

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

**FORM 10-K**

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
for the fiscal year ended January 2, 2016

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_.  
Commission file number 0-27598

**IRIDEX CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

77-0210467  
(I.R.S. Employer  
Identification Number)

1212 Terra Bella Avenue, Mountain View CA 94043-1824  
(Address of principal executive offices)

(Zip Code)  
(650) 940-4700

(Registrant's telephone number, including area code)

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

Title of Each Class  
Common

Name of Each Exchange on which Registered  
NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, par value \$0.01 per share

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

The aggregate market value of the voting common equity held by non-affiliates of the Registrant was approximately \$47,500,865 as of July 2, 2015 the last business day of the Registrant's most recently completed second fiscal quarter, based on the closing price reported for such date on the NASDAQ Global Market. The registrant did not have any non-voting common equity outstanding. For purposes of this disclosure, shares of common stock held by each executive officer and director and by each holder of 5% or more of the outstanding shares of common stock have been excluded from this calculation, because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 09, 2016, Registrant had 10,052,423 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain parts of the Proxy Statement for the Registrant's 2016 Annual Meeting of Stockholders (the "Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K.

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## PART I

*This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, such as statements relating to levels of future sales and operating results; gross margins; sales levels generated by our independent sales force and through our distribution partners; future tax rates and availability of certain deferred potential tax benefits; leveraging our core business and increasing recurring revenues; broadening our product lines through product innovation and new treatments; general economic conditions; levels of international sales; market acceptance of our products; expectations for and sources of future revenues; our marketing programs and trends in healthcare; our ability to take advantage of economies-of-scale in product development and manufacturing; our current and future liquidity and capital requirements; efforts to decrease costs and manage cash flows; levels of future investment in research and development efforts; our ability to develop and introduce new products through strategic alliances, OEM relationships and acquisitions; the availability of components from third-party manufacturers; results of clinical studies and the status of our regulatory clearance; the impact of regulatory actions and determinations; and risks associated with bringing new products to market. In some cases, forward-looking statements can be identified by terminology, such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential,” “continue,” or the negative of such terms or other comparable terminology. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. The reader is strongly urged to read the information contained under the captions “Item 1A. Risk Factors - Factors That May Affect Future Results” in this Annual Report on Form 10-K for a more detailed description of these significant risks and uncertainties. The reader is cautioned not to place undue reliance on these forward-looking statements, which reflect management’s analysis only as of the date of this Form 10-K. We undertake no obligation to update such forward-looking statements to reflect events or circumstances occurring after the date of this report.*

*As used in this Annual Report on Form 10-K, the terms “Company,” “IRIDEX,” “we,” “us” and “our” refer to IRIDEX Corporation, a Delaware corporation, and when the context so requires, our wholly owned non-operating subsidiaries, IRIS Medical Instruments, Inc. and Light Solutions Corporation, each a California corporation, and IRIDEX France SARL.*

### Item 1. Business

#### General

IRIDEX Corporation is a leading worldwide provider of therapeutic based laser consoles, delivery devices and consumable instrumentation used to treat sight-threatening eye diseases in ophthalmology. In February 2012, we sold our aesthetics business to Cutera, Inc. The sale of the aesthetics business was a significant step forward in our strategy because it allowed us to focus solely on our ophthalmology business which is our core strength. Our ophthalmology products are sold in the United States (“U.S.”) predominantly through a direct sales force and internationally through independent distributors. Total revenues in 2015, 2014 and 2013 were \$41.8 million, \$42.8 million and \$38.3 million, respectively. We generated net income of \$0.5 million, \$10.0 million and \$2.2 million in 2015, 2014 and 2013, respectively. The net income for 2014 included a \$1.3 million expense for the adjustment in our earn-out liability on prior acquisitions and a credit to income tax expense of \$8.8 million for the release of our deferred tax valuation allowance.

Our ophthalmology products consist of laser consoles, delivery devices and consumable instrumentation including laser probes, and are used in the treatment of serious eye diseases, including the three leading causes of irreversible blindness: diabetic retinopathy, glaucoma and age-related macular degeneration (“AMD”). In addition, our ophthalmology products are often used in vitrectomy procedures (used to treat proliferative diabetic retinopathy, macular holes, retinal tears and detachments) which are generally performed in the operating room and require a consumable single use intraocular laser probe (“EndoProbe”) to deliver light energy to the back of the eye together with other instrumentation. Our ophthalmology business includes (i) a recurring revenue component, consisting of sales of consumable products, predominantly single use laser probe devices and other instrumentation, combined with the repair, servicing and extended service contracts for our laser systems; and (ii) a capital component, consisting of the laser consoles combined with durable delivery devices (laser systems).

Our laser consoles consist of our recently introduced Cyclo G6 laser system, IQ products which include IQ 532 and IQ 577 laser photocoagulation systems; and our OcuLight products including OcuLight TX, OcuLight SL, OcuLight SLx, OcuLight GL and OcuLight GLx laser photocoagulation systems. Certain of our laser consoles are capable of performing traditional continuous wavelength photocoagulation and our patented Fovea-Friendly MicroPulse laser photocoagulation. Towards the end of 2012, we introduced the TxCell Scanning Laser Delivery System, a delivery device which saves significant time in a variety of laser photocoagulation procedures by allowing physicians to deliver the laser in a multi-spot scanning mode, a more efficient method for these procedures than the traditional single spot mode. Our current family of laser probes includes a wide variety of products in 20, 23, 25 and 27 gauge for vitreoretinal surgery along with our recently patented MicroPulse P3 (“MP3”) and G-Probe for glaucoma surgery.

Ophthalmologists typically use our laser systems in hospital operating rooms (“OR”) and ambulatory surgical centers (“ASCs”), as well as their offices and clinics. In the OR and ASC’s, ophthalmologists use our laser systems with either an indirect laser ophthalmoscope or a consumable, single use EndoProbe, MP3 or G-Probe. Since our first shipment in 1990, approximately 12,500 medical laser systems manufactured by IRIDEX have been sold worldwide.

IRIDEX Corporation was incorporated in California in February 1989 as IRIS Medical Instruments, Inc. In November 1995, we changed our name to IRIDEX Corporation and reincorporated in Delaware. Our executive offices are located at 1212 Terra Bella Avenue, Mountain View, California 94043-1824, and our telephone number is (650) 940-4700. We can also be reached at our website at [www.IRIDEX.com](http://www.IRIDEX.com), however, the information on, or that can be accessed through, our website is not part of this report. As used in this Annual Report on Form 10-K, the terms “Company,” “IRIDEX,” “we,” “us” and “our” refer to IRIDEX Corporation, a Delaware corporation, and when the context so requires, our wholly owned non-operating subsidiaries, IRIS Medical Instruments, Inc. and Light Solutions Corporation, each a California corporation, and IRIDEX France SARL.

## **Market**

Ophthalmology is a large and growing global market. Growth is driven by the aging world population and the onset of diabetes, which is occurring at an epidemic rate, the introduction of new treatment approaches, and the realities of constrained health care system spending.

Diabetic retinopathy is a common complication of diabetes which impairs vision over time and if left untreated can lead to blindness. Laser photocoagulation is currently the standard treatment for this disease, although there has been increased use of pharmaceuticals in recent years. A single treatment of continuous wavelength laser photocoagulation has been shown to stabilize the patient’s vision over the long term. Continuous wavelength laser photocoagulation treatments typically take several months to be fully effective and have been demonstrated to last for many years. This treatment presents a very cost efficient model, and presents a risk of varying degrees of vision loss to the patient. Pharmaceuticals can stabilize vision in the near term, as treatments typically take a few days to be fully effective and have been demonstrated to last for weeks. However, patients receiving pharmaceutical treatment for diabetic retinopathy require repeated injections. The injections are painful and the patients may experience side effects including increased risk of eye infections. Furthermore, a regimen of repeated injections is very costly to both the physician, in terms of time, and to the healthcare system, in terms of dollars spent on treatment. The short comings in treating this disease have led to a renewed interest in alternative approaches that may provide better patient outcomes.

Glaucoma is a leading cause of blindness in the world. Currently, glaucoma is not curable, and vision loss resulting from glaucoma currently cannot be regained. Glaucoma is often chronic and must be monitored for the duration of the patient’s life. Most cases of glaucoma can be controlled and vision loss slowed or halted by treatment. Pharmaceuticals are typically the first treatment method prescribed for glaucoma. These pharmaceutical treatments are commonly self-administered in drop form by the patients. Patients often have difficulties applying the pharmaceutical drops properly and may fail to appropriately or timely apply the medication, which may significantly reduce the effectiveness of the pharmaceutical. Even when administered correctly, pharmaceuticals have demonstrated reduced efficacy over time. When pharmaceuticals lose their effectiveness, laser treatment is often performed, and ultimately surgery may be required. The short comings in treating this disease have led to a renewed interest in surgical approaches that may allow treatment earlier and may result in better patient outcomes.

AMD is a disease that affects the aged. Although pharmaceuticals are used to delay vision loss, there is currently no cure for AMD. Pharmaceuticals require repeated injections in the eye every six to eight weeks, which are painful, increase the risk of adverse side effects, are costly, and their long term viability is unproven. Continuous wavelength laser photocoagulation can also be used to treat AMD, although it is used less frequently because the disease often requires the laser to be applied to the area of the retina responsible for central vision and the likelihood of significant loss of visual function is too high. The short comings in treating this disease has led to a renewed interest in investigating alternative approaches that might allow treatment earlier which would result in better patient outcomes.

## **Laser Photocoagulation**

We produce laser photocoagulator systems, which are used in the treatment of many sight-threatening eye diseases, the majority of which are diseases of the retina and glaucoma. Photocoagulation delivers laser light to carefully targeted eye tissue and generates a local healing response. Laser photocoagulation has been demonstrated to be a safe and effective therapy with long-term benefits.

The traditional method of performing laser photocoagulation uses a mode which delivers continuously-on laser light, which is referred to as continuous wave (“CW”) mode. Use of this mode typically leads to local tissue damage under the belief that tissue damage was necessary to generate the beneficial response associated with laser photocoagulation and can cause loss of visual function.

## MicroPulse

MicroPulse is a method of delivering laser energy using a mode which chops the CW beam into short, microsecond long, laser pulses, which we have developed. There is a growing body of clinical evidence that demonstrates that MicroPulse therapy can generate the beneficial response associated with CW laser photocoagulation with no detectible tissue damage for the treatment of diabetic retinopathy, glaucoma and AMD. When used to treat diabetic retinopathy we refer to this as Fovea-Friendly because the laser can be used to treat the fovea without any loss of visual function typically associated with CW laser photocoagulation. Our IQ products are capable of MicroPulse as well as CW laser photocoagulation.

## The IRIDEX Strategy

We are one of the worldwide leaders in developing, manufacturing, marketing, selling and servicing innovative medical laser systems and associated instrumentation for the treatment of the sight-threatening eye diseases mentioned above. With the sale of our aesthetics business we are now focused exclusively on our ophthalmology business. At the end of 2015, we had \$10.0 million in cash and no debt. Other than in 2012, when we incurred a net loss of \$0.2 million from our ophthalmology operations, we generated net income from our ophthalmology operations in each of the past six years. It is our goal to continue to operate our business profitably.

Our strategy is to leverage our existing brand and distribution channel in the ophthalmology market to promote the adoption of MicroPulse as a viable treatment alternative for diabetic retinopathy, glaucoma and AMD and consequently to introduce a broad array of products that:

1. Improve therapeutic outcomes for patients suffering from sight-threatening eye diseases;
2. Improve the efficiency of physicians and reduce their costs; and
3. Provide economic benefits to healthcare systems.

To achieve these goals we are pursuing a number of organic initiatives which we anticipate will be supplemented from time to time by acquisitions. We anticipate that the successful execution of this strategy will lead to profitable growth and enhanced shareholder value.

## Ophthalmic Products

We utilize a systems approach to product design. Each system includes a console, which generates the laser energy, and a number of interchangeable peripheral delivery devices for use in specific clinical applications. This approach allows our customers to purchase a basic console system and add additional delivery devices as their needs expand or as new applications develop. We believe that this systems approach is our distinguishing characteristic and also brings economies-of-scale to our product development and manufacturing efforts because individual applications do not require the design and manufacture of complete stand-alone products. Our primary capital equipment products range in price from \$1,000 to \$60,000 and consist of laser consoles and specialized durable delivery devices. Our line of consumable products range in price from \$10 to \$250 and consist primarily of cannulas and laser probes.

### Consoles

Our laser consoles, which are identified below, incorporate the economic and technical benefits of solid state and semiconductor laser technology.

*Cyclo G6 Glaucoma Laser System.* The newest addition to the Iridex console portfolio, the Cyclo G6 is an 810nm, infrared laser designed to treat patients diagnosed with a range of glaucoma disease states. The product received FDA approval in January 2015, and commenced commercial sales in March 2015. Unlike Iridex's other consoles, the Cyclo G6 system is sold with a family of probes that are single-use, including our patented MP3 disposable probe that utilizes our MicroPulse technology. We believe that the Cyclo G6 laser, when used with the MP3 probe, has several important competitive advantages over alternative therapies with respect to invasiveness, repeatability, safety, patient recovery time and cost effectiveness. The Cyclo G6 console weighs 8.5 pounds, has dimensions of 7.8"H x 10.6"W x 11.6"D and includes SmartProbe RFID connector technology with laser parameter memory.

*Visible (Yellow) Photocoagulator Console.* Our IQ 577 delivers visible (Yellow – 577nm) laser light. This product utilizes state of the art user interface technology and delivers a 577 wavelength which is at the peak of oxyhemoglobin absorption and allows ophthalmologists to obtain optimal results with lower power (more tissue sparing) compared with green wavelengths. The IQ 577 console weighs 18 pounds, has dimensions of 7.5"H x 12"W x 14"D, draws a maximum of 250 Watts of wall power, requires no water cooling, and has a remote control and wireless footswitch.

*Visible (Green) Photocoagulator Console.* Our IQ 532, OcuLight TX, GL and GLx Photocoagulators deliver visible (Green – 532nm) laser light. The IQ 532 product utilizes a user interface and product platform based on the IQ 577, as more fully described above. The OcuLight TX/GL/GLx have dimensions of 6”H x 12”W x 12”D, draw a maximum of 300 Watts of wall power and require no water cooling.

*Infrared Photocoagulator Consoles.* Our OcuLight photocoagulator consoles deliver infrared laser light and is available with output power ranges of 2 Watts (OcuLight SL) or of 3 Watts (OcuLight SLx). The OcuLight consoles weigh 14 pounds and have dimensions of 4”H x 12”W x 12”D and does not require external air or water cooling.

*MicroPulse Enabled Consoles.* MicroPulse mode is offered as an option on our IQ 577, IQ 532 and some of our infrared laser photocoagulator systems.

*Multi-wavelength Laser System Configurations.* When used in conjunction with specific IRIDEX laser consoles, our Symphony slit lamp adapters can deliver multiple laser wavelengths from a single slit lamp installation. Our laser consoles, together with our Symphony slit lamp adapters, combine the clinical versatility and convenience of multiple wavelength delivery into one delivery device for retinal and glaucoma procedures. Currently, our compatible consoles are the OcuLight GLx and the OcuLight TX green laser consoles and the OcuLight SLx and the IQ 577 yellow laser consoles.

#### *Ophthalmic Delivery Devices and Other Products*

Our versatile family of consoles and delivery devices has been designed to accommodate the addition of new capabilities with a minimal incremental investment. Typically users of our consoles can add capabilities by simply purchasing new interchangeable delivery devices and utilizing them with their existing console. We have developed both consumable and durable delivery devices and expect to continue to develop additional delivery devices.

