacific	7,012	5,731
Total property and equipment, net	$ 8,237	$ 6,719
Operating lease ROU assets:		
Americas	$ 3,245	$ 3,637
Europe and the Middle East	389	384
Asia-Pacific	2,318	352
Total operating lease right-of-use assets	$ 5,952	$ 4,373

13. Restructuring and Severance

During the three and six months ended June 30, 2023, restructuring expenses consisted of severance related costs of $81,000 and $272,000, respectively. During the three and six months ended June 30, 2022, restructuring expenses consisted of severance related costs of $221,000 and $234,000, respectively. In the first quarter of 2022, the Company entered into a settlement agreement associated with outstanding rental payments due the landlord on leased office space in San Francisco, California. As a result of the settlement, the Company recorded a net credit of $151,000 representing the difference between amounts accrued and the settlement amount.

14. Leases

The Company's leases consist primarily of operating leases for administrative office space, research and development facilities, manufacturing facilities, and sales offices in various countries around the world. The Company determines if an arrangement is a lease at inception. Some lease agreements contain lease and non-lease components, which are accounted for as a single lease component. Total rent expense was $0.5 million and $0.9 million for the three and six months ended June 30, 2023, respectively, and $0.3 million and $0.6 million for the three and six months ended June 30, 2022, respectively.

Initial lease terms are determined at commencement and may include options to extend or terminate the lease when it is reasonably certain the Company will exercise the option. Remaining lease terms range from one to five years, some of which include options to extend for up to five years. Leases with an initial term of 12 months or less are not recorded on the condensed consolidated balance sheets. As the Company's leases do not provide an implicit rate, the present value of future lease payments is determined using the Company's incremental borrowing rate based on information available at the lease commencement date.

The table below reconciles the undiscounted cash flows for the first five years and the total of the remaining years to the operating lease liabilities recorded on the condensed consolidated balance sheet as of June 30, 2023 (in thousands):

	June 30, 2023
2023 (remaining six months)	$ 974
2024	1,983
2025	1,752
2026	1,336
2027	866
Thereafter	24
Total minimum lease payments	6,935
Less: amount of lease payments representing interest	(759)
Present value of future minimum lease payments	6,176
Less: current liabilities under operating leases	(1,695)
Long-term operating lease liabilities	$ 4,481

During the six months ended June 30, 2023, the Company entered into new leases for its manufacturing facilities in both Singapore and Thailand resulting in recording operating lease ROU assets and corresponding operating lease liabilities of approximately $2.2 million and $2.2 million, respectively.

As of June 30, 2023, the weighted average remaining lease term for the Company's operating leases was 3.7 years, and the weighted average discount rate used to determine the present value of the Company's operating leases was 7.0%.

Cash paid for amounts included in the measurement of operating lease liabilities was $0.3 million and $0.7 million for the three and six months ended June 30, 2023, respectively.

15. Commitments and Contingencies

The following table summarizes the Company's principal contractual commitments, excluding operating leases, as of June 30, 2023 (in thousands):

	Purchase Commitments	Other Contractual Commitments	Total
2023 (remaining six months)	$ 33,635	$ 100	$ 33,735
2024	15,063	—	15,063
2025	4,005	—	4,005
Total	$ 52,703	$ 100	$ 52,803

Purchase commitments for inventories are highly dependent upon forecasts of customer demand. Due to the uncertainty in demand from its customers, the Company may have to change, reschedule, or cancel purchases or purchase orders from its suppliers. These changes may lead to vendor cancellation charges on these purchases or contractual commitments.

The following table summarizes the Company's warranty accrual account activity during the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Balance at beginning of period	$ 341	$ 392	$ 345	$ 377
Charged to costs and expenses	15	7	10	21
Cost of warranty claims	—	(6)	1	(5)
Balance at end of period	$ 356	$ 393	$ 356	$ 393

The Company provides warranties on certain product sales for periods ranging from 12 to 36 months, and allowances for estimated warranty costs are recorded during the period of sale. The determination of such allowances requires the Company to make estimates of product return rates and expected costs to repair or to replace the products under warranty. The Company currently establishes warranty reserves based on historical warranty costs for each product line combined with liability estimates based on the prior 12 months' sales activities. If actual return rates and/or repair and replacement costs differ significantly from the Company's estimates, adjustments to recognize additional cost of sales may be required in future periods. Historically, the warranty accrual and the expense amounts have been immaterial.