*MicroPulse P3 Probe.* The MP3 Probe is the primary delivery device used in the cyclophotocoagulation procedure to treat various stages of glaucoma. The MP3 Probe utilizes Iridex’s patented MicroPulse technology, and can be performed on an anesthetized eye in the doctor’s office or OR. The non-invasive procedure takes just a few minutes (varies based on physician settings) and results in minimal discomfort and post-operative recovery for the patient. The procedure maybe used to treat a wide variety of glaucoma states, including earlier-stages, and is particularly useful for patients who may find it difficult to undergo traditional surgery. Although still a relatively new procedure, we believe that the use of the Cyclo G6 laser with an MP3 probe has been highly successful in reducing intraocular pressure (“IOP”) and allowing patients to reduce the number of daily eye drops.

*TxCell Scanning Laser Delivery System (“TxCell”).* TxCell was introduced in the second half of 2012. It allows the physician to perform multi-spot pattern scanning for efficient retinal photocoagulation, confluent laser patterns for tissue-sparing MicroPulse protocols and allows for standard single spot photocoagulation. A second version was introduced at the end of 2013 that worked with a wider variety of slit lamps existing in the market and included a number of enhanced features.

*TruFocus Laser Indirect Ophthalmoscope (“LIO”).* The indirect ophthalmoscope is designed to be worn on the physician’s head and to be used in procedures to treat peripheral retinal disorders, particularly in infants or adults requiring treatment in the supine position. This product can be used in both diagnosis and treatment procedures at the point-of-care.

*Slit Lamp Adapter (“SLA”).* These adapters allow the physician to utilize a standard slit lamp in both diagnosis and treatment procedures. Physicians can install an SLA in a few minutes and convert standard diagnostic slit lamps into a therapeutic photocoagulator delivery system. SLAs are used in treatment procedures for both retinal diseases and glaucoma. These devices are available in a wide variety of spot diameters. Our standard SLAs have a single fiber and deliver laser light from a single laser console. Our Symphony SLA has multiple fibers and can deliver laser light from two compatible laser consoles.

*Operating Microscope Adapter (“OMA”).* These adapters allow the physician to utilize a standard operating microscope in both diagnosis and laser treatment procedures. These devices are similar to SLAs, except that they are oriented horizontally and therefore can be used to deliver retinal photocoagulation to a supine patient.

*EndoProbe.* Our EndoProbe fiber optic delivery devices are used for endophotocoagulation, a retinal treatment procedure performed in the hospital OR or surgery center during a vitrectomy procedure. These sterile disposable probes are available in tapered, angled, stepped, aspirating, illuminating, and adjustable styles. The EndoProbe is offered in a wide variety of gauges.

*G-Probe.* The G-Probe is used in procedures to treat medically and surgically uncontrolled glaucoma, in many instances replacing cyclocryotherapy (freezing of eye tissues). The G-Probe’s non-invasive procedure takes approximately ten minutes, is performed on an anesthetized eye in the doctor’s office, and results in less pain and fewer adverse side effects than cyclocryotherapy. The G-Probe is a sterile single-use product.

*DioPexy Probe.* The DioPexy Probe is a hand-held instrument which is used in procedures to treat retinal tears and breaks non-invasively through the sclera as an alternative method of attaching the retina. We believe that our DioPexy Probe generally results in increased precision, less pain and less inflammation than traditional cryotherapy.

*GreenTip Soft Tip Cannula.* The GreenTip cannula allows surgeons to effectively visualize and access the proximity of the retina while performing a fluid air exchange during a vitrectomy procedure. Benefits include optimal contrast against the retina, maximized visualization and greater protection of the retina with its unique atraumatic silicone tip. The GreenTip cannula is a sterile disposable single-use product.

*MoistAir In-Line Air Humidifier.* The MoistAir Humidifying Chamber connects to the air line and provides humidified air to the eye during fluid air exchange. Studies have shown that the use of humidified air can substantially reduce the dehydrating effects, delay lens feathering, protect corneal endothelium, and may prevent visual field loss defects after macular hole surgery. The MoistAir Humidifying Chamber is a sterile disposable single use product.

## Ophthalmology Treatments

The following chart lists the procedures for treating ophthalmic diseases that can be addressed by utilizing our ophthalmic laser systems. These procedures typically are performed in an OR, ASC's or clinic/outpatient settings and are non-elective and covered by insurance.

	<b>Procedure</b>	<b>Console</b>	<b>Delivery Devices and Other Product</b>	<b>Mode</b>
Age-related Macular Degeneration	Retinal Photocoagulation	Infrared & Visible	Slit Lamp Adapter	CW
Diabetic Retinopathy				
Macular Edema	Grid Retinal Photocoagulation	Infrared & Visible	Slit Lamp Adapter & Operating Microscope Adapter,	CW or MicroPulse
	Focal Retinal Photocoagulation	Visible	Slit Lamp Adapter	
Proliferative	Pan-Retinal Photocoagulation Vitrectomy Procedure	Infrared & Visible	Slit Lamp Adapter, Operating Microscope Adapter, Laser Indirect Ophthalmoscope, EndoProbe*GreenTip cannula*	CW or MicroPulse
Glaucoma				
Primary Open-Angle	Trabeculoplasty	Infrared & Visible	Slit Lamp Adapter	MicroPulse
	MicroPulse Transscleral Cyclophotocoagulation	Infrared	MicroPulse P3*	MicroPulse
Angle-closure	Iridotomy	Infrared & Visible	Slit Lamp Adapter	CW
	MicroPulse Transscleral Cyclophotocoagulation	Infrared	MicroPulse P3*	MicroPulse
Refractory Glaucoma	Transscleral Cyclophotocoagulation	Infrared	G-Probe*	CW
	MicroPulse Transscleral Cyclophotocoagulation	Infrared	MicroPulse P3*	MicroPulse

	<u>Procedure</u>	<u>Console</u>	<u>Delivery Devices and Other Product</u>	<u>Mode</u>
Retinal Tears and Detachments	Retinopexy Retinal Photocoagulation Vitreotomy Procedure	Infrared & Visible	Slit Lamp Adapter, Laser Indirect Ophthalmoscope, Operating Microscope Adapter, EndoProbe* GreenTip cannula*, MoistAir Humidifying Chamber*	CW
	Transscleral Retinal Photocoagulation	Infrared	DioPexy Probe	CW
Retinopathy of Prematurity	Retinal Photocoagulation	Infrared	Laser Indirect Ophthalmoscope	CW
Ocular Tumors	Retinal Photocoagulation	Infrared	Slit Lamp Adapter, Operating Microscope Adapter, Laser Indirect Ophthalmoscope	CW
Macular Holes	Vitreotomy Procedure	Visible	EndoProbe*	CW

\* Consumable and disposable products

## Research and Development

We have close working relationships with researchers, clinicians and practicing physicians around the world who provide new ideas, test the feasibility of these new ideas and assist us in validating new products and new applications before they are introduced.

Our internal research and development (“R&D”) activities are performed by a current team of 17 engineers, scientists and regulatory professionals with experience in various aspects of medical products, laser systems, delivery devices and clinical techniques with a focus on introducing innovative products which satisfy the unmet and emerging needs of our customers. The core competencies of the team include: mechanical engineering, electrical engineering, optics, lasers, fiber optics, software, firmware and delivery devices. The R&D process integrates all of the necessary disciplines of the Company from product inception through customer acceptance. This process facilitates reliable new product innovations and a consistent pipeline of innovative products for our customers.

Our research activities are managed internally by our R&D staff. We supplement our internal R&D staff by hiring consultants and/or partnering with physicians to gain specialized expertise and understanding. Research efforts are directed toward the development of new products and new applications for our existing products, as well as the identification of markets not currently addressed by our products.

We believe that it is important to make a substantial contribution to improving clinical outcomes. For instance, we have made substantial investments in researching and improving the treatment of serious eye diseases such as diabetic retinopathy and glaucoma, and AMD. The objectives of developing new treatments and applications are to expand the potential patient population, to more effectively and more economically treat diseases, to treat patients earlier in the treatment regimen and to reduce the side effects of treatment.

We spent \$5.2 million on R&D in 2015, \$4.6 million in 2014 and \$3.7 million in 2013.

We consider clinical projects to be a component of our R&D efforts and they may or may not result in additional commercial opportunities.

## Customers and Customer Support

Our products are currently sold for use by ophthalmologists specializing in the treatment of eye disease in the retina, glaucoma and pediatrics eye diseases. Other customers include research and teaching hospitals, government installations, surgical centers, hospitals, and office clinics (outpatient). No single customer or distributor accounted for 10% or more of total revenues in fiscal years 2015, 2014 and 2013.

We seek to provide superior customer support and service and believe that our customer service and technical support distinguish our product offerings from those of our competitors. We provide depot service at our Mountain View facility for our ophthalmology products. Our customer support representatives assist customers with orders, warranty returns and other administrative functions. Our technical support engineers provide customers with answers to technical and product-related questions. We maintain an “around-the-clock” telephone service line to service our customers. If a problem with a depot serviceable product cannot be diagnosed and resolved by telephone, a service loaner is shipped overnight to domestic customers under warranty or service contract, and by the most rapid delivery means available to our international customers, and the problem unit is returned to us. The small size and rugged design of our products allows for economical shipment and quick response to customers worldwide.



## Sales and Marketing

We sell and market our products in the United States predominantly through our direct sales force and internationally through independent distributors. Currently we have a direct sales force of 13 employees who are engaged in sales efforts within the United States and 5 employees engaged in managing our distribution sales efforts internationally. We also contract for the services of 15 independent sales representatives to supplement our U.S. direct sales efforts. Our sales are administered through our corporate headquarters in Mountain View, California.

International sales represented 42.6%, 47.2% and 45.0% of our sales in 2015, 2014 and 2013, respectively. We believe that our international sales will continue to represent a significant portion of our revenues for the foreseeable future. Our international sales are made principally to customers in Europe, Asia, the Pacific Rim, the Middle East, Russia, Africa and Latin America. Our distribution agreements with our international distributors are generally exclusive and typically can be terminated by either party without cause with 90 days notice. International sales may be adversely affected by currency fluctuations, the imposition of governmental controls, restrictions on export technology, political instability, trade restrictions, changes in tariffs and the economic condition in each country in which we sell our products.

To support our sales process, we conduct marketing programs which include: our website, clinical education, email marketing, trade shows, public relations, market research, and advertising in trade and academic journals and newsletters. We typically participate in over 85 trade shows worldwide on an annual basis. These meetings allow us to present our products to existing and prospective buyers.

Through marketing, we collaborate with our customers to identify new products and applications which help meet their needs, and in turn provides us with new product concepts, enhances our ability to identify new applications for our products and validates new procedures using our products. Customers include key opinion leaders who are often the heads of the departments in which they work or professors at universities. We believe that these luminaries in the field of ophthalmology are key to the successful introduction of new products and the subsequent acceptance of these new products by the general market. Acceptance of our products by these early adopters is key to our strategy in the validation and commercialization of our new products.

In March 2013, we entered into a global distribution and supply agreement with Peregrine Surgical Ltd. (“Peregrine”). Under the agreement, we became a worldwide distributor for Peregrine labeled products and Peregrine became part of the IRIDEX supply chain.

## Operations

The manufacture of our visible light and infrared laser consoles and the related delivery devices is a highly complex and precise process. Completed systems must pass quality control and reliability tests before shipment. Our manufacturing activities consist of specifying, sourcing, assembling and testing of components and certain subassemblies for assembly into our final product. Currently we have a total of 29 employees engaged in manufacturing activities for these products.

The medical devices manufactured by us are subject to extensive regulation by numerous governmental authorities, including federal, state, and foreign governmental agencies. The principal regulator in the United States is the Food and Drug Administration (“FDA”). In April 1998, we received certification for ISO 9001/EN 46001, which is an international quality system standard that documents compliance to the European Medical Device Directive. In February 2004, we were certified to ISO 13485:2003, which replaced ISO 9001/EN46001 as the international standard for quality systems as applied to medical devices. In August 2008, we received FDA 510(k) clearance on our family of IRIDEX IQ laser systems. This clearance covers the IRIDEX IQ 532 and IQ 577 laser systems and their associated delivery devices to deliver laser energy in either CW-Pulse, MicroPulse or LongPulse mode. These laser systems are intended for a wide range of specific applications in the medical specialties of ophthalmology.

We rely on third parties to manufacture substantially all of the components used in our products, although we assemble critical subassemblies and the final product at our facility in Mountain View, California. Some of these suppliers and manufacturers are sole source. We have some long-term or volume purchase agreements with our suppliers but currently purchase most components on a purchase order basis. These components may not be available in the quantities required, on reasonable terms, or at all. Financial or other difficulties faced by our suppliers or significant changes in demand for these components or materials could limit their availability. Any failures by our third-party suppliers to adequately perform may delay the submission of products for regulatory approval, impair our ability to deliver products on a timely basis or otherwise impair our competitive position.

International regulatory bodies often establish varying product standards, packaging requirements, labeling requirements, tariff regulations, duties and tax requirements. As a result of our sales in Europe, we are required to have all products “CE” marked, an international symbol affixed to all products demonstrating compliance to the European Medical Device Directive and all applicable standards. In July 1998, we received CE mark certification under Annex II guidelines, the most stringent path to CE certification. With

Annex II CE mark certification, we have demonstrated our ability to both understand and comply with all applicable standards under the European Medical Device Directive. This allows us to CE mark any product upon our internal verification of compliance to all applicable European standards. Currently, all of our released products are CE marked. Continued certification is based on successful review of the process by our European Registrar during its annual audit. Any loss of certification would have a material adverse effect on our business, results of operations and financial condition.

## **Competition**

Competition in the market for laser systems and delivery devices used for ophthalmic treatment procedures is intense and is expected to increase. This market is also characterized by technological innovation and change. We compete by providing features and services that are valued by our customers such as: enhanced product performance, and clinical outcomes, ease of use, durability, versatility, customer training services and rapid repair of equipment.

Our principal competitors in ophthalmology are Alcon Inc. (Novartis AG), Carl Zeiss Meditec AG, Nidek Co. Ltd, Synergetics (Bausch and Lomb), Topcon Corporation, Ellex Medical Lasers, Ltd., Quantel Medical SA, and Lumenis Ltd. Most of these companies currently offer a competitive, semiconductor-based laser system for ophthalmology. Also within ophthalmology, pharmaceutical alternative treatments for AMD and diabetic macular edema (“DME”) such as Lucentis/Avastin (Genentech), Eylea (Regeneron), Macugen (OSI Pharmaceuticals), Ozurdex (Allergan) and ILUVIEN (Alimera Sciences), and to a lesser extent Visudyne (Valeant Pharmaceuticals), compete rigorously with traditional laser procedures.

Some ophthalmic competitors have substantially greater financial, engineering, product development, manufacturing, marketing and technical resources than we do. Some companies also have greater name recognition than us and long-standing customer relationships. In addition, other medical companies, academic and research institutions, or others, may develop new technologies or therapies, including medical devices, surgical procedures or pharmacological treatments and obtain regulatory approval for products utilizing such techniques that are more effective in treating the conditions targeted by us, or are less expensive than our current or future products. Our technologies and products could be rendered obsolete by such developments. Any such developments could have a material adverse effect on our business, financial condition and results of operations.

## **Patents and Proprietary Rights**

Our success and ability to compete is dependent in part upon our proprietary information. We rely on a combination of patents, trade secrets, copyright and trademark laws, nondisclosure and other contractual agreements and technical measures to protect our intellectual property rights. These are either developed internally or obtained from acquisitions such as RetinaLabs and OcuNetics. We file patent applications to protect technology, inventions and improvements that are significant to the development of our business. We have been issued 28 United States patents and 14 foreign patents on the technologies related to our continuing products and processes, which have expiration dates ranging from 2016 to 2028. We have 12 pending patent applications in the United States and 25 foreign pending patent applications that have been filed. Our patent applications may not be approved.

In addition to patents, we rely on trade secrets and proprietary know-how which we seek to protect, in part, through proprietary information agreements with employees, consultants and other parties. Our proprietary information agreements with our employees and consultants contain provisions requiring such individuals to assign to us, without additional consideration, any inventions conceived or reduced to practice by them while employed or retained by us, subject to customary exceptions.

## **Government Regulation**

The medical devices marketed and manufactured by us are subject to extensive regulation by numerous governmental authorities, including federal, state, and foreign governmental agencies. Pursuant to the Federal Food, Drug, and Cosmetic Act, as amended, and the regulations promulgated thereunder (“FDA Act”), the FDA serves as the principal federal agency within the United States with authority over medical devices and regulates the research, clinical testing, manufacture, labeling, distribution, sale, marketing and promotion of such devices. Noncompliance with applicable requirements can result in, among other things, warning letters, fines, injunctions, civil penalties, recall or seizures of products, total or partial suspension of production, failure of the government to grant pre-market clearance or approval for devices, withdrawal of marketing approvals, and criminal prosecution. The FDA also has the authority to request repair, replacement or refund of the cost of any medical device manufactured or distributed by us.

In the United States, medical devices are classified into one of three classes (Class I, II or III). The class to which the device is assigned determines, among other things, the type of pre-marketing submission/application required for FDA clearance to market. If the device is classified as Class I or II, and if it is not exempt, a 510(k) pre-market notification will be required for marketing. Under FDA regulations, Class I devices are subject to general controls (for example, labeling, pre-market notification and adherence to Quality System Regulations (“QSRs”) requirements). Class II devices receive marketing clearance through a 510(k) pre-market

notification. For Class III devices, a pre-market approval (“PMA”) application will be required unless the device is a pre-amendments device (on the market prior to the passage of the medical device amendments in 1976, or substantially equivalent to such a device) and PMAs have not been called for. In that case, a 510(k) will be the route to market. A 510(k) clearance will be granted if the submitted information establishes that the proposed device is substantially equivalent to a legally marketed Class I or II medical device, or to a Class III medical device for which the FDA has not called for a PMA. The FDA may determine that a proposed device is not substantially equivalent to a legally marketed device or that additional information or data are needed before a substantial equivalence determination can be made. A request for additional data may require that clinical studies of the device’s safety and efficacy be performed.

Commercial distribution of a device for which a 510(k) notification is required can begin only after the FDA issues an order finding the device to be substantially equivalent to a previously cleared device. The FDA has recently been requiring a more rigorous demonstration of substantial equivalence than in the past. Even in cases where the FDA grants a 510(k) clearance, it can take the FDA between three and six months from the date of submission to grant a 510(k) clearance, but it may take longer.

A not substantially equivalent determination, or a request for additional information, could delay the market introduction of new products that fall into this category and could have a materially adverse effect on our business, financial condition and results of operations. For any of our products that are cleared through the 510(k) process, modifications or enhancements that could significantly affect the safety or efficacy of the device or that constitute a major change to the intended use of the device will require new 510(k) submissions.

We have obtained 510(k) clearances for all of our marketed products. We have also modified aspects of our products since receiving regulatory clearance, but we believe that new 510(k) clearances are not required for these modifications. After a device receives a 510(k) clearance or a PMA, any modification that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, will require a new clearance or approval. The FDA requires each manufacturer to make this determination initially, but the FDA can review any such decision and can disagree with a manufacturer’s determination. If the FDA disagrees with our determination not to seek a new 510(k) clearance or PMA, the FDA may retroactively require us to seek 510(k) clearance or pre-market approval. The FDA could also require us to cease marketing and distribution and/or recall the modified device until a 510(k) clearance or a PMA approval is obtained. Also, in these circumstances, we may be subject to significant regulatory fines or penalties.

Any products manufactured or distributed by us pursuant to FDA clearances or approvals are subject to pervasive and continuing regulation by the FDA, including record keeping requirements and reporting of adverse experiences with the use of the device. Device manufacturers are required to register their establishments and list their devices with the FDA and certain state agencies, and are subject to periodic inspections by the FDA and certain state agencies. The FDA Act requires devices to be manufactured to comply with applicable QSR regulations which impose certain procedural and documentation requirements upon us with respect to design, development, manufacturing and quality assurance activities. We are subject to unannounced inspections by the FDA and the Food and Drug Branch of the California Department of Health Services, to determine our compliance with the QSR and other regulations, and these inspections may include the manufacturing facilities of our subcontractors.

Labeling and promotion activities are subject to scrutiny by the FDA and in certain instances, by the Federal Trade Commission. The FDA actively enforces regulations prohibiting marketing of products for unapproved uses. We and our products are also subject to a variety of state laws and regulations in those states or localities where our products are or will be marketed. Any applicable state or local regulations may hinder our ability to market our products in those states or localities. Manufacturers are also subject to numerous federal, state and local laws relating to such matters as safe working conditions, manufacturing practices, environmental protection, fire hazard control and disposal of hazardous or potentially hazardous substances. We may be required to incur significant costs to comply with such laws and regulations now or in the future. Such laws or regulations may have a material adverse effect upon our ability to do business.

Export of our products is regulated by the FDA and is covered by the Export Amendment of 1996, which greatly expanded the export of approved and unapproved United States medical devices. However, some foreign countries require manufacturers to provide an FDA certificate of products for export (“CPE”) which requires the device manufacturer to certify to the FDA that the product has been granted pre-market clearance in the United States and that the manufacturing facilities appeared to be in compliance with QSR at the time of the last QSR inspection. The FDA will refuse to issue a CPE if significant outstanding QSR violations exist.

We are also regulated under the Radiation Control for Health and Safety Act, which requires laser products to comply with performance standards, including design and operation requirements, and manufacturers to certify in product labeling and in reports to the FDA that their products comply with all such standards. The law also requires laser manufacturers to file new product and annual reports, maintain manufacturing, testing and sales records and report product defects. Various warning labels must be affixed and certain protective devices installed, depending on the class of the product.

The introduction of our products in foreign markets will also subject us to foreign regulatory clearances which may impose substantial additional costs and burdens. International sales of medical devices are subject to the regulatory requirements of each country. The regulatory review process varies from country to country. Many countries also impose product standards, packaging requirements, labeling requirements and import restrictions on devices. In addition, each country has its own tariff regulations, duties and tax requirements. The approval by the FDA and foreign government authorities is unpredictable and uncertain. The necessary approvals or clearances may not be granted on a timely basis, if at all. Delays in receipt of, or a failure to receive, such approvals or clearances, or the loss of any previously received approvals or clearances, could have a material adverse effect on our business, financial condition and results of operations.

Changes in existing requirements or adoption of new requirements or policies by the FDA or other foreign and domestic regulatory authorities could adversely affect our ability to comply with regulatory requirements. Failure to comply with regulatory requirements could have a material adverse effect on our business, financial condition and results of operations. We may be required to incur significant costs to comply with laws and regulations in the future. These laws or regulations may have a material adverse effect upon our business, financial condition or results of operations.

### **Reimbursement**

The cost of a significant portion of medical care in the United States is funded by government programs, health maintenance organizations and private insurance plans. Our ophthalmology products are typically purchased by doctors, clinics, hospitals and other users, which bill various third-party payers, such as government programs and private insurance plans, for the health care services provided to their patients. Government imposed limits on reimbursement of hospitals and other health care providers have significantly affected the spending budgets of doctors, clinics and hospitals to acquire new equipment, including our products. Under certain government insurance programs, a health care provider is reimbursed for a fixed sum for services rendered in treating a patient, regardless of the actual charge for such treatment. The Center for Medicare and Medicaid Services reimburses hospitals on a prospectively-determined fixed amount basis for the costs associated with an in-patient hospitalization based on the patient's discharge diagnosis, regardless of the actual costs incurred by the hospital or physician in furnishing the care and regardless of the specific devices used in that procedure.

Private third-party reimbursement plans are also developing increasingly sophisticated methods of controlling health-care costs by imposing limitations on reimbursable procedures and the exploration of more cost-effective methods of delivering health care. In general, these government and private measures have caused health care providers, including our customers, to be more selective in the purchase of medical products. In addition, changes in government regulation or in private third-party payers' policies may limit or eliminate reimbursement for procedures employing our products, which could have a material adverse effect on our business, results of operations and financial condition.

Doctors, clinics, hospitals and other users of our products may not obtain adequate reimbursement for use of our products from third-party payers. While we believe that the laser procedures using our products have generally been reimbursed, payers may deny coverage and reimbursement for our products if they determine that the device was not reasonable and necessary for the purpose used, was investigational or was not cost-effective.

### **Backlog and Seasonality**

We generally do not maintain a material level of backlog. As a result, we do not believe that our backlog at any particular time is indicative of future sales levels. Our quarterly results have been, and are expected to continue to be, affected by seasonal factors. For example, our European sales during the third quarter are generally lower due to many businesses being closed for the summer vacation season.

### **Employees**

Currently, we have a total of 108 full-time equivalent employees engaged in our ongoing ophthalmology operations, including 55 in operations (including manufacturing, quality, logistics and service), 25 in sales and marketing which does not include the 15 independent sales representatives, 17 in research and development and 11 in finance and administration. We also employ, from time to time, a number of temporary and part-time employees as well as consultants on a contract basis. At January 2, 2016, we employed 25 such persons. Our future success will depend in part on our ability to attract, train, retain and motivate highly qualified employees, who are in great demand. We may not be successful in attracting and retaining such personnel. Our employees are not represented by a collective bargaining organization, and we have never experienced a work stoppage or strike. We consider our employee relations to be good.

## Available Information

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, through the SEC's website at [www.sec.gov](http://www.sec.gov). These periodic reports and amendments are also available, free of charge, on our website at [www.IRIDEX.com](http://www.IRIDEX.com), as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission.

Investors and others should note that we announce material financial information to our investors using SEC filings, press releases, our investor relations website, public conference calls and webcasts. We use these channels as well as social media to communicate with investors, customers and the public about our company, our products and other issues. It is possible that the information we post on social media channels could be deemed to be material information. We encourage investors, our customers, and others interested in IRIDEX to review the information we post on our Facebook page ([www.facebook.com/IRIDEX](http://www.facebook.com/IRIDEX)) and Twitter feed (<https://twitter.com/IRIDEX>). Any information on, or that can be accessed through, our website and social media channels is not part of this report.

## Item 1A. Risk Factors

### Factors That May Affect Future Results

In addition to the other information contained in this Annual Report Form 10-K, we have identified the following risks and uncertainties that may have a material adverse effect on our business, common stock price, financial condition or results of operations. You should carefully consider the risks described below before making an investment decision.

***We face quality control and other production issues that could materially and adversely impact our sales and financial results and the acceptance of our products.***

The manufacture of our infrared and visible laser consoles and the related delivery devices is a highly complex and precise process. We assemble critical subassemblies and substantially all of our final products at our facility in Mountain View, California. We may experience manufacturing difficulties, quality control issues or assembly constraints, particularly with regard to new products that we may introduce.

We have recently experienced production difficulties as we continued to increase production for certain legacy and new product offerings to meet the increased sales volumes. When these production difficulties began manifesting themselves as quality issues we reduced shipments, particularly to international distributors. If we are unable to address these issues in a timely and cost-effective manner, or if we were to experience similar quality control and production issues in the future, our sales levels may suffer and manufacturing and operational costs may increase.

If our sales increase substantially we may need to increase our production capacity and may not be able to do so in a timely, effective, or cost efficient manner. We may not be able to manufacture sufficient quantities of our products, which may require that we qualify other manufacturers for our products. Furthermore, we may experience delays, disruptions, capacity constraints or quality control problems in our manufacturing operations and as a result, product shipments to our customers could be delayed, which would negatively impact our net revenues.

***Some of our laser systems are complex in design and may contain defects that are not detected until deployed by our customers, which could increase our costs and reduce our revenues.***

Laser systems are inherently complex in design and require ongoing regular maintenance. The manufacture of our lasers, laser products and systems involves a highly complex and precise process. As a result of the technical complexity of our products, changes in our or our suppliers' manufacturing processes or the inadvertent use of defective materials by us or our suppliers could result in a material adverse effect on our ability to achieve acceptable manufacturing yields and product reliability. To the extent that we do not achieve such yields or product reliability, our business, operating results, financial condition and customer relationships would be adversely affected. We provide warranties on certain of our product sales, and allowances for estimated warranty costs are recorded during the period of sale. The determination of such allowances requires us to make estimates of failure rates and expected costs to repair or replace the products under warranty. We currently establish warranty reserves based on historical warranty costs. If actual return rates and/or repair and replacement costs differ significantly from our estimates, adjustments to recognize additional cost of revenues may be required in future periods.

Our customers may discover defects in our products after the products have been fully deployed and operated under peak stress conditions. In addition, some of our products are combined with products from other vendors, which may contain defects. As a result, should problems occur, it may be difficult to identify the source of the problem. If we are unable to identify and fix defects or other problems, we could experience, among other things:

- loss of customers;
- increased costs of product returns and warranty expenses;
- damage to our brand reputation;
- failure to attract new customers or achieve market acceptance;
- diversion of development and engineering resources; and
- legal actions by our customers.

The occurrence of any one or more of the foregoing factors could seriously harm our business, financial condition and results of operations.

***We depend on international sales for a significant portion of our operating results.***

We derive, and expect to continue to derive, a large portion of our revenues from international sales. For the fiscal year ended January 2, 2016, our international ophthalmology sales were \$17.8 million or 42.6% of total revenues. We anticipate that international sales will continue to account for a significant portion of our revenues in the foreseeable future. None of our international revenues and costs for the fiscal year ended January 2, 2016 have been denominated in foreign currencies. As a result, an increase in the value of the U.S. dollar relative to foreign currencies makes our products more expensive and thus less competitive in foreign markets. Our international operations and sales are subject to a number of risks and potential costs, including:

- fluctuations in foreign currency exchange rates;
- quality and production issues;
- performance of our international channel of distributors;
- longer accounts receivable collection periods;
- impact of recessions in global economies and availability of credit;
- political and economic instability;
- trade sanctions and embargoes;
- impact of international conflicts, terrorist and military activity, civil unrest;
- foreign certification requirements, including continued ability to use the “CE” mark in Europe, and other local regulatory requirements;
- differing local product preferences and product requirements;
- cultural differences;
- changes in foreign medical reimbursement and coverage policies and programs;
- reduced or limited protections of intellectual property rights in jurisdictions outside the United States;
- potentially adverse tax consequences; and
- multiple protectionist, adverse and changing foreign governmental laws and regulations.

Any one or more of these factors stated above could have a material adverse effect on our business, financial condition or results of operations.

As we expand our existing international operations we may encounter new risks. For example, as we focus on building our international sales and distribution networks in new geographic regions, we must continue to develop relationships with qualified local distributors and trading companies. If we are not successful in developing these relationships, we may not be able to grow sales in these geographic regions. These or other similar risks could adversely affect our revenues and profitability.

***We are exposed to risks associated with worldwide economic slowdowns and related uncertainties.***

We are subject to macro-economic fluctuations in the U.S. and worldwide economy. Concerns about consumer and investor confidence, volatile corporate profits and reduced capital spending, international conflicts, terrorist and military activity, civil unrest and pandemic illness could reduce customer orders or cause customer order cancellations. In addition, political and social turmoil related to international conflicts and terrorist acts may put further pressure on economic conditions in the United States and abroad.