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

This Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and other parts of this Quarterly Report on Form 10-Q ("Quarterly Report") contain forward-looking statements, within the meaning of the safe harbor provisions under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. Forward-looking statements reflect current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "will," "believe," "could," "should," "would," "may," "anticipate," "intend," "plan," "estimate," "expect," "project" or the negative of these terms or other similar expressions. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A of this Report and in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022 under the heading "Risk Factors," The following discussion should be read in conjunction with the audited consolidated financial statements and notes thereto included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2022. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Each of the terms the "Company," "Identiv," "we," "us" and "our" as used herein refers collectively to Identiv, Inc. and its wholly-owned subsidiaries, unless otherwise stated.

Overview

Identiv is a global provider of secure identification and physical security.

We are leveraging our Radio Frequency Identification ("RFID")-enabled physical device-management expertise as well as our physical access, video and analytics solutions to provide leading solutions as our customers, and our customers' customers, embracing the Internet of Things ("IoT"). Customers in the technology and mobility, consumer, government, healthcare, education and other sectors rely on Identiv's identification and access solutions. Identiv's platform encompasses RFID and Near-Field Communication ("NFC"), cybersecurity, and the full spectrum of physical access, video, and audio security. We are bringing the benefits of the IoT to a wide range of physical, connected items.

Identiv's mission is to digitally enable every physical thing and every physical place on the planet. Our full continuum of security solutions is delivered through our platform of RFID-enabled devices, mobile, client/server, cloud, web, dedicated hardware and software defined architectures. In doing so, we believe that we will create smart physical security and a smarter physical world.

Segments

We have organized our operations into two reportable business segments, principally by solution families: Identity and Premises. Our *Identity* segment includes products and solutions enabling secure access to information serving the logical access and cyber-security market, and protecting connected objects and information using RFID embedded security. Our *Premises* segment includes our solutions to address the premises security market for government and enterprise, including access control, video surveillance, analytics, audio, access readers and identities.

Factors Affecting Our Performance

Market Adoption

Our financial performance depends on the pace, scope and depth of end-user adoption of our RFID products in multiple industries. Such pace, scope and depth accelerated during 2020, causing large fluctuations in our operating results. During 2021, we believe RFID deployments occurred at a much faster pace of growth than historically. We believe significant improvement in chip capabilities at lower costs, combined with the incorporation of the full NFC Data Exchange Format ("NDEF") protocol by Apple Inc. in its iPhone 12 and iOS 14, has accelerated the opportunities for product engineers to integrate RFID into their products to create new and more engaging customer experiences, product reliability and performance. As the market hit this pivot point, we expanded both our capacity and technical leadership. We track growth indicators including design wins, customer launches and technology launches. We have made investments in our technology, world class quality and automation, and we believe that our competitive advantages will continue to drive growth.

We believe the underlying, long-term trend is continued RFID adoption by multiple verticals. We also believe that expanding use cases fosters adoption across verticals and into other markets. In addition, we do not have any significant concentration of customers so we believe that our demand will continue to be resilient to the loss of any individual customer or application.

If RFID market adoption, and adoption of our products specifically, does not meet our expectations then our growth prospects and operating results will be adversely affected. If we are unable to meet end-user or customer volume or performance expectations, then our business prospects may be adversely affected. In contrast, if our RFID sales exceed expectations, then our revenue and profitability may be positively affected.

Given the uncertainties of the specific timing of our new customer deployments, we cannot assure you that we have appropriate inventory and capacity levels or that we will not experience inventory shortfalls or overages in the future or acquire inventory at costs to maintain gross margins. We attempt to mitigate those risks by being deeply embedded in our customers' design cycles, working with our chip partners on long lead time components, managing our limited capital equipment needs within a short cycle and future proofing our facilities to accommodate several scenarios for growth potential.

If end users with sizable projects change or delay them, we may experience significant fluctuation in revenue on a quarterly or annual basis, and we anticipate that uncertainty to continue to characterize our business for the foreseeable future.

Seasonality and Other Factors

We experience variations in demand for our offerings from quarter to quarter, and typically experience a stronger demand cycle in the second half of our fiscal year. Sales of our physical access control solutions and related products to U.S. Government agencies are subject to annual government budget cycles and generally are highest in the third quarter of each year. Sales of our Identity readers, many of which are sold to government agencies worldwide, are impacted by project schedules of government agencies, as well as roll-out schedules for application deployments. Further, this business is typically subject to seasonality based on differing commercial and global government budget cycles. Lower sales are expected in the U.S. in the first half, and in particular, the first quarter of the year, with higher sales typically in the second half of each year. In the Asia-Pacific, with fiscal year-ends in March and June, order demand can be higher in the first quarter as customers attempt to complete projects before the end of the fiscal year. Accordingly, our net revenue levels in the first quarter each year often depend on the relative strength of project completions and sales mix between our U.S. customer base and our international customer base.