Weak economic conditions and declines in consumer spending and consumption may harm our operating results. Purchases of our products are often discretionary. During uncertain economic times, customers or potential customers may delay, reduce or forego their purchases of our products and services, which may impact our business in a number of ways, including lower prices for our products and services and reducing or delaying sales. There could be a number of follow-on effects from economic uncertainty on our business, including insolvency of key suppliers resulting in product delays, delays in customer payments of outstanding accounts receivable and/or customer insolvencies, counterparty failures negatively impacting our operations, and increasing expense or inability to obtain future financing.

If economic uncertainty persisted, or if the economy entered a prolonged period of decelerating growth, our results of operations may be harmed.

***Our operating results may fluctuate from quarter to quarter and year to year.***

Our sales and operating results may vary significantly from quarter to quarter and from year to year in the future. Our operating results are affected by a number of factors, many of which are beyond our control. Factors contributing to these fluctuations include the following:

- changes in the prices at which we can sell our products, including the impact of changes in exchange rates;
- introduction of new products, product enhancements and new applications by our competitors, including new drugs, entry of new competitors into our markets, pricing pressures and other competitive factors;
- general economic uncertainties and political concerns;
- the timing of the introduction and market acceptance of new products, product enhancements and new applications;
- changes in demand for our existing line of ophthalmology products;
- the cost and availability of components and subassemblies, including the willingness and ability of our sole or limited source suppliers to timely deliver components at the times and prices that we have planned;
- our ability to maintain sales volumes at a level sufficient to cover fixed manufacturing and operating costs;
- fluctuations in our product mix within ophthalmology products and foreign and domestic sales;
- the effect of regulatory approvals and changes in domestic and foreign regulatory requirements; our long and highly variable sales cycle; changes in customers' or potential customers' budgets as a result of, among other things, reimbursement policies of government programs and private insurers for treatments that use our products; and
- increased product innovation costs.

In addition to these factors, our quarterly results have been, and are expected to continue to be, affected by seasonal factors. For example, our European sales during the third quarter are generally lower due to many businesses being closed for the summer vacation season.

Our expense levels are based, in part, on expected future sales. If sales levels in a particular quarter do not meet expectations, we may be unable to adjust operating expenses quickly enough to compensate for the shortfall of sales, and our results of operations may be adversely affected. In addition, we have historically made a significant portion of each quarter's product shipments near the end of the quarter. If that pattern continues, any delays in shipment of products could have a material adverse effect on results of operations for such quarter. Due to these and other factors, we believe that quarter to quarter and year to year comparisons of our past operating results may not be meaningful. You should not rely on our results for any quarter or year as an indication of our future performance. Our operating results in future quarters and years may be below expectations, which would likely cause the price of our common stock to fall.

***Our stock price has been and may continue to be volatile and an investment in our common stock could suffer a decline in value.***

The trading price of our common stock has been subject to wide fluctuations in response to a variety of factors, some of which are beyond our control, including changes in foreign currency exchange rates, quarterly variations in our operating results, announcements by us or our competitors of new products or of significant clinical achievements, changes in market valuations of other similar companies in our industry and general market conditions. For fiscal year 2016, the trading price of our common stock fluctuated from a low of \$6.42 per share to a high of \$11.28 per share. There can be no assurance that our common stock trading price will not suffer declines. Our common stock may experience an imbalance between supply and demand resulting from low trading volumes and therefore broad market fluctuations could have a significant impact on the market price of our common stock regardless of our performance.

***Our future success depends on our ability to develop and successfully introduce new products and new applications.***

Our future success is dependent upon, among other factors, our ability to develop, obtain regulatory approval or clearance of, manufacture and market new products. Successful commercialization of new products and new applications will require that we effectively transfer production processes from research and development to manufacturing and effectively coordinate with our suppliers. In addition, we must successfully sell and achieve market acceptance of new products and applications and enhanced versions of existing products. The extent of, and rate at which, market acceptance and penetration are achieved by future products is a function of many variables, which include, among other things, price, safety, efficacy, reliability, marketing and sales efforts, the development of new applications for these products, the availability of third-party reimbursement of procedures using our new products, the existence of competing products and general economic conditions affecting purchasing patterns. Our ability to market and sell new products may also be subject to government regulation, including approval or clearance by the FDA and foreign government agencies. Any failure in our ability to successfully develop and introduce new products or enhanced versions of existing products and achieve market acceptance of new products and new applications could have a material adverse effect on our operating results and would cause our net revenues to decline.

***We rely on continued market acceptance of our existing products and any decline in sales of our existing products would adversely affect our business and results of operations.***

We currently market visible and infrared medical laser systems and delivery devices to the ophthalmology market. We believe that continued and increased sales, if any, of these medical laser systems is dependent upon a number of factors including the following:

- acceptance of product performance, features, ease of use, scalability and durability, including with respect to our MicroPulse laser photocoagulation systems;
- recommendations and opinions by ophthalmologists, other clinicians, and their associated opinion leaders;
- clinical study outcomes;
- price of our products and prices of competing products and technologies particularly in light of the current macro-economic environment where healthcare systems and healthcare operators are becoming increasingly price sensitive;
- availability of competing products, technologies and alternative treatments; and
- level of reimbursement for treatments administered with our products.

In addition, we derive a meaningful portion of our sales in the form of recurring revenues from selling consumable instrumentation including our EndoProbe devices and service. Our ability to increase recurring revenues from the sale of consumable products will depend primarily upon the features of our current products and product innovation, the quality of our products, ease of use and prices of our products, including the relationship to prices of competing products. The level of our service revenues will depend on the quality of service we provide and the responsiveness and the willingness of our customers to request our services rather than purchase competing products or services. Any significant decline in market acceptance of our products or our revenues derived from the sales of laser consoles, delivery devices, consumables or services may have a material adverse effect on our business, results of operations and financial condition.

***We face strong competition in our markets and expect the level of competition to grow in the foreseeable future.***

Competition in the market for devices used for ophthalmic treatment procedures is intense and is expected to increase. Our competitive position depends on a number of factors including product performance, characteristics and functionality, ease of use, scalability, durability and cost. Our principal competitors in ophthalmology are Alcon Inc. (Novartis AG), Carl Zeiss Meditec AG, Nidek Co. Ltd., Synergetics (Bausch and Lomb), Topcon Corporation, Ellex Medical Lasers, Ltd., Quantel Medical SA, and Lumenis Ltd. Most of these companies currently offer a competitive, semiconductor-based laser system for ophthalmology. Also within ophthalmology,



pharmaceutical alternative treatments for AMD and DME such as Lucentis/Avastin (Genentech), Eylea (Regeneron), Macugen (OSI Pharmaceuticals), Ozurdex (Allergan) and ILUVIEN (Alimera Sciences), and to a lesser extent Visudyne (Valeant Pharmaceuticals), compete rigorously with traditional laser procedures. A number of these competitors have substantially greater financial, engineering, product development, manufacturing, marketing and technical resources than we do, including greater name recognition, and benefit from long-standing customer relationships. Some medical companies, academic and research institutions, or others, may develop new technologies or therapies that are more effective in treating conditions targeted by us or are less expensive than our current or future products. Any such developments could have a material adverse effect on our business, financial condition and results of operations.

***Our operating results may be adversely affected by uncertainty regarding healthcare reform measures and changes in third-party coverage and reimbursement policies.***

Changes in government legislation or regulation or in private third-party payers' policies toward reimbursement for procedures employing our products may prohibit adequate reimbursement. There have been a number of legislative and regulatory proposals to change the healthcare system, reduce the costs of healthcare and change medical reimbursement policies. Doctors, clinics, hospitals and other users of our products may decline to purchase our products to the extent there is uncertainty regarding reimbursement of medical procedures using our products and any healthcare reform measures. Further proposed legislation, regulation and policy changes affecting third-party reimbursement are likely. We are unable to predict what legislation or regulation, if any, relating to the health care industry or third-party coverage and reimbursement may be enacted in the future, or what effect such legislation or regulation may have on us. Furthermore, existing legislation and regulation related to the health care industry and third-party coverage reimbursement has been subject to judicial challenge, and may be subject to similar challenges from time to time in the future. Denial of coverage and reimbursement of our products, or the revocation or changes to coverage and reimbursement policies, could have a material adverse effect on our business, results of operations and financial condition.

Our ophthalmology products are typically purchased by doctors, clinics, hospitals and other users, which bill various third-party payers, such as governmental programs and private insurance plans, for the health care services provided to their patients. Third-party payers are increasingly scrutinizing and continue to challenge the coverage of new products and the level of reimbursement for covered products. Doctors, clinics, hospitals and other users of our products may not obtain adequate reimbursement for use of our products from third-party payers. While we believe that the laser procedures using our products have generally been reimbursed, payers may deny coverage and reimbursement for our products if they determine that the device was not reasonable and necessary for the purpose used, was investigational or was not cost-effective.

***We depend on collaborative relationships to develop, introduce and market new products, product enhancements and new applications.***

We depend on both clinical and commercial collaborative relationships. We have entered into collaborative relationships with academic medical centers and physicians in connection with the research and innovation and clinical testing of our products. Commercially, we currently have a distribution and licensing agreement with Alcon for our GreenTip SoftTip Cannula. Sales of and royalties from the GreenTip Soft Tip Cannula are dependent upon the sales performance of Alcon, which depends on their efforts and is beyond our control. The failure to obtain any additional future clinical or commercial collaborations and the resulting failure or success of such arrangements of any current or future clinical or commercial collaboration relationships could have a material adverse effect on our ability to introduce new products or applications and therefore could have a material adverse effect on our business, results of operations and financial condition.

***While we devote significant resources to research and development, our research and development may not lead to new products that achieve commercial success.***

Our ability to generate incremental revenue growth will depend, in part, on the successful outcome of research and development activities, including clinical trials that lead to the development of new products and new applications using our products. Our research and development process is expensive, prolonged, and entails considerable uncertainty. Due to the complexities and uncertainties associated with ophthalmic research and development, products we are currently developing may not complete the development process or obtain the regulatory approvals required to market such products successfully. The products currently in our development pipeline may not be approved by regulatory entities and may not be commercially successful, and our current and planned products could be surpassed by more effective or advanced products of current or future competitors. Therefore, even if we are able to successfully develop enhancements or new generations of our products, these enhancements or new generations of products may not produce revenue in excess of the costs of development and they may be quickly rendered obsolete by changing customer preferences or the introduction by our competitors of products embodying new technologies or features.

***If we cannot increase our sales volumes, reduce our costs or introduce higher margin products to offset anticipated reductions in the average unit price of our products, our operating results may suffer.***

The average unit price of our products may decrease in the future in response to changes in product mix, competitive pricing pressures, new product introductions by our competitors or other factors. If we are unable to offset the anticipated decrease in our average selling prices by increasing our sales volumes or through new product introductions, our net revenues will decline. In addition, to maintain our gross margins we must continue to reduce the manufacturing cost of our products. If we cannot maintain our gross margins our business could be seriously harmed, particularly if the average selling price of our products decreases significantly without a corresponding increase in sales.

***We rely on our direct and independent sales forces and network of international distributors to sell our products and any failure to maintain our sales force and distributor relationships could harm our business.***

Our ability to sell our products and generate revenues depends upon our direct and independent sales forces within the United States and relationships with independent distributors outside the United States. Currently our direct and independent sales forces within the United States consists of approximately 14 employees and 15 independent representatives, respectively. Our international independent distributors are managed by a team of five people. We generally grant our distributors exclusive territories for the sale of our products in specified countries. The amount and timing of resources dedicated by our distributors to the sales of our products is not within our control. Our international sales are entirely dependent on the efforts of these third parties. If any distributor breaches the terms of its distribution agreement with us or fails to generate sales of our products, we may be forced to replace the distributor and our ability to sell our products into that exclusive sales territory would be adversely affected.

We do not have any long-term employment contracts with the members of our direct sales force. We may be unable to replace our direct sales force personnel with individuals of equivalent technical expertise and qualifications, which may harm our revenues and our ability to maintain market share. Similarly, our independent and distributor agreements are generally terminable at will by either party and independents and distributors may terminate their relationships with us, which would affect our sales and results of operations.

***If we fail to manage growth effectively, our business could be disrupted which could harm our operating results.***

We have experienced and may in the future experience growth in our business, both organically and through the acquisition of businesses and products. We have made and expect to continue to make significant investments to enable our future growth through, among other things, new product innovation and clinical trials for new applications and products. We must also be prepared to expand our work force and to train, motivate and manage additional employees as the need for additional personnel arises. Our personnel, systems, procedures and controls may not be adequate to support our future operations. Any failure to effectively manage future growth could have a material adverse effect on our business, results of operations and financial condition.

***We rely on patents and proprietary rights to protect our intellectual property and business.***

Our success and ability to compete is dependent in part upon our proprietary information. We rely on a combination of patents, trade secrets, copyright and trademark laws, nondisclosure and other contractual agreements and technical measures to protect our intellectual property rights. We file patent applications to protect technology, inventions and improvements that are significant to the development of our business. We have been issued 28 United States patents and 14 foreign patents on the technologies related to our products and processes. We have 12 pending patent applications in the United States and 25 foreign pending patent applications that have been filed. Our patent applications may not be approved. Any patents granted now or in the future may offer only limited protection against potential infringement and development by our competitors of competing products. Moreover, our competitors, many of which have substantial resources and have made substantial investments in competing technologies, may seek to apply for and obtain patents that will prevent, limit or interfere with our ability to make, use or sell our products either in the United States or in international markets. Patents have a limited lifetime and once a patent expires competition may increase.

In addition to patents, we rely on trade secrets and proprietary know-how which we seek to protect, in part, through proprietary information agreements with employees, consultants and other parties. Our proprietary information agreements with our employees and consultants contain industry standard provisions requiring such individuals to assign to us without additional consideration any inventions conceived or reduced to practice by them while employed or retained by us, subject to customary exceptions. Proprietary information agreements with employees, consultants and others may be breached, and we may not have adequate remedies for any breach. Also, our trade secrets may become known to or independently developed by competitors.

The laser and medical device industry is characterized by frequent litigation regarding patent and other intellectual property rights. Companies in the medical device industry have employed intellectual property litigation to gain a competitive advantage. Numerous patents are held by others, including academic institutions and our competitors. Patent applications filed in the United States after November 2000 generally will be published eighteen months after the filing date. However, since patent applications continue to be maintained in secrecy for at least some period of time, both within the United States and with regards to international patent applications, we cannot assure you that our technology does not infringe any patents or patent applications held by third parties.

We have, from time to time, been notified of, or have otherwise been made aware of, claims that we may be infringing upon patents or other proprietary intellectual property owned by others. If it appears necessary or desirable, we may seek licenses under such patents or proprietary intellectual property. Although patent holders commonly offer such licenses, licenses under such patents or intellectual property may not be offered or the terms of any offered licenses may not be reasonable.

Any claims, with or without merit, and regardless of whether we are successful on the merits, would be time-consuming, result in costly litigation and diversion of technical and management personnel, cause shipment delays or require us to develop non-infringing technology or to enter into royalty or licensing agreements. An adverse determination in a judicial or administrative proceeding and failure to obtain necessary licenses or develop alternate technologies could prevent us from manufacturing and selling our products, which would have a material adverse effect on our business, results of operations and financial condition.