Purchasing of our Products and Services for U.S. Federal Government Security Programs

In addition to the general seasonality of demand, overall U.S. Federal Government expenditure patterns have a significant effect on demand for our products due to the significant portion of revenue that is typically sourced from U.S. Federal Government agencies. Drivers of growth included our technology strength and proven security solutions, work-from-home mandates, and continued strength in investments for security across a number of different agencies. We believe that the success and growth of our business will continue through the U.S. Federal Government focus on security and our successful procurement of government business. If there are changes in government purchasing policies or budgetary constraints, there could be implications for our growth prospects and operating results. If we are unable to meet end-user or customer volume or performance expectations, then our business prospects and operating results may be adversely affected.

Impacts of Macroeconomic Conditions and Other Factors on our Business

The COVID-19 pandemic and the responses to combat it have had a negative impact on the global economy, including industry-wide global supply chain challenges, such as manufacturing, transportation and logistics. We purchase certain products and key components from a limited number of sources that depend on the supply chain, including freight, to receive components, transport finished goods and deliver our products across the world. In view of the rapidly changing business environment, we have experienced delays and reductions in customer orders, shifting supply chain availability, component shortages, and other production-related challenges. We are currently unable to determine if there will be any continued disruption and the extent to which this may have future impact on our business. We continue to monitor the global supply chain challenges and its effect on our financial position, results of operations, and cash flows.

More recently, we have also been impacted by other adverse macroeconomic conditions, including but not limited to, inflation, foreign currency fluctuations, and the slowdown of economic activity around the globe. These conditions have also impacted our suppliers, contract manufacturers, logistics providers, and distributors, causing increases in cost of materials and higher shipping and transportation rates, which then impacted the pricing of our products. Price increases may not successfully offset cost increases or may cause us to lose market share and, in turn, may adversely impact our financial position, results of operations, and cash flows.

Results of Operations

The following table includes net revenue and net profit information by business segment and reconciles gross profit to loss before income tax provision (in thousands).

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Identity:						
Net revenue	$ 17,693	$ 16,918	5%	$ 32,371	$ 31,497	3%
Gross profit	4,051	3,981	2%	7,130	7,140	(0%)
Gross profit margin	23%	24%		22%	23%	
Premises:						
Net revenue	11,862	10,939	8%	23,181	21,421	8%
Gross profit	6,797	6,229	9%	12,929	12,036	7%
Gross profit margin	57%	57%		56%	56%	
Total:						
Net revenue	29,555	27,857	6%	55,552	52,918	5%
Gross profit	10,848	10,210	6%	20,059	19,176	5%
Gross profit margin	37%	37%		36%	36%	
Operating expenses:						
Research and development	3,015	2,479	22%	5,722	5,008	14%
Selling and marketing	5,879	5,273	11%	11,976	10,383	15%
General and administrative	2,903	2,496	16%	5,851	4,984	17%
Restructuring and severance	81	223	(64%)	272	83	228%
Total operating expenses:	11,878	10,471	13%	23,821	20,458	16%
Loss from operations	(1,030)	(261)	295%	(3,762)	(1,282)	193%
Non-operating income (expense):						
Interest expense, net	(90)	(37)	143%	(140)	(62)	126%
Gain on investment	—	6	(100%)	—	30	(100%)
Foreign currency gains (losses), net	(9)	95	(109%)	80	114	(30%)
Loss before income tax provision	$ (1,129)	$ (197)	473%	$ (3,822)	$ (1,200)	219%

Geographic net revenue based on each customer's ship-to location is as follows (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	2022	% Change	2023	2022	% Change
Americas	$ 23,253	$ 17,638	32%	$ 44,881	$ 34,529	30%
Europe and the Middle East	2,072	4,028	(49%)	5,056	7,822	(35%)
Asia-Pacific	4,230	6,191	(32%)	5,615	10,567	(47%)
Total	$ 29,555	$ 27,857		$ 55,552	$ 52,918	
Percentage of net revenue:						
Americas	79%	63%		81%	65%	
Europe and the Middle East	7%	15%		9%	15%	
Asia-Pacific	14%	22%		10%	20%	
Total	100%	100%		100%	100%	

Net Revenue

Net revenue for the three months ended June 30, 2023 was $29.6 million, an increase of 6% compared with $27.9 million for the comparable period of 2022. Net revenue in the Americas was $23.3 million for the three months ended June 30, 2023, an increase of 32% compared to $17.6 million for the comparable period of 2022. Net revenue in Europe, the Middle East, and the Asia-Pacific was approximately $6.3 million for the three months ended June 30, 2023, a decrease of 38% compared with the comparable period of 2022.

Net revenue for the six months ended June 30, 2023 was $55.6 million, an increase of 5% compared with $52.9 million for the comparable period of 2022. Net revenue in the Americas was $44.9 million for the six months ended June 30, 2023, an increase of 30% compared to $34.5 million for the comparable period of 2022. Net revenue in Europe, the Middle East, and the Asia-Pacific was approximately $10.7 million for the six months ended June 30, 2023, a decrease of 42% compared with the comparable period of 2022.

Identity Segment

Net revenue in our Identity segment was $17.7 million for the three months ended June 30, 2023, an increase of 5% compared with $16.9 million for the comparable period of 2022. For the six months ended June 30, 2023, net revenue in this segment was $32.4 million, an increase of 3% compared with $31.5 million for the comparable period of 2022. Net revenue in this segment for the three and six months ended June 30, 2023 represented 60% and 58%, respectively, of our net revenue, compared to 61% and 60% in the comparable periods of the prior year.

Net revenue in this segment in the Americas for the three and six months ended June 30, 2023, increased 65% and 57%, respectively, compared with the comparable periods of 2022. These increases were primarily due to higher sales of RFID transponder products to customers in the healthcare and specialty packaging markets, and higher sales of our legacy smart card readers, partially offset by lower sales of access cards.

Net revenue in this segment in Europe, the Middle East, and the Asia-Pacific for the three and six months ended June 30, 2023, decreased 42% and 45%, respectively, compared with the comparable periods of 2022. These decreases were primarily due to lower sales of RFID transponder products, as well as lower sales of our legacy smart card readers.

Premises Segment

Net revenue in our Premises segment was $11.9 million for the three months ended June 30, 2023, an increase of 8% compared with $10.9 million for the comparable period of 2022. For the six months ended June 30, 2023, net revenue in this segment was $23.2 million, an increase of 8% compared with $21.4 million for the comparable period of 2022. Net revenue in our Premises segment for the three and six months ended June 30, 2023 represented 40% and 42%, respectively, of our net revenue, compared to 39% and 40% in the comparable periods of the prior year.

Net revenue in this segment in the Americas for the three and six months ended June 30, 2023 increased 8% and 10%, respectively, compared with the comparable periods of 2022 due to higher sales of Hirsch Velocity hardware, software, and related support services across both federal government and commercial businesses.

Net revenue in this segment across Europe, the Middle East, and the Asia-Pacific for the three months ended June 30, 2023 increased 15% compared with the comparable period of 2022, while net revenue for the six months ended June 30, 2023 decreased 10% compared with the comparable period of 2022. Net revenue in these regions is primarily project driven and can vary period to period.

As a general trend, U.S. Federal agencies continue to be subject to security improvement mandates under programs such as Homeland Security Presidential Directive-12 ("HSPD-12") and reiterated in memoranda from the Office of Management and Budget ("OMB M-11-11"). We believe that our solutions for trusted physical access is an attractive offering to help federal agency customers move towards compliance with federal directives and mandates. To address sales opportunities in the United States in general and with our U.S. Government customers in particular, we focus on a strong U.S. sales organization and our sales presence in Washington D.C.

Gross Profit and Gross Margin

Gross profit for the three months ended June 30, 2023 was $10.8 million, or 37% of net revenue, compared with $10.2 million, or 37% of net revenue in the comparable period of 2022. Gross profit for the six months ended June 30, 2023 was $20.1 million, or 36% of net revenue, compared with $19.2 million, or 36% of net revenue in the comparable period of 2022. Gross profit represents net revenue less direct cost of product sales, manufacturing overhead, other costs directly related to preparing the product for sale including freight, scrap, inventory adjustments and amortization, where applicable.

Identity Segment

In our Identity segment, gross profit in the three and six months ended June 30, 2023 was $4.1 million and $7.1 million, respectively, compared with $4.0 million and $7.1 million in the comparable periods of 2022. Gross profit margins in the Identity segment for the three and six months ended June 30, 2023 decreased to 23% and 22%, respectively, from 24% and 23%, respectively, compared to the comparable periods of 2022. The decrease in gross profit margins were primarily attributable to continued investments in technology, manufacturing processes and equipment, and changes in product mix, with lower sales of higher margin legacy smart card readers and higher sales of lower margin RFID transponder products.