***If we lose key personnel or fail to integrate replacement personnel successfully, our ability to manage our business could be impaired.***

Our future success depends upon the continued service of our key management, technical, sales, and other critical personnel. Our officers and other key personnel are employees-at-will, and we cannot assure you that we will be able to retain them. Key personnel have left our Company in the past, and there likely will be additional departures of key personnel from time to time in the future. The loss of any key employee could result in significant disruptions to our operations, including adversely affecting the timeliness of product releases, the successful implementation and completion of Company initiatives, and the results of our operations. Competition for these individuals is intense, and we may not be able to attract, assimilate or retain highly qualified personnel. Competition for qualified personnel in our industry and the San Francisco Bay Area, as well as other geographic markets in which we recruit, is intense and characterized by increasing salaries, which may increase our operating expenses or hinder our ability to recruit qualified candidates. In addition, the integration of replacement personnel could be time consuming, may cause additional disruptions to our operations, and may be unsuccessful.

***If we fail to accurately forecast demand for our product and component requirements for the manufacture of our product, we could incur additional costs or experience manufacturing delays and may experience lost sales or significant inventory carrying costs.***

We use quarterly and annual forecasts based primarily on our anticipated product orders to plan our manufacturing efforts and determine our requirements for components and materials. It is very important that we accurately predict both the demand for our product and the lead times required to obtain the necessary components and materials. Lead times for components vary significantly and depend on numerous factors, including the specific supplier, the size of the order, contract terms and current market demand for such components. If we overestimate the demand for our product, we may have excess inventory, which would increase our costs. If we underestimate demand for our product and consequently, our component and materials requirements, we may have inadequate inventory, which could interrupt our manufacturing, delay delivery of our product to our customers and result in the loss of customer sales. Any of these occurrences would negatively impact our business and operating results.

***We depend on sole source or limited source suppliers.***

We rely on third parties to manufacture substantially all of the components used in our products, including optics, laser diodes and crystals. We have some long term or volume purchase agreements with our suppliers and currently purchase components on a purchase order basis. Some of our suppliers and manufacturers are sole or limited sources. In addition, some of these suppliers are relatively small private companies whose operations may be disrupted or discontinued at any time. There are risks associated with the use of independent manufacturers, including the following:

- unavailability of shortages or limitations on the ability to obtain supplies of components in the quantities that we require;
- delays in delivery or failure of suppliers to deliver critical components on the dates we require;
- failure of suppliers to manufacture components to our specifications, and potentially reduced quality; and
- inability to obtain components at acceptable prices.

Our business and operating results may suffer from the lack of alternative sources of supply for critical sole and limited source components. The process of qualifying suppliers is complex, requires extensive testing with our products, and may be lengthy, particularly as new products are introduced. New suppliers would have to be educated in our production processes. In addition, the use of alternate components may require design alterations to our products and additional product testing under FDA and relevant foreign regulatory agency guidelines, which may delay sales and increase product costs. Any failures by our vendors to adequately supply limited and sole source components may impair our ability to offer our existing products, delay the submission of new products for regulatory approval and market introduction, materially harm our business and financial condition and cause our stock price to decline. Establishing our own capabilities to manufacture these components would be expensive and could significantly decrease our profit margins. Our business, results of operations and financial condition would be adversely affected if we are unable to continue to obtain components in the quantity and quality desired and at the prices we have budgeted.

***If our facilities were to experience catastrophic loss, our operations would be seriously harmed.***

Our facilities could be subject to catastrophic loss such as fire, flood or earthquake. All of our research and development activities, manufacturing, our corporate headquarters and other critical business operations are located near major earthquake faults in Mountain View, California. Any such loss at any of our facilities could disrupt our operations, delay production, shipments and revenue and result in large expense to repair and replace our facilities.

***If we fail to maintain our relationships with health care providers, customers may not buy our products and our revenue and profitability may decline.***

We market our products to numerous health care providers, including physicians, hospitals, ASC's, government affiliated groups and group purchasing organizations. We have developed and strive to maintain close relationships with members of each of these groups who assist in product research and development and advise us on how to satisfy the full range of surgeon and patient needs. We rely on these groups to recommend our products to their patients and to other members of their organizations. The failure of our existing products and any new products we may introduce to retain the support of these various groups could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to government regulations which may cause us to delay or withdraw the introduction of new products or new applications for our products.***

The medical devices that we market and manufacture are subject to extensive regulation by the FDA and by foreign and state governments. Under the FDA Act and the related regulations, the FDA regulates the design, development, clinical testing, manufacture, labeling, sale, distribution and promotion of medical devices. Before a new device can be introduced into the market, the product must undergo rigorous testing and an extensive regulatory review process implemented by the FDA under federal law. Unless otherwise exempt, a device manufacturer must obtain market clearance through either the 510(k) premarket notification process or the lengthier premarket approval application process. Depending upon the type, complexity and novelty of the device and the nature of the disease or disorder to be treated, the FDA process can take several years, require extensive clinical testing and result in significant expenditures. Even if regulatory approval is obtained, later discovery of previously unknown safety issues may result in restrictions on the product, including withdrawal of the product from the market. Other countries also have extensive regulations regarding clinical trials and testing prior to new product introductions. Our failure to obtain government approvals or any delays in receipt of such approvals would have a material adverse effect on our business, results of operations and financial condition.

The FDA imposes additional regulations on manufacturers of approved medical devices. We are required to comply with the applicable Quality System regulations and our manufacturing facilities are subject to ongoing periodic inspections by the FDA and corresponding state agencies, including unannounced inspections, and must be licensed as part of the product approval process before being utilized for commercial manufacturing. Noncompliance with the applicable requirements can result in, among other things, fines, injunctions, civil penalties, recall or seizure of products, total or partial suspension of production, withdrawal of marketing approvals, and criminal prosecution. The FDA also has the authority to request repair, replacement or refund of the cost of any device we manufacture or distribute. Any of these actions by the FDA would materially and adversely affect our ability to continue operating our business and the results of our operations.

In addition, we are also subject to varying product standards, packaging requirements, labeling requirements, tariff regulations, duties and tax requirements. As a result of our sales in Europe, we are required to have all products "CE" marked, an international symbol affixed to all products demonstrating compliance with the European Medical Device Directive and all applicable standards. While currently all of our released products are CE marked, continued certification is based on the successful review of our quality system by our European Registrar during their annual audit. Any loss of certification would have a material adverse effect on our business, results of operations and financial condition.

***The clinical trial process required to obtain regulatory approvals is costly and uncertain, and could result in delays in new product introductions or even an inability to release a product.***

The clinical trials required to obtain regulatory approvals for our products are complex and expensive and their outcomes are uncertain. When we do embark upon clinical trials, we incur substantial expense for, and devote significant time to, these trials but cannot be certain that the trials will ever result in the commercial sale of a product. We may suffer significant setbacks in clinical trials, even after earlier clinical trials showed promising results. Any of our products may produce undesirable side effects that could cause us or regulatory authorities to interrupt, delay or halt clinical trials of a product candidate. We, the FDA, or another regulatory authority may suspend or terminate clinical trials at any time if they or we believe the trial participants face unacceptable health risks.

***If we fail to comply with the FDA's quality system regulation and laser performance standards, our manufacturing operations could be halted, and our business would suffer.***

We are currently required to demonstrate and maintain compliance with the FDA's QSR. The QSR is a complex regulatory scheme that covers the methods and documentation of the design, testing, control, manufacturing, labeling, quality assurance, packaging, storage and shipping of our products. Because our products involve the use of lasers, our products also are covered by a performance standard for lasers set forth in FDA regulations. The laser performance standard imposes specific record-keeping, reporting, product testing and product labeling requirements. These requirements include affixing warning labels to laser products, as well as incorporating certain safety features in the design of laser products. The FDA enforces the QSR and laser performance standards through periodic unannounced inspections. We have been, and anticipate in the future being, subject to such inspections. Our failure to take satisfactory corrective action in response to an adverse QSR inspection or our failure to comply with applicable laser performance standards could result in enforcement actions, including a public warning letter, a shutdown of our manufacturing operations, a recall of our products, civil or criminal penalties, or other sanctions, which would cause our sales and business to suffer.

***If we modify one of our FDA approved devices, we may need to seek reapproval, which, if not granted, would prevent us from selling our modified products or cause us to redesign our products.***

Any modifications to an FDA-cleared device that would significantly affect its safety or effectiveness or that would constitute a major change in its intended use would require a new 510(k) clearance or possibly a premarket approval. We may not be able to obtain additional 510(k) clearances or premarket approvals for new products or for modifications to, or additional indications for, our existing products in a timely fashion, or at all. Delays in obtaining future clearances would adversely affect our ability to introduce new or enhanced products in a timely manner, which in turn would harm our revenues and future profitability. We have made modifications to our devices in the past and may make additional modifications in the future that we believe do not or will not require additional clearances or approvals. If the FDA disagrees, and requires new clearances or approvals for the modifications, we may be required to recall and to stop marketing the modified devices, which could harm our operating results and require us to redesign our products.

***Our products may be misused, which could harm our reputation and our business.***

We market and sell our products for use by highly skilled physicians with specialized training and experience in the treatment of eye-related disorders. We, and our distributors, generally offer but do not require purchasers or operators of our products to attend training sessions, nor do we supervise the procedures performed with our products. The physicians who operate our products are responsible for their use and the treatment regime for each individual patient. In addition, non-physicians, particularly in countries outside of the United States, or poorly trained or inexperienced physicians may make use of our products. Our efforts to market our MicroPulse systems as a Fovea-friendly alternative to traditional CW systems or alternative treatment methods may increase the risk that our products will be misused. The lack of training and the purchase and use of our products by non-physicians or poorly trained or inexperienced physicians may result in product misuse and adverse treatment outcomes, which could harm our reputation and expose us to costly product liability litigation, or otherwise cause our business to suffer.

***Inability of customers to obtain credit or material increases in interest rates may harm our sales.***

Some of our products are sold to health care providers in general practice. Many of these health care providers purchase our products with funds they secure through various financing arrangements with third-party financial institutions, including credit facilities and short-term loans. If availability of credit becomes more limited, or interest rates increase, these financing arrangements may be harder to obtain or more expensive to our customers, which may decrease demand for our products. Any reduction in the sales of our products would cause our business to suffer.

***Our products could be subject to recalls even after receiving FDA approval or clearance. A recall would harm our reputation and adversely affect our operating results.***

The FDA and similar governmental authorities in other countries in which we market and sell our products have the authority to require the recall of our products in the event of material deficiencies or defects in design or manufacture. A government mandated recall, or a voluntary recall by us, could occur as a result of component failures, manufacturing errors or design defects, including defects in labeling. A recall could divert management's attention, cause us to incur significant expenses, harm our reputation with customers and negatively affect our future sales.

***If product liability claims are successfully asserted against us, we may incur substantial liabilities that may adversely affect our business or results of operations.***

We may be subject to product liability claims from time to time. Our products are highly complex and some are used to treat extremely delicate eye tissue. We believe we maintain adequate levels of product liability insurance. However, product liability insurance is expensive and we might not be able to obtain product liability insurance in the future on acceptable terms or in sufficient amounts to protect us, if at all. A successful claim brought against us in excess of our insurance coverage could have a material adverse effect on our business, results of operations and financial condition.

***Efforts to acquire additional companies or product lines may divert our managerial resources away from our business operations, and if we complete additional acquisitions, we may incur or assume additional liabilities or experience integration problems.***

Since 1989, we have completed six acquisitions. As part of our growth strategy we seek to acquire businesses or product lines for various reasons, including adding new products, adding new customers, increasing penetration with existing customers, adding new manufacturing capabilities or expanding into new geographic markets. Our ability to successfully grow through acquisitions depends upon our ability to identify, negotiate, complete and integrate suitable acquisitions and to obtain any necessary financings. These efforts could divert the attention of our management and key personnel from our business operations. If we complete future acquisitions, we may also experience:

- difficulties integrating any acquired products into our existing business;
- delays in realizing the benefits of the acquired products;
- diversion of our management's time and attention from other business concerns;
- adverse customer reaction to the product acquisition; and
- increases in expenses.

Any one or more of these factors stated above could have a material adverse effect on our business, financial condition or results of operations. Furthermore, acquisitions could materially impair our operating results by causing us to amortize acquired assets, incur acquisition expenses and add debt.

***We are subject to federal, state and foreign laws governing our business practices which, if violated, could result in substantial penalties. Additionally, challenges to or investigation into our practices could cause adverse publicity and be costly to respond to and thus could harm our business.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires us to track and disclose the source of certain metals used in manufacturing which may stem from minerals (so called "conflict minerals") which originate in the Democratic Republic of the Congo or adjoining regions. These metals include tantalum, tin, gold and tungsten. These metals are central to the technology industry and are present in some of our products as component parts. In most cases no acceptable alternative material exists which has the necessary properties. It is not possible to determine the source of the metals by analysis but instead a good faith description of the source of the intermediate components and raw materials must be obtained. The components which incorporate those metals may originate from many sources and we purchase fabricated products from manufacturers who may have a long and difficult-to-trace supply chain. As the spot price of these materials varies, producers of the metal intermediates can be expected to change the mix of sources used, and components and assemblies which we buy may have a mix of sources as their origin. We are required to carry out a diligent effort to determine and disclose the source of these materials. There can be no assurance we can obtain this information from intermediate producers who are unwilling or unable to provide this information or further identify their sources of supply or to notify us if these sources change. These metals are subject to price fluctuations and shortages which can affect our ability to obtain the manufactured materials we rely on at favorable terms or from consistent sources. These changes could have an adverse impact on our ability to manufacture and market our devices and products.

***If we fail to comply with environmental requirements, our business, financial condition, operating results and reputation could be adversely affected.***

We are subject to various environmental laws and regulations including laws governing the hazardous material content of our devices and products and laws relating to the collection of and recycling of electrical and electronic equipment. Examples of these laws and regulations include the EU Restrictions of Hazardous Substances Directive (the "RoHS Directive"), as well as the implementing legislation of the EU member states. Under EU Directive 2011/65/EU ("RoHS II Directive") the substance restrictions of the RoHS Directive became applicable to our devices and products beginning on July 22, 2014. Similar laws and regulations have been passed or are pending in several other jurisdictions and may be enacted in other regions, including in the United States, and we are, or may in the future be, subject to these laws and regulations.

The RoHS Directive bans the use of certain hazardous materials such as lead, mercury and cadmium in the manufacture of electrical equipment, including our devices and products. We expect that our devices and products will be compliant with the RoHS II Directive requirements. However, if there are changes to this or other laws (or their interpretation) or if new similar laws are passed in other jurisdictions, we may be required to modify our devices and products to use components compatible with these regulations. This modification and component substitution could result in additional costs to us or disrupt our operations or logistics.

Our failure to comply with past, present and future similar laws could result in reduced sales of our devices and products, inventory write-offs, reputational damage, penalties and other sanctions, any of which could harm our business and financial condition. We also expect that our devices and products will be affected by new environmental laws and regulations on an ongoing basis. To date, our expenditures for environmental compliance have not had a material impact on our results of operations or cash flows, and although we cannot predict the future impact of such laws or regulations, they will likely result in additional costs and may increase penalties associated with violations or require us to change the content of our devices and products or how they are manufactured, which could have a material adverse effect on our business, operating results and financial condition.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We lease a 37,166 square feet facility in Mountain View, California pursuant to a lease that is scheduled to expire in February 2019.

This facility is being substantially utilized for all of our manufacturing, research and development efforts and also serves as our corporate headquarters. Management believes that these facilities are adequate for our current needs and that suitable additional space or an alternative space would be available as needed in the future on commercially reasonable terms.

**Item 3. Legal Proceedings**

From time to time, we may be involved in legal proceedings arising in the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters, and Issuer Purchases of Equity Securities****Market Information for Common Equity**

Our common stock is currently and since our initial public offering on February 15, 1996, has been quoted on the NASDAQ Global Market under the symbol “IRIX”. The following table sets forth for the periods indicated the high and low sales prices for our common stock, as reported on the NASDAQ Global Market.

	High	Low
<b>Fiscal 2015</b>		
Fourth Quarter	\$ 10.21	\$ 7.43
Third Quarter	\$ 8.67	\$ 6.42
Second Quarter	\$ 11.09	\$ 7.64
First Quarter	\$ 11.28	\$ 8.46
<b>Fiscal 2014</b>		
Fourth Quarter	\$ 8.89	\$ 6.41
Third Quarter	\$ 8.49	\$ 6.80
Second Quarter	\$ 9.62	\$ 7.64
First Quarter	\$ 11.00	\$ 7.77

On March 9, 2016, the closing price on the NASDAQ Global Market for our common stock was \$10.55 per share. As of March 9, 2016, there were approximately 43 holders of record (not in street name) of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of our stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

**Dividend Policy**

We have never paid cash dividends on our common stock. We currently intend to retain any earnings for use in our business and do not anticipate paying cash dividends in the foreseeable future.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table provides information with respect to acquisitions of shares of our common stock during the quarter ended January 2, 2016.

**ISSUER PURCHASES OF EQUITY SECURITIES**

<i>Period</i>	<i>Total Number of Shares Purchased (1)</i>	<i>Average Price Paid per Share (2)</i>	<i>Total Number of Shares Purchased as Part of a Publicly Announced Plan</i>	<i>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan</i>
10/04/15 to 11/07/15	2,504	\$ 8.03	2,504	\$ 1,070,444
11/08/15 to 12/05/15	—	—	—	\$ 1,070,444
12/06/15 to 01/02/16	—	—	—	\$ 1,070,444
Total	2,504	\$ 8.03	2,504	\$ 1,070,444

- (1) In February 2013, the Board of Directors approved a one year \$3.0 million stock repurchase program that replaced the prior two year \$4.0 million stock repurchase program. In February 2014, the Board of Directors approved the extension of the plan for an additional year. In July 2014, the Board of Directors approved an extension of the plan for an additional year and authorized an additional \$3.0 million of stock repurchases. In August 2015, the Board of Directors approved a further extension of the plan for another year and authorized an additional \$2.0 million of stock repurchases. We have purchased 199,776 shares at an average price of \$7.82 per share during the fiscal year ended January 2, 2016. As of January 2, 2016, we have repurchased 837,241 shares for approximately \$6.6 million under this current program and we are authorized to purchase up to an additional \$1.1 million in common shares under the stock repurchase program. On September 9, 2015, we made a payment to James H. Mackaness, our former Chief Financial Officer and Chief Operating Officer, of approximately \$275 thousand in cash in



exchange for Mr. Mackaness' agreement to cancel vested stock options exercisable for an aggregate of 92,656 shares of our common stock. This payment to Mr. Mackaness was made using funds authorized and available under the stock repurchase program discussed above, and resulted in a reduction of the approximate dollar value of shares that may yet be purchased under this program.

- (2) Average price paid per share of common stock repurchased represents the execution price, including commissions paid to brokers.

## Item 6. Selected Financial Data

Not applicable.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

IRIDEX Corporation is a leading worldwide provider of therapeutic based laser consoles, delivery devices and consumable instrumentation used to treat sight-threatening eye diseases in ophthalmology. In February 2012, we sold our aesthetics business to Cutera, Inc. The sale of the aesthetics business was a significant step forward in our strategy because it allowed us to focus solely on our ophthalmology business which is our core strength. Our ophthalmology products are sold in the United States predominantly through a direct sales force and internationally through independent distributors.

We manage and evaluate our business in one segment: ophthalmology. We break down this segment by geography: Domestic (U.S.) and International (the rest of the world). In addition, we review trends by laser system sales (consoles and durable delivery devices) and recurring sales (single use consumable laser probes and other associated instrumentation ("consumables"), service and support).

Our ophthalmology revenues arise primarily from the sale of our Cyclo G6, IQ and OcuLight laser systems, consumables, service and support activities. Our current family of IQ products includes IQ 532 and IQ 577 laser photocoagulation systems and our OcuLight products include OcuLight TX, OcuLight Symphony ("Laser Delivery System"), OcuLight SL, OcuLight SLx, OcuLight GL and OcuLight GLx laser photocoagulation systems. In early 2015, we introduced Cyclo G6 Glaucoma Laser System and its family of disposable probes. The Cyclo G6 is an 810nm, infrared laser designed to treat patients diagnosed with a range of glaucoma disease states. Certain of our laser systems are capable of performing traditional continuous wavelength photocoagulation and our patented Fovea-Friendly MicroPulse laser photocoagulation. Towards the end of 2012, we introduced the TxCell Scanning Laser Delivery System which saves significant time in a variety of laser photocoagulation procedures in allowing physicians to deliver the laser in a multi-spot scanning mode, a more efficient method for these procedures than the traditional single spot mode. Our current family of laser probes includes a wide variety of products in 20, 23, 25 and 27 gauge for vitreoretinal surgery and the MP3 and G-Probes for glaucoma surgery.

Sales to international distributors are made on open credit terms or letters of credit and are currently denominated in U.S. dollars and accordingly, are not subject to risks associated with currency fluctuations. However, increases in the value of the US dollar against any local currencies could cause our products to become relatively more expensive to customers in a particular country or region, leading to reduced revenue or profitability in that country or region.

Cost of revenues consists primarily of the cost of components and sub-systems, assembling, packaging, shipping and testing components at our facility, direct labor and associated overhead; warranty, royalty and amortization of intangible assets and depot service costs.

Research and development expenses consist primarily of personnel costs, materials to support new product development and research support provided to clinicians at medical institutions developing new applications which utilize our products and regulatory expenses. Research and development costs have been expensed as incurred.

Sales and marketing expenses consist primarily of costs of personnel, sales commissions, travel expenses, advertising and promotional expenses.

General and administrative expenses consist primarily of costs of personnel, legal, accounting and other public company costs, insurance and other expenses not allocated to other departments.

## Results of Operations - 2015, 2014 and 2013

Our fiscal year ends on the Saturday closest to December 31. Fiscal 2015 ended on January 2, 2016, fiscal 2014 ended on January 3, 2015, and fiscal 2013 ended on December 28, 2013. Consequently, fiscal years 2015 and 2013 included only 52 weeks of operations while fiscal year 2014 included 53 weeks.

The following table sets forth certain operating data as a percentage of revenue for the periods indicated.

	Percentage of Revenue		
	Years Ended		
	FY 2015 Jan 02, 2016	FY 2014 Jan 03, 2015	FY 2013 Dec 28, 2013
Total revenues	100.0%	100.0%	100.0%
Cost of revenues	52.2	50.0	51.4
Gross margin	47.8	50.0	48.6
Operating expenses:			
Research and development	12.5	10.8	9.6
Sales and marketing	21.3	19.1	20.2
General and administrative	13.3	14.1	13.1
Proceeds from demutualization of insurance carrier	—	—	(1.2)
Total operating expenses	47.1	44.0	41.7
Income from operations	0.7	6.0	6.9
Other income (expense), net	—	(2.9)	(1.0)
Income from operations before benefit from income taxes	0.7	3.1	5.9
(Benefit from) provision for income taxes	(0.4)	(20.3)	0.1
Net income	1.1%	23.4%	5.8%

## Comparison of 2015 and 2014

### Revenues.

Our total revenues decreased \$1.1 million or 2.5% from \$42.8 million in 2014 to \$41.8 million in 2015. Our fiscal year 2015 revenues were impacted by reduced shipments of laser systems throughout the second and third quarters of 2015 as a result of supply chain issues. During the second quarter of 2015, we experienced production difficulties as we continued to increase production for certain legacy and new product offerings to meet increased sales volumes. These production difficulties manifested themselves as quality issues and we reduced shipments, particularly to international distributors, which had a negative impact on sales in 2015. In addition, our international business continued to be negatively impacted by the changes in foreign currency exchange rates. As a result, we experienced a decrease in our international systems sales, which was partially offset by an increase in our domestic systems sales. Our total recurring revenues increased as a result of an increase in our domestic disposables, mainly fueled by the sales of the Cyclo G6 MP3 probes, partially offset by a decrease in our international disposables, and service and support.

(in millions)	FY 2015	FY 2014	Change in \$	Change in %
Systems - domestic	\$ 10.2	\$ 10.0	\$ 0.2	1.8%
Systems - international	11.6	13.5	(1.9)	(14.0%)
Recurring revenues	20.0	19.3	0.7	3.4%
Total revenues	\$ 41.8	\$ 42.8	\$ (1.0)	(2.5%)

### Gross Profit.

Gross profit was \$20.0 million in 2015 compared with \$21.4 million in 2014, a decrease of \$1.4 million or 6.8%. Gross margin, which is defined as gross profit as a percentage of revenues, was 47.8% in 2015 compared with 50.0% in 2014, a decrease of 2.2 percentage points. The decrease in gross margin was attributable to special introductory prices for the Cyclo G6 glaucoma laser system, product mix, and lower manufacturing overhead absorption due to the decrease in revenues resulting from supply chain issues encountered in the second and third quarters of 2015.

Gross margins are expected to continue to fluctuate due to changes in the relative proportions of domestic and international sales, the product mix of sales, manufacturing variances, total unit volume changes that lead to greater or lesser production efficiencies and a variety of other factors.

#### *Research and Development.*

R&D expenses increased \$0.6 million or 12.6% from \$4.6 million in 2014 to \$5.2 million in 2015. The increase in spending was attributable primarily to an increase in investments in headcount and associated costs, as well as ongoing investments in new product development. In 2015, we incurred additional expenditures related to solving the production and quality issues we experienced during the second and third quarters of 2015.

#### *Sales and Marketing.*

Sales and marketing expenses increased \$0.7 million or 9.1%, from \$8.2 million in 2014 to \$8.9 million in 2015. The increase in spending was attributable primarily to an increase in commissions as a result of an increase in commission rates to incentivize product sales mix, as well as an increase in other general selling and marketing expenses to support growth in revenues.

#### *General and Administrative.*

General and administrative expenses decreased \$0.5 million or 8.0%, from \$6.0 million in 2014 to \$5.6 million in 2015. The decrease in spending was attributable primarily to a decrease in non-cash stock-based compensation charges, a decrease in bonus and profit sharing and a decrease in severance costs, offset in part by an increase in legal expenses.

#### *Other Income (Expense).*

Other income (expense) consisted primarily of expense recorded for the fair value re-measurement of the contingent earn-out liabilities incurred as a result of our acquisitions, was \$5 thousand in 2015 compared to \$1.3 million in 2014. The decrease in re-measurement of the contingent earn-out was due to a decrease in expected future revenues to be generated from these acquisitions.

#### *Income Taxes.*

We recorded a benefit from income taxes of \$0.2 million in 2015 compared to a benefit from income taxes of \$8.7 million in 2014. Our effective tax rate for 2015 was negative 62.9% compared to an effective tax rate of negative 653.6% for 2014. Our effective tax rate decreased due mainly to the increase in permanent adjustments and no change in the valuation allowance. At the end of 2015, the valuation allowance totaled \$0.8 million.

### **Comparison of 2014 and 2013**

#### *Revenues.*

Our total revenues increased \$4.5 million or 11.9% from \$38.3 million in 2013 to \$42.8 million in 2014. Our systems sales, both domestic and international, as well as our recurring revenues, increased. The increase in systems sales was due to an increase in sales of our IQ lasers that feature MicroPulse and increased sales of our TxCell scanning delivery device. The increase in recurring revenues was attributable to the inclusion for the first full year of sales generated by the independent sales force resulting from the Peregrine distribution and supply agreement, as well as an increase in sales of our licensed GreenTip product by our distribution partner, Alcon. OEM revenues ceased when our OEM partner Bausch and Lomb discontinued selling this product.

<i>(in millions)</i>	<u>FY 2014</u>	<u>FY 2013</u>	<u>Change in \$</u>	<u>Change in %</u>
Systems - domestic	\$ 10.0	\$ 8.4	\$ 1.6	18.9%
Systems - international	13.5	10.9	2.6	24.1%
Recurring revenues	19.3	18.7	0.6	3.4%
OEM	—	0.3	(0.3)	(100.0%)
Total revenues	<u>\$ 42.8</u>	<u>\$ 38.3</u>	<u>\$ 4.5</u>	<u>11.9%</u>

#### *Gross Profit.*

Gross profit was \$21.4 million in 2014 compared with \$18.6 million in 2013, an increase of \$2.8 million or 15.2%. Gross margin was 50.0% compared with 48.6%, an increase of 1.4 percentage points. Direct margins improved 0.7 percentage points even though the strong growth in system sales reduced the proportion of higher margin recurring revenue as a percentage of overall revenues from 49.6% to 45.0%. Increased revenues generated increased overhead efficiencies which contributed 1.0 percentage point of improved margin. Manufacturing variances decreased gross margin by 0.3 percentage points.

#### *Research and Development.*

R&D expenses increased \$0.9 million or 25.7% from \$3.7 million in 2013 to \$4.6 million in 2014. The increase in spending was attributable primarily to an increase in investments in headcount and costs of materials associated with the Cyclo G6 laser system and IQ product platform cost reduction programs.

### *Sales and Marketing.*

Sales and marketing expenses increased \$0.4 million or 5.6%, from \$7.7 million in 2013 to \$8.2 million in 2014. The increase in spending was attributable primarily to an increase in commissions as a result of increased sales, as well as an increase in headcount and related costs as we build out our Sales and Marketing teams to support growth in revenues.

### *General and Administrative.*

General and administrative expenses increased \$1.0 million or 20.1%, from \$5.0 million in 2013 to \$6.0 million in 2014. The increase in spending was attributable primarily to an increase in non-cash stock-based compensation charges, and an increase in salaries and severance costs.

### *Other Income (Expense).*

Other income (expense) consisted primarily of expense recorded for the fair value re-measurement of the contingent earn-out liabilities incurred as a result of our acquisitions and amounted to \$1.3 million in 2014 and \$0.4 million in 2013. The increase in re-measurement of the contingent earn-out was due to increased expected future revenues to be generated from these acquisitions.

### *Income Taxes.*

In 2014 and 2013, we had a deferred tax asset on our consolidated balance sheets, primarily as a result of the tax benefit associated with net operating losses that we carried forward. The deferred tax asset has historically been recorded at net \$0 on the consolidated balance sheets because we have also been carrying a valuation allowance for the full amount of the deferred tax asset. Based on our continued strong performance, notably three years of profitability and nine consecutive profitable quarters, management believed that it was more likely than not that we would realize the deferred tax asset. This has resulted in us booking an income tax benefit for \$8.8 million, and recognizing a current deferred tax asset of \$1.6 million and a long term deferred tax asset of \$7.2 million on the consolidated balance sheets for 2014. At the end of 2014, the remaining valuation allowance totaled \$0.9 million. In 2014, we recorded a benefit from income taxes in the amount of \$8.7 million. This compares to a provision for income tax of \$31 thousand for the year ended December 28, 2013.

## **Liquidity and Capital Resources**

### *Comparison of 2015 and 2014*

Liquidity is our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments. In addition, liquidity includes the ability to obtain appropriate financing or to raise capital.

As of January 2, 2016, we had cash and cash equivalents of \$10.0 million, no debt and working capital of \$23.3 million compared to cash and cash equivalents of \$13.3 million, no debt and working capital of \$25.9 million as of January 3, 2015.