Premises Segment

In our Premises segment, gross profit in the three and six months ended June 30, 2023 was $6.8 million and $12.9 million, respectively, compared with $6.2 million and $12.0 million in the comparable periods of 2022. Gross profit margins in the Premises segment for the three and six months ended June 30, 2023 were comparable to the same periods of 2022.

We expect there will be variation in our total gross profit from period to period, as our gross profit has been and will continue to be affected primarily by varying mix among our products. Within each product category, gross margins have tended to be consistent, but over time may be affected by a variety of factors, including, without limitation, competition, product pricing, the volume of sales in any given quarter, manufacturing volumes, product configuration and mix, the availability of new products, product enhancements, software and services, risk of inventory write-downs and the cost and availability of components.

Operating Expenses

Information about our operating expenses for the three and six months ended June 30, 2023 and 2022 is set forth below (dollars in thousands).

Research and Development

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Research and development	$ 3,015	$ 2,479	22%	$ 5,722	$ 5,008	14%
as a % of net revenue	10%	9%		10%	9%	

Research and development expenses consist primarily of employee compensation and fees for the development of hardware, software and firmware products. We focus the bulk of our research and development activities on the continued development of existing products and the development of new offerings for emerging market opportunities.

Research and development expenses for the three and six months ended June 30, 2023 increased compared to the prior year periods primarily due to higher headcount and related payroll costs, partially offset by lower stock-based compensation costs in 2023 related to performance share units granted in prior years.

Selling and Marketing

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Selling and marketing	$ 5,879	$ 5,273	11%	$ 11,976	$ 10,383	15%
as a % of net revenue	20%	19%		22%	20%	

Selling and marketing expenses consist primarily of employee compensation as well as amortization expense of certain intangible assets, customer lead generation activities, tradeshow participation, advertising and other marketing and selling costs.

Selling and marketing expenses for the three and six months ended June 30, 2023 increased compared to the prior year periods primarily due to higher headcount and related payroll costs, and higher travel related costs, partially offset by lower external contractor costs in 2023.

General and Administrative

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
General and administrative	$ 2,903	$ 2,496	16%	$ 5,851	$ 4,984	17%
as a % of net revenue	10%	9%		11%	9%	

General and administrative expenses consist primarily of compensation expenses for employees performing administrative functions, and professional fees incurred for legal, auditing and other consulting services.

General and administrative expenses for the three and six months ended June 30, 2023 increased compared to the prior year periods primarily due to higher headcount and related payroll costs as well as higher stock-based compensation costs.

Restructuring and Severance Charges

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Restructuring and severance	$ 81	$ 223	(64%)	$ 272	$ 83	228%

Restructuring expenses for the three and six months ended June 30, 2023 consisted of severance related costs. During the three and six months ended June 30, 2022, restructuring expenses consisted of severance related costs of $221,000 and $234,000, respectively. In the first quarter of 2022, we entered into a settlement agreement associated with outstanding rental payments due the landlord on leased office space in San Francisco, California. As a result of the settlement, we recorded a net credit of $153,000 representing the difference between amounts accrued and the settlement amount.

Non-operating Income (Expense)

Information about our non-operating income (expense) for the three and six months ended June 30, 2023 and 2022 is set forth below (dollars in thousands).

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Interest expense, net	$ (90)	$ (37)	143%	$ (140)	$ (62)	126%
Gain on investment	$ —	$ 6	(100%)	$ —	$ 30	(100%)
Foreign currency gains (losses), net	$ (9)	$ 95	(109%)	$ 80	$ 114	(30%)

Interest expense, net consists of interest on financial liabilities and amortization of debt issuance costs. The increase in interest expense for the three and six months ended June 30, 2023 compared to the comparable periods of 2022 was attributable to borrowings under our revolving loan facility with our lender in the first and second quarters of 2023.

Changes in currency valuation in the periods mainly were the result of exchange rate movements between the U.S. Dollar, the Indian Rupee, the Canadian Dollar, and the Euro. Our foreign currency gains and losses primarily result from the valuation of current assets and liabilities denominated in a currency other than the functional currency of the respective entity in the local financial statements.