During 2015, net cash of \$0.6 million was used in operating activities. Changes in operating assets and liabilities consumed \$2.3 million, net cash, primarily from purchases of inventory in the amount of \$2.0 million and an increase in accounts receivable in the amount of \$1.0 million, partially offset by net income of \$0.5 million and the add back of non-cash items of \$1.3 million. We used \$1.3 million net cash in investing activities. \$0.9 million on capital expenditures and \$0.4 million to pay the contingent earn-out liability arising from our acquisitions. We used \$1.4 million net cash in financing activities; which consisted of \$1.6 million used to purchase stock under our stock repurchase program, \$0.6 million to pay payroll withholding taxes related to net shares settlement of equity awards and \$0.3 million to pay for the cancellation of an employee stock option, which was partially offset by \$1.0 million generated from exercises of stock options. See Item 5, "Market for Registrant's Common Equity and Related Stockholder Matters, and Issuer Purchases of Equity Securities" for additional information.

Management is of the opinion that our current cash and cash equivalents together with our ability to generate cash flows from operations provide sufficient liquidity to operate for the next 12 months.

### *Comparison of 2014 and 2013*

As of January 3, 2015, we had cash and cash equivalents of \$13.3 million, no debt and working capital of \$25.9 million compared to cash and cash equivalents of \$13.4 million, no debt and working capital of \$24.6 million as of December 28, 2013.

During 2014, net cash generated by operating activities was \$4.0 million which was generated primarily by income from operations of \$10.0 million, less the non-cash increase in deferred income taxes of \$8.8 million, plus the add back of other non-cash items of \$2.8 million. We used \$0.6 million on capital expenditures and \$0.5 million on paying the contingent earn-out liability arising from our acquisitions. Exercises of stock options generated \$1.5 million and we spent \$4.7 million to purchase stock under our stock repurchase program.

## Contractual Payment Obligations

As of January 2, 2016, our contractual payment obligations that were fixed and determinable to third parties for non-cancelable operating leases, contract manufacturers and other purchase commitments were as follows (in thousands):

	Total	<1 year	1-3 years	3-5 years	More than 5 years
Operating leases payments	\$ 3,210	\$ 989	\$ 2,221	\$ —	\$ —
Commitments to contract manufacturers and suppliers	11,671	9,317	2,354	—	—
Total contractual cash obligations	<u>\$ 14,881</u>	<u>\$ 10,306</u>	<u>\$ 4,575</u>	<u>\$ —</u>	<u>\$ —</u>

## Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, net sales and expenses, and the related disclosures. We base our estimates on historical experience, our knowledge of economic and market factors and various other assumptions we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies are affected by significant estimates, assumptions, and judgments used in the preparation of our consolidated financial statements.

### Revenue Recognition.

Our revenues arise from the sale of laser consoles, delivery devices, consumables and service and support activities. Revenue from product sales is recognized upon receipt of a purchase order and product shipment provided that no significant obligations remain and collection of the receivables is reasonably assured. Shipments are generally made with Free-On-Board (“FOB”) shipping point terms, whereby title passes upon shipment from our dock. Any shipments with FOB receiving point terms are recorded as revenue when the shipment arrives at the receiving point. Cost is recognized as product sales revenue is recognized. Our sales may include post-sales obligations for training or other deliverables. For revenue arrangements such as these, we recognize revenue in accordance with Accounting Standards Codification (“ASC”) 605, “Revenue Recognition, Multiple-Element Arrangements”. We allocate revenue among deliverables in multiple-element arrangements using the relative selling price method. Revenue allocated to each element is recognized when the basic revenue recognition criteria is met for each element. We are required to apply a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of selling price (“VSOE”), (ii) third-party evidence of selling price (“TPE”) and (iii) best estimate of the selling price (“ESP”). In general, we are unable to establish VSOE or TPE for all of the elements in the arrangement; therefore, revenue is allocated to these elements based on our ESP, which we determine after considering multiple factors such as management approved pricing guidelines, geographic differences, market conditions, competitor pricing strategies, internal costs and gross margin objectives. These factors may vary over time depending upon the unique facts and circumstances related to each deliverable. As a result, our ESP for products and services could change. Revenues for post-sales obligations are recognized as the obligations are fulfilled.

In international regions, we utilize distributors to market and sell our products. We recognize revenue upon shipment for sales to these independent, third-party distributors as we have no continuing obligations subsequent to shipment. Generally our distributors are responsible for all marketing, sales, installation, training and warranty labor coverage for our products. Our standard terms and conditions do not provide price protection or stock returns rights to any of our distributors.

Royalty revenues are typically based on licensees’ net sales of products that utilize our technology and are recognized as earned in accordance with the contract terms when royalties from licensees can be reliably measured and collectibility is reasonably assured, such as upon the earlier of the receipt of a royalty statement from the licensee or upon payment by the licensee.

### Inventories.

Inventories are stated at the lower of cost or market and include on-hand inventory physically held at our facility, sales demo inventory and service loaner inventory. Cost is determined on a standard cost basis which approximates actual cost on a first-in, first-out (“FIFO”) method. Lower of cost or market is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolete or impaired inventory and are charged to cost of revenues. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates.

#### *Sales Returns Allowance and Allowance for Doubtful Accounts.*

We estimate future product returns related to current period product revenue. We analyze historical returns, and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns allowance. Significant management judgment and estimates must be made and used in connection with establishing the sales returns allowance in any accounting period. Material differences may result in the amount and timing of our revenue for any period if management made different judgments or utilized different estimates. Our provision for sales returns is recorded net of the associated costs. The balance for the provision of sales returns have not historically been material.

Similarly management must make estimates regarding the uncollectibility of accounts receivable. We are exposed to credit risk in the event of non-payment by customers to the extent of amounts recorded on the consolidated balance sheets. As sales levels increase the level of accounts receivable would likely also increase. In addition, in the event that customers were to delay their payments to us, the levels of accounts receivable would likely also increase. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowance for doubtful accounts is based on past payment history with the customer, analysis of the customer's current financial condition, the aging of the accounts receivable balance, customer concentration and other known factors.

#### *Warranty.*

We provide reserves for the estimated cost of product warranties at the time revenue is recognized based on historical experience of known product failure rates and expected material and labor costs to provide warranty services. We generally provide a two-year warranty on our products. Additionally, from time to time, specific warranty accruals may be made if unforeseen technical problems arise. Alternatively, if estimates are determined to be greater than the actual amounts necessary, we may reverse a portion of such provisions in future periods. Actual warranty costs incurred have not materially differed from those accrued. Our warranty policy is applicable to products which are considered defective in their performance or fail to meet the product specifications. Warranty costs are reflected in the consolidated statements of operations as cost of revenues.

#### *Income Taxes.*

We account for income taxes in accordance with ASC 740, "Income Taxes" ("ASC 740"), which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. Under ASC 740, the liability method is used in accounting for income taxes. Deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. ASC 740 also requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some or all of the deferred tax asset will not be realized. We annually evaluate the realizability of our deferred tax assets by assessing our valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization include our forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. In 2014, we released valuation allowance against most of our deferred tax assets except that we retained a valuation allowance for certain deferred tax assets associated with our California research and development credit ("CA R&D credit"). In 2015, management does not believe there is any significant change in market demand for our products that would impact our future profitability. We expect to continue to generate California R&D credits greater than their California tax before applying the R&D credit. Therefore, based on our history of profits and expected continued profitability, we will continue to have a valuation allowance only for the CA R&D credit.

#### *Accounting for Uncertainty in Income Taxes.*

We account for uncertain tax positions in accordance with ASC 740. ASC 740 seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax provision that an entity takes or expects to take in a tax return. Additionally, ASC 740 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. Under ASC 740, an entity may only recognize or continue to recognize tax positions that meet a "more-likely-than-not" threshold. In accordance with our accounting policy, we recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. There were no accrued interest and penalties during the year ended January 2, 2016.

#### *Accounting for Stock-Based Compensation.*

We account for stock-based compensation granted to employees and directors, including employees stock option awards, restricted stock and restricted stock units at grant date, based on the fair value of the award. Stock-based compensation is recognized as expense on a ratable basis over the requisite service period of the award.

We value options using the Black-Scholes option pricing model. Restricted stock and time-based restricted stock units are valued at the grant date fair value of the underlying common shares. Performance-based restricted stock units are valued using the Monte Carlo simulation model. The Black-Scholes option pricing model requires the use of highly subjective and complex assumptions which determine the fair value of share-based awards, including the option's expected term and the price volatility of the underlying stock. The Monte Carlo simulation model incorporates assumptions for the holding period, risk-free interest rate, stock price volatility and dividend yield.

## **Recently Issued and Adopted Accounting Standards**

### *Recently Issued and Adopted Accounting Standards.*

In May 2014, as part of its ongoing efforts to assist in the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS"), the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "*Revenue from Contracts with Customers*." The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance. In August 2015, the FASB issued ASU 2015-14, "*Revenue from Contracts with Customers, Deferral of the Effective Date*". The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted for annual periods beginning after December 15, 2016. We are currently evaluating the impact that this standard will have on our consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, "*Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force)*". The ASU clarifies that entities should treat performance targets that can be met after the requisite service period of a share-based payment award as performance conditions that affect vesting. Therefore, an entity would not record compensation expense (measured as of the grant date without taking into account the effect of the performance target) related to an award for which transfer to the employee is contingent on the entity's satisfaction of a performance target until it becomes probable that the performance target will be met. The ASU does not contain any new disclosure requirements. The ASU is effective for reporting periods beginning after December 15, 2015. Early adoption is permitted. We expect to adopt this standard in fiscal 2016 and do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, "*Simplifying the Measurement of Inventory*." Under this ASU, inventory will be measured at the "lower of cost and net realizable value" and options that currently exist for "market value" will be eliminated. The ASU defines net realizable value as the "estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation." No other changes were made to the current guidance on inventory measurement. ASU 2015-11 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. Management is evaluating the provisions of this statement, including which period to adopt, and has not determined what impact the adoption of this standard will have on our consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, "*Balance Sheet Classification of Deferred Taxes*" ("ASU 2015-17") to simplify the presentation of deferred income taxes. This standard requires that deferred tax assets and liabilities be classified as noncurrent on the consolidated balance sheet. It is effective for interim and annual periods beginning after December 15, 2016, but early adoption is permitted. Management elected to prospectively adopt this standard in the beginning of the fourth quarter of fiscal 2015. Prior periods in our consolidated financial statements were not retrospectively adjusted. The adoption of this guidance had no impact on our consolidated statements of operations.

## **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Market risk represents the risk of loss that may impact the financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. None of our international revenues and costs for the fiscal year ended January 2, 2016 have been denominated in foreign currencies and therefore changes in foreign currency rates will not have an impact on our income statement or cash flows. However, increases in the value of the U.S. dollar against any local currencies could cause our products to become relatively more expensive to customers in a particular country or region, leading to reduced revenue or profitability in that country or region. As we continue to expand our international sales, our non-U.S. dollar denominated revenue and our exposure to gains and losses on international currency transactions may increase. We currently do not engage in transactions to hedge against the risk of the currency fluctuation, but we may do so in the future.

**Item 8. Financial Statements and Supplementary Data.**

Our consolidated balance sheets as of January 2, 2016 and January 3, 2015 and the consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of our fiscal years 2015, 2014 and 2013 together with the related notes and the report of our independent registered public accounting firm, are on the following pages. Additional required financial information is described in Item 15.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of IRIDEX Corporation

We have audited the accompanying consolidated balance sheets of IRIDEX Corporation (the "Company") as of January 2, 2016 and January 3, 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended January 2, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of IRIDEX Corporation as of January 2, 2016 and January 3, 2015, and the results of their operations and their cash flows for each of the three years in the period ended January 2, 2016 in conformity with accounting principles generally accepted in the United States of America.

/s/ Burr Pilger Mayer, Inc.  
San Jose, California  
March 31, 2016

**IRIDEX Corporation**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share data)

	FY 2015 January 2, 2016	FY 2014 January 3, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 9,995	\$ 13,303
Accounts receivable, net of allowance for doubtful accounts of \$140 in 2015 and \$223 in 2014	9,282	8,337
Inventories	11,106	9,119
Prepaid expenses and other current assets	386	510
Deferred income taxes - current	—	1,625
Total current assets	30,769	32,894
Property and equipment, net	1,104	735
Other intangible assets, net	268	284
Goodwill	533	533
Deferred income taxes - long term	8,985	7,151
Other long-term assets	164	221
Total assets	<u>\$ 41,823</u>	<u>\$ 41,818</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,223	\$ 1,758
Accrued compensation	1,572	1,863
Accrued expenses	1,722	1,770
Accrued warranty	603	469
Deferred revenue	1,311	1,179
Total current liabilities	7,431	7,039
Long-term liabilities:		
Other long-term liabilities	704	1,043
Total liabilities	8,135	8,082
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Convertible preferred stock, \$0.01 par value; 2,000,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value:		
Authorized: 30,000,000 shares;		
Issued and outstanding: 10,009,408 shares in 2015 and 9,786,695 shares in 2014	111	108
Additional paid-in capital	37,986	38,511
Accumulated deficit	(4,409)	(4,883)
Total stockholders' equity	33,688	33,736
Total liabilities and stockholders' equity	<u>\$ 41,823</u>	<u>\$ 41,818</u>

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

**IRIDEX Corporation**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
Total revenues	\$ 41,757	\$ 42,814	\$ 38,273
Cost of revenues	21,804	21,409	19,686
Gross profit	19,953	21,405	18,587
Operating expenses:			
Research and development	5,214	4,629	3,684
Sales and marketing	8,901	8,155	7,720
General and administrative	5,550	6,034	5,023
Proceeds from demutualization of insurance carrier	—	—	(473)
Total operating expenses	19,665	18,818	15,954
Income from operations	288	2,587	2,633
Other income (expense), net	3	(1,255)	(371)
Income before (benefit from) provision for income taxes	291	1,332	2,262
(Benefit from) provision for income taxes	(183)	(8,706)	31
Net income	\$ 474	\$ 10,038	\$ 2,231
Net income per share:			
Basic	\$ 0.05	\$ 1.01	\$ 0.24
Diluted	\$ 0.05	\$ 0.97	\$ 0.22
Weighted average shares used in computing net income per common share:			
Basic	9,962	9,892	9,245
Diluted	10,128	10,357	10,104

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

**IRIDEX Corporation**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(in thousands)**

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
Net income	\$ 474	\$ 10,038	\$ 2,231
Other comprehensive income, net of tax	—	—	—
Comprehensive income	<u>\$ 474</u>	<u>\$ 10,038</u>	<u>\$ 2,231</u>

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

**IRIDEX Corporation**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands, except share data)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
FY 2012: Balances, December 29, 2012	500,000	\$ 5	8,452,971	\$ 94	\$ 38,958	\$ (17,152)	\$ 21,905
Issuance of common stock under stock option plan			493,622	5	1,490		1,495
Employee stock-based compensation expense					689		689
Release of restricted stock			27,915				—
Stock repurchase			(75,025)		(426)		(426)
Stock repurchased from tender offer					(40)		(40)
Preferred stock conversion to common stock	(500,000)	(5)	1,000,000	5			—
Net income						2,231	2,231
FY 2013: Balances, December 28, 2013	—	—	9,899,483	104	40,671	(14,921)	25,854
Issuance of common stock under stock option plan			399,390	4	1,497		1,501
Employee stock-based compensation expense					972		972
Excess tax benefits from stock-based awards					36		36
Release of restricted stock			50,262				—
Stock repurchase			(562,440)		(4,665)		(4,665)
Net income						10,038	10,038
FY 2014: Balances, January 3, 2015	—	—	9,786,695	108	38,511	(4,883)	33,736
Issuance of common stock under stock option plan			277,733	3	1,024		1,027
Employee stock-based compensation expense					895		895
Release of restricted stock			144,756		(606)		(606)
Repurchase of employee share awards					(275)		(275)
Stock repurchase			(199,776)		(1,563)		(1,563)
Net income						474	474
FY 2015: Balances, January 2, 2016	—	\$ —	10,009,408	\$ 111	\$ 37,986	\$ (4,409)	\$ 33,688