Income Tax Provision

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	**2022**	**% Change**	**2023**	**2022**	**% Change**
Income tax provision	$ (15)	$ (54)	(72%)	$ (41)	$ (50)	(18%)
Effective tax rate	(0%)	(0%)		(1%)	(4%)	

As of June 30, 2023, our deferred tax assets are fully offset by a valuation allowance. Accounting Standards Codification (“ASC”) 740, *Income Taxes*, provides for the recognition of deferred tax assets if realization of such assets is more likely than not. Based upon the weight of available evidence, which includes historical operating performance, reported cumulative net losses since inception and difficulty in accurately forecasting our future results, we provided a full valuation allowance against all of our net U.S. and foreign deferred tax assets. We reassess the need for our valuation allowance on a quarterly basis. If it is later determined that a portion or all of the valuation allowance is not required, it generally will be a benefit to the income tax provision in the period such determination is made.

We recorded income tax provisions during the three and six months ended June 30, 2023. The effective tax rates for the three and six months ended June 30, 2023 and 2022 differ from the federal statutory rate of 21% primarily due to a change in valuation allowance, and the provision or benefit in certain foreign jurisdictions, which are subject to higher tax rates.

Liquidity and Capital Resources

As of June 30, 2023, our working capital, defined as current assets less current liabilities, was $49.2 million, a decrease of $2.5 million compared to $51.7 million as of December 31, 2022. As of June 30, 2023, our cash and cash equivalents balance was $21.9 million.

On February 8, 2017, we entered into a Loan and Security Agreement (as amended or amended and restated from time to time, the “Loan Agreement”) with East West Bank (“EWB”). Following subsequent amendments, on April 14, 2022, we amended and restated the Loan Agreement by replacing the $20.0 million revolving loan facility subject to a borrowing base with a non-formula revolving loan facility with no borrowing base requirement and a maturity date of February 8, 2023. In addition, the interest rate was lowered from prime to prime minus 0.25%, and certain financial covenants were amended. On February 8, 2023, we entered into an amendment (the "Fourth Amendment") to the Loan Agreement. The Fourth Amendment amends the Loan Agreement to, among other things, extend the maturity date to February 8, 2025 and amend certain financial covenants. As of June 30, 2023, we were in compliance with all financial covenants under the Loan Agreement.

As our previously unremitted earnings have been subjected to U.S. federal income tax, we expect any repatriation of these earnings to the U.S. would not incur significant additional taxes related to such amounts. However, our estimates are provisional and subject to further analysis. Generally, most of our foreign subsidiaries have accumulated deficits and cash and cash equivalents that are held outside the United States are typically not cash generated from earnings that would be subject to tax upon repatriation if transferred to the United States. We have access to the cash held outside the United States to fund domestic operations and obligations without any material income tax consequences. As of June 30, 2023, the amount of cash included at such subsidiaries was $6.2 million. We have not, nor do we anticipate the need to, repatriate funds to the United States to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

We have historically incurred operating losses and negative cash flows from operating activities, and we may continue to incur losses in the future. As of June 30, 2023, we had an accumulated deficit of $413.2 million. During the six months ended June 30, 2023, we had a net loss of $3.9 million.

We believe our existing cash and cash equivalents, together with cash generated from operations and available credit under our Loan Agreement will be sufficient to satisfy our working capital needs to fund operations for the next 12 months. We may also use cash to acquire or invest in complementary businesses, technologies, services or products that would change our cash requirements. We may also choose to finance our business through public or private equity offerings, debt financings or other arrangements. However, there can be no assurance that additional capital will be available to us or that such capital will be available to us on acceptable terms. If we raise funds by issuing equity securities, dilution to stockholders could result. Debt or any equity securities issued also may provide for rights, preferences or privileges senior to those of holders of our common stock. The terms of debt securities issued or loans could impose significant restrictions on our operations. The incurrence of additional indebtedness or the issuance of certain debt or equity securities could result in increased fixed payment obligations and could also result in restrictive covenants, such as limitations on our ability to incur additional debt or issue additional equity, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely affect our ability to conduct our business. Our Loan Agreement imposes restrictions on our operations, increases our fixed payment obligations and has restrictive covenants. In addition, the issuance of additional equity securities by us, or the possibility of such issuance, may cause the market price of our common stock to decline. If we are not able to secure additional funding when needed, we may have to curtail or reduce the scope of our business or forgo potential business opportunities.

The following summarizes our cash flows for the six months ended June 30, 2023 and 2022 (in thousands):

	Six Months Ended June 30,	
	2023	2022
Net cash used in operating activities	$ (3,292)	$ (899)
Net cash used in investing activities	(2,428)	(1,612)
Net cash provided by (used in) financing activities	10,615	(623)
Effect of exchange rates on cash, cash equivalents, and restricted cash	173	(752)
Net increase (decrease) in cash, cash equivalents, and restricted cash	5,068	(3,886)
Cash, cash equivalents, and restricted cash at beginning of period	17,137	29,807
Cash, cash equivalents, and restricted cash at end of period	$ 22,205	$ 25,921

Cash flows from operating activities

Cash used in operating activities for the six months ended June 30, 2023 of $3.3 million, was primarily due to net loss of $3.9 million, a decrease in cash from net changes in operating assets and liabilities of $2.7 million, which included $2.2 million in strategic inventory purchases, partially offset by adjustments for certain non-cash items of $3.3 million, consisting primarily of depreciation, amortization and stock-based compensation.

Cash used in operating activities for the six months ended June 30, 2022 of $0.9 million, was primarily due to net loss of $1.3 million, a decrease in cash from net changes in operating assets and liabilities of $2.4 million, offset by adjustments for certain non-cash items of $2.8 million, consisting primarily of depreciation, amortization and stock-based compensation.

Cash flows from investing activities

Cash used in investing activities for the six months ended June 30, 2023 was $2.4 million, which related primarily to capital investment expenditures in our manufacturing facility in Thailand. Cash used in investing activities for the six months ended June 30, 2022 was $1.6 million which related to capital expenditures in our manufacturing facility in Singapore and our research and development facility in Germany.

Cash flows from financing activities

Cash provided by financing activities during the six months ended June 30, 2023 was $10.6 million, which consisted of net borrowings of $9.9 million under our revolving loan facility with our lender, proceeds received from the exercise of warrants by 21 April Fund, LP and 21 April Fund, Ltd. of approximately $1.0 million, partially offset by net share settlements of restricted stock units. Cash used in financing activities during the six months ended June 30, 2022 was $0.6 million, which related to the net share settlement of restricted stock units.

Contractual Obligations

We lease facilities, certain equipment, and automobiles under non-cancelable operating lease agreements. See Note 14, *Leases*, in the accompanying notes to our condensed consolidated financial statements.

Purchases for inventories are highly dependent upon forecasts of customer demand. Due to the uncertainty in demand from our customers, we may have to change, reschedule, or cancel purchases or purchase orders from our suppliers. These changes may lead to vendor cancellation charges on these orders or contractual commitments. See Note 15, *Commitments and Contingencies*, in the accompanying notes to our condensed consolidated financial statements.

Our other long-term liabilities include gross unrecognized tax benefits, and related interest and penalties. At this time, we are unable to make a reasonably reliable estimate of the timing of payments in individual years in connection with these tax liabilities.

Off-Balance Sheet Arrangements

We have not entered into off-balance sheet arrangements, or issued guarantees to third parties.

Climate Change

We believe that neither climate change, nor governmental regulations related to climate change, have had a material effect on our business, financial condition or results of operations.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires management to establish accounting policies that contain estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These policies relate to revenue recognition, inventory, income taxes, goodwill, intangible and long-lived assets and stock-based compensation. We have other important accounting policies and practices; however, once adopted, these other policies either generally do not require us to make significant estimates or assumptions or otherwise only require implementation of the adopted policy and not a judgment as to the policy itself. Management bases its estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Despite our intention to establish accurate estimates and assumptions, actual results may differ from these estimates under different assumptions or conditions.

During the three months ended June 30, 2023, management believes there have been no significant changes to the items that we disclosed within our critical accounting policies and estimates in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2022.

Recent Accounting Pronouncements

See Note 2, S*ignificant Accounting Policies and Recent Accounting Pronouncements,* in the accompanying notes to our unaudited condensed consolidated financial statements in Item 1 of Part I of this Quarterly Report for a description of recent accounting pronouncements, which is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are primarily exposed to changes in currency exchange rates as certain of our operations are conducted in foreign currencies such as the Indian Rupee, the Canadian Dollar, and the Euro.

Economic Exposure

We transact business in various foreign currencies and have significant international revenues, as well as costs denominated in foreign currencies. This exposes us to the risk of fluctuations in foreign currency exchange rates. Our objective is to identify material foreign currency exposures and to manage these exposures to minimize the potential effects of currency fluctuations on our condensed consolidated financial statements.

Transaction Exposure

Our exposure to foreign currency transaction gains and losses is the result of assets and liabilities (including inter-company transactions) that are denominated in currencies other than the relevant entity’s functional currency. In certain circumstances, changes in the functional currency value of these assets and liabilities create fluctuations in our condensed consolidated financial statements. We have performed sensitivity analyses as of June 30, 2023 and December 31, 2022 using a modeling technique that evaluated the hypothetical impact of a 10% movement in the value of the U.S. Dollar compared to the functional currency of the foreign subsidiary, with all other variables held constant, to determine the incremental transaction gains or losses that would have been incurred. The foreign exchange rates used were based on market rates in effect at each of June 30, 2023 and December 31, 2022. The results of these sensitivity analyses indicated that the impact on a hypothetical 10% movement in foreign currency exchange rates would result in increased foreign currency gains or losses of $1.1 million as of June 30, 2023 and $1.1 million as of December 31, 2022.

Translation Exposure

We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our foreign subsidiaries into U.S. Dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the foreign subsidiaries’ financial statements into U.S. Dollars results in a gain or loss which is recorded as a component of accumulated other comprehensive income (loss) in our condensed consolidated statements of stockholders' equity.

With respect to our international operations, we have re-measured accounts which are denominated in the non-functional currencies into the functional currency of the subsidiary and recorded the resulting gains (losses) within foreign currency gains (losses), net in our condensed consolidated statements of comprehensive loss. We re-measure all monetary assets and liabilities at the current exchange rate at the end of the period, non-monetary assets and liabilities at historical exchange rates, and revenue and expenses at average exchange rates in effect during the periods.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, or Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC 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. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

We have made no changes to our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the three months ended June 30, 2023, that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

We are and from time to time, may become subject to various legal proceedings and claims arising in the ordinary course of business or could be named a defendant in other lawsuits. Legal proceedings could result in material costs, occupy significant management resources and entail penalties, even if we prevail. The outcome of such claims or other proceedings cannot be predicted with certainty and may have a material effect on our financial condition, results of operations or cash flows.

Item 1A. Risk Factors

Our business and results of operations are subject to numerous risks, uncertainties, and other factors that you should be aware of. You should carefully review and consider the information regarding certain factors that could materially affect our business, financial condition or future results set forth in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 under the heading "Risk Factors." There have been no material changes from the risk factors disclosed in our 2022 Annual Report on Form 10-K. The risks, uncertainties and other factors described in the risk factors are not the only ones facing our company. Additional risks, uncertainties and other factors not presently known to us or that we currently deem immaterial may also impair our business operations. Any of the risks, uncertainties and other factors could have a materially adverse effect on our business, financial condition, results of operations, cash flows or product market share and could cause the trading price of our common stock to decline substantially.

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

During the three months ended June 30, 2023, we repurchased 15,828 shares of our common stock. The table below sets forth information regarding the Company's purchases of its common stock during the three months ended June 30, 2023:

	Issuer Purchases of Equity Securities			
Period	**Total number of shares purchased[(1)]**	**Average price paid per share**	**Total number of shares purchased as part of publicly announced plans or programs**	**Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs**
April 1, 2023 – April 30, 2023	6,609	$ 5.96	—	—
May 1, 2023 – May 31, 2023	4,376	5.99	—	—
June 1, 2023 – June 30, 2023	4,843	7.26	—	—
Total	15,828	$ 6.37	—	

(1) Consists of shares surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock units issued to employees.

Item 5. Other Information

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the period covered by this Quarterly Report on Form 10-Q, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Description
31.1^	Certification of Chief Executive Officer pursuant to Section 302 of the Securities Exchange Act of 1934.
31.2^	Certification of Chief Financial Officer pursuant to Section 302 of the Securities Exchange Act of 1934.
32#	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Furnished herewith and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

^ Filed herewith.

SIGNATURES

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

		IDENTIV, INC.
August 8, 2023	By:	**/s/ Steven Humphreys** Steven Humphreys Chief Executive Officer (Principal Executive Officer)
August 8, 2023	By:	**/s/ Justin Scarpulla** Justin Scarpulla Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven Humphreys, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Identiv, 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: August 8, 2023

/s/ Steven Humphreys
Steven Humphreys
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Justin Scarpulla, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Identiv, 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: August 8, 2023

/s/ Justin Scarpulla
Justin Scarpulla
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven Humphreys, the Chief Executive Officer of Identiv, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: (1) the Quarterly Report of Identiv, Inc. on Form 10-Q for the quarterly period ended June 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Identiv, Inc.

Date: August 8, 2023

/s/ Steven Humphreys
Steven Humphreys
Chief Executive Officer
(Principal Executive Officer)

I, Justin Scarpulla, the Chief Financial Officer of Identiv, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: (1) the Quarterly Report of Identiv, Inc. on Form 10-Q for the quarterly period ended June 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Identiv, Inc.

Date: August 8, 2023

/s/ Justin Scarpulla
Justin Scarpulla
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)