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

**IRIDEX Corporation**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
<b>Operating activities:</b>			
Net income	\$ 474	\$ 10,038	\$ 2,231
Adjustments to reconcile net income to net cash (used in) provided by operating activities:			
Depreciation and amortization	522	420	490
Change in fair value of earn-out liability	5	1,258	355
Stock-based compensation cost recognized	895	972	689
Deferred income taxes	(209)	(8,776)	—
Excess tax benefits from stock-based awards	—	(36)	—
Provision for doubtful accounts	62	86	61
Changes in operating assets and liabilities:			
Accounts receivable	(1,007)	(1,078)	(1,926)
Inventories	(1,987)	1,486	(2,514)
Prepaid expenses and other current assets	124	66	553
Other long-term assets	57	82	(16)
Accounts payable	465	(520)	173
Accrued compensation	(291)	(28)	328
Accrued expenses	(36)	17	171
Accrued warranty	134	1	15
Deferred revenue	132	46	129
Other long-term liabilities	67	(20)	28
Net cash (used in) provided by operating activities	<u>(593)</u>	<u>4,014</u>	<u>767</u>
<b>Investing activities:</b>			
Acquisition of property and equipment	(875)	(568)	(380)
Payment on earn-out liability	(423)	(459)	(383)
Net cash used in investing activities	<u>(1,298)</u>	<u>(1,027)</u>	<u>(763)</u>
<b>Cash flows from financing activities:</b>			
Proceeds from stock option exercises	1,027	1,501	1,495
Excess tax benefits from stock-based awards	—	36	—
Taxes paid related to net share settlements of equity awards	(606)	—	—
Repurchase of employee share awards	(275)	—	—
Repurchase of common stock	(1,563)	(4,665)	(426)
Payment of legal costs in connection with tender offer	—	—	(40)
Net cash (used in) provided by financing activities	<u>(1,417)</u>	<u>(3,128)</u>	<u>1,029</u>
Net cash provided by investing activities from discontinued operations	—	—	510
Net cash provided by discontinued operations	—	—	510
Net (decrease) increase in cash and cash equivalents	(3,308)	(141)	1,543
Cash and cash equivalents, beginning of year	13,303	13,444	11,901
Cash and cash equivalents, end of year	<u>\$ 9,995</u>	<u>\$ 13,303</u>	<u>\$ 13,444</u>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid (received) during the year for:			
Income taxes	\$ 27	\$ 35	\$ (536)
<b>Supplemental disclosure of non-cash activities:</b>			
Conversion of preferred stock to common stock	\$ —	\$ —	\$ 5

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

## **1. Organization**

### *Description of Business.*

IRIDEX Corporation (“IRIDEX”, the “Company”, “we”, “us”, or “our”) is a leading worldwide provider of therapeutic based laser systems, delivery devices and consumable instrumentation used to treat sight-threatening eye diseases in ophthalmology. Our ophthalmology products are sold in the United States predominantly through a direct sales force, and an independent sales force, and internationally through independent distributors.

## **2. Summary of Significant Accounting Policies**

### *Financial Statement Presentation.*

The consolidated financial statements include the accounts of IRIDEX and our wholly owned non-operating subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Our fiscal year always ends on the Saturday closest to December 31. Fiscal 2015 ended on January 2, 2016 (“FY 2015”), fiscal 2014 ended on January 3, 2015 (“FY 2014”), and fiscal 2013 ended on December 28, 2013 (“FY 2013”). Consequently, fiscal years 2015 and 2013 included only 52 weeks of operations while fiscal year 2014 included 53 weeks.

### *Use of Estimates.*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses and the related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. In addition, any change in these estimates or their related assumptions could have an adverse effect on our operating results.

### *Discontinued Operations.*

Discontinued operations are accounted for and presented in accordance with ASC 360, “*Impairment or Disposal of Long-Lived Assets*”, (“ASC 360”). When a qualifying component of the Company is disposed of or has been classified as held for sale, the operating results of that component are removed from continuing operations for all periods presented and displayed as discontinued operations if: (a) elimination of the component’s operations and cash flows from the Company’s ongoing operations has occurred (or will occur) and (b) significant continuing involvement by the Company in the component’s operations does not exist after the disposal transaction.

On December 30, 2011, we entered into an agreement to sell our aesthetics business to Cutera, Inc. The operating results of our aesthetics business were therefore classified as discontinued operations, and the associated assets and liabilities were classified as discontinued operations for all periods presented under the requirements of ASC 360. The sale of the aesthetics business was completed on February 2, 2012.

Current assets of discontinued operations as of December 29, 2012 comprised of restricted cash in the amount of \$510 thousand. In accordance with the terms of the sale of the aesthetics segment to Cutera, Inc., 10% of the total purchase price was deposited and held in an escrow account for a period of twelve months from the date of closing and was available to resolve certain claims by Cutera, Inc., if any, against which we had indemnified Cutera, Inc. There had been no claims made by Cutera, Inc. and in May 2013, the cash held in the escrow account was released to us.

### *Cash and Cash Equivalents.*

We consider all highly liquid debt instruments with insignificant interest rate risk and an original maturity of three months or less when purchased to be cash equivalents. Cash equivalents consist primarily of cash deposits in money market funds that are available for withdrawal without restriction.

#### *Sales Returns Allowance and Allowance for Doubtful Accounts.*

We estimate future product returns related to current period product revenue. We analyze historical returns, and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns allowance. Significant management judgment and estimates must be made and used in connection with establishing the sales returns allowance in any accounting period. Material differences may result in the amount and timing of our revenue for any period if management made different judgments or utilized different estimates. Our provision for sales returns is recorded net of the associated costs. The balance for the provision of sales returns was \$60 thousand and \$47 thousand as of January 2, 2016 and January 3, 2015, respectively, and is recorded within the deferred revenue accounts in the consolidated balance sheets.

Similarly management must make estimates regarding the uncollectibility of accounts receivable. We are exposed to credit risk in the event of non-payment by customers to the extent of amounts recorded on the consolidated balance sheets. As sales levels change, the level of accounts receivable would likely also change. In addition, in the event that customers were to delay their payments to us, the levels of accounts receivable would likely increase. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowance for doubtful accounts is based on past payment history with the customer, analysis of the customer's current financial condition, the aging of the accounts receivable balance, customer concentration and other known factors.

#### *Inventories.*

Inventories are stated at the lower of cost or market and include on-hand inventory physically held at our facility, sales demo inventory and service loaner inventory. Cost is determined on a standard cost basis which approximates actual cost on a first-in, first-out ("FIFO") method. Lower of cost or market is evaluated by considering obsolescence, excessive levels of inventory, deterioration and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence or impaired inventory and are charged to cost of revenues. Once the cost of the inventory is reduced, a new lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Factors influencing these adjustments include changes in demand, product life cycle and development plans, component cost trends, product pricing, physical deterioration and quality issues. Revisions to these adjustments would be required if these factors differ from our estimates.

As part of our normal business, we generally utilize various finished goods inventory as either sales demos to facilitate the sale of our products to prospective customers, or as loaners that we allow our existing customers to use while we repair their products. We are amortizing these demos and loaners over an estimated useful life of four years. The amortization of the demos is charged to sales expense while the amortization on the loaners is charged to cost of revenues. The gross value of demos and loaners was \$1.6 million and \$1.4 million and the accumulated amortization was \$575 thousand and \$524 thousand as of January 2, 2016 and January 3, 2015, respectively. The net book value of demos and loaners is charged to cost of revenues when such demos or loaners are sold.

#### *Property and Equipment.*

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are calculated on a straight-line basis over the estimated useful lives of the assets, which is generally three years. Leasehold improvements are amortized over the lesser of their estimated useful lives or the lease term. Repairs and maintenance costs are expensed as incurred.

#### *Valuation of Goodwill and Intangible Assets.*

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination. We review goodwill for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. We first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step quantitative goodwill impairment test. If, after assessing the totality of circumstances, an entity determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then it is required to perform the two-step impairment test. It does not require an entity to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying value. However, an entity also has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. We have determined that it has a single reporting unit for purposes of performing our goodwill impairment test. As we use the market approach to assess impairment, our common stock price is an important component of the fair value calculation. If our stock price continues to experience significant price and volume fluctuations, this will impact the fair value of the reporting unit and can lead to potential impairment in future periods. We performed our annual impairment test during the second quarter of 2015 and determined that our goodwill was not impaired. As of January 2, 2016, we had not identified any factors that indicated there was an impairment of our goodwill and determined that no additional impairment analysis was then required.



Intangible assets with definite lives are amortized over the useful life of the asset. We review our amortizing intangible assets for impairment whenever events or changes in circumstances indicate that their carrying value may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future non-discounted net cash flow the asset is expected to generate. If an asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. In such circumstances, we conduct an impairment analysis in accordance with ASC 350, "Intangibles – Goodwill and Other" ("ASC 350").

#### *Revenue Recognition.*

Our revenues arise from the sale of laser consoles, delivery devices, consumables and service and support activities. Revenue from product sales is recognized upon receipt of a purchase order and product shipment provided that no significant obligations remain and collection of the receivables is reasonably assured. Shipments are generally made with Free-On-Board ("FOB") shipping point terms, whereby title passes upon shipment from our dock. Any shipments with FOB receiving point terms are recorded as revenue when the shipment arrives at the receiving point. Cost is recognized as product sales revenue is recognized. Our sales may include post-sales obligations for training or other deliverables. For revenue arrangements such as these, we recognize revenue in accordance with ASC 605, "Revenue Recognition, Multiple-Element Arrangements". We allocate revenue among deliverables in multiple-element arrangements using the relative selling price method. Revenue allocated to each element is recognized when the basic revenue recognition criteria is met for each element. We are required to apply a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of selling price ("VSOE"), (ii) third-party evidence of selling price ("TPE") and (iii) best estimate of the selling price ("ESP"). In general, we are unable to establish VSOE or TPE for all of the elements in the arrangement; therefore, revenue is allocated to these elements based on our ESP, which we determine after considering multiple factors such as management approved pricing guidelines, geographic differences, market conditions, competitor pricing strategies, internal costs and gross margin objectives. These factors may vary over time depending upon the unique facts and circumstances related to each deliverable. As a result, our ESP for products and services could change. Revenues for post-sales obligations are recognized as the obligations are fulfilled.

In international regions, we utilize distributors to market and sell our products. We recognize revenue upon shipment for sales to these independent, third-party distributors as we have no continuing obligations subsequent to shipment. Generally our distributors are responsible for all marketing, sales, installation, training and warranty labor coverage for our products. Our standard terms and conditions do not provide price protection or stock return rights to any of our distributors.

Royalty revenues are typically based on licensees' net sales of products that utilize our technology and are recognized as earned in accordance with the contract terms when royalties from licensees can be reliably measured and collectibility is reasonably assured, such as upon the earlier of the receipt of a royalty statement from the licensee or upon payment by the licensee.

#### *Taxes Collected from Customers and Remitted to Governmental Authorities.*

Taxes collected from customers and remitted to governmental authorities are recognized on a net basis in the accompanying consolidated statements of operations as well as accrued expenses to the degree which is appropriate.

#### *Deferred Revenue.*

Revenue related to service contracts is deferred and recognized on a straight line basis over the period of the applicable service period. Costs associated with these service arrangements are recognized as incurred. A reconciliation of the changes in our deferred revenue balances for the years ended January 2, 2016 and January 3, 2015 are as follows (in thousands):

FY 2013: Balance as of December 28, 2013	\$	1,133
Additions to deferral		1,514
Revenue recognized		<u>(1,468)</u>
FY 2014: Balance as of January 3, 2015		1,179
Additions to deferral		1,495
Revenue recognized		<u>(1,363)</u>
FY 2015: Balance as of January 2, 2016	\$	<u>1,311</u>

#### *Warranty.*

We provide reserves for the estimated cost of product warranties at the time revenue is recognized based on historical experience of known product failure rates and expected material and labor costs to provide warranty services. We generally provide a two-year warranty on our products. Additionally, from time to time, specific warranty accruals may be made if unforeseen technical

problems arise. Alternatively, if estimates are determined to be greater than the actual amounts necessary, we may reverse a portion of such provisions in future periods. Warranty costs are reflected in the consolidated statements of operations as costs of revenues. A reconciliation of the changes in our warranty liability for the years ended January 2, 2016 and January 3, 2015 are as follows (in thousands):

FY 2013: Balance as of December 28, 2013	\$	468
Accruals for product warranties		313
Cost of warranty claims		<u>(312)</u>
FY 2014: Balance as of January 3, 2015		469
Accruals for product warranties		401
Cost of warranty claims		<u>(267)</u>
FY 2015: Balance as of January 2, 2016	\$	<u>603</u>

#### *Shipping and Handling Costs.*

Our shipping and handling costs billed to customers are included in revenues and the associated expense is recorded in cost of revenues for all periods presented. Shipping and handling costs amounted to \$0.3 million for each of the fiscal years 2015, 2014 and 2013.

#### *Research and Development.*

Research and development expenditures are charged to operations as incurred.

#### *Advertising.*

Advertising and promotion costs are expensed as they are incurred; such costs were approximately \$0.1 million in 2015, \$0.2 million in 2014, and \$0.1 million in 2013 and are included in sales and marketing expenses in the accompanying consolidated statements of operations.

#### *Income Taxes.*

We account for income taxes in accordance with ASC 740, which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. Under ASC 740, the liability method is used in accounting for income taxes. Deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. ASC 740 also requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some or all of the deferred tax asset will not be realized. We annually evaluate the realizability of our deferred tax assets by assessing our valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization include our forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. In 2014, we released valuation allowance against most of our deferred tax assets except that we retained a valuation allowance for certain deferred tax assets associated with our California R&D credit. We do not believe there is any significant change in market demand for our products in 2015 that would impact our future profitability. We expect to continue to generate CA R&D credits greater than their California tax before applying the CA R&D credit. Therefore, based on our history of profits and expected continued profitability, we will continue to have a valuation allowance only for the CA R&D credit.

#### *Accounting for Uncertainty in Income Taxes.*

We account for uncertain tax positions in accordance with ASC 740. ASC 740 seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax provision that an entity takes or expects to take in a tax return. Additionally, ASC 740 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. Under ASC 740, an entity may only recognize or continue to recognize tax positions that meet a "more-likely-than-not" threshold. In accordance with our accounting policy, we recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. There were no accrued interest and penalties during the year ended January 2, 2016.

#### *Accounting for Stock-Based Compensation.*

We account for stock-based compensation granted to employees and directors, including employees stock option awards, restricted stock and restricted stock units at grant date, based on the fair value of the award. Stock-based compensation is recognized as expense on a ratable basis over the requisite service period of the award.

We value options using the Black-Scholes option pricing model. Restricted stock and time-based restricted stock units are valued at the grant date fair value of the underlying common shares. Performance-based restricted stock units are valued using the Monte Carlo simulation model. The Black-Scholes option pricing model requires the use of highly subjective and complex assumptions which determine the fair value of share-based awards, including the option's expected term and the price volatility of the underlying stock. The Monte Carlo simulation model incorporates assumptions for the holding period, risk-free interest rate, stock price volatility and dividend yield.

#### *Concentration of Credit Risk and Other Risks and Uncertainties.*

Our cash and cash equivalents are deposited in demand and money market accounts. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally these deposits may be redeemed upon demand and therefore, bear minimal risk.

We market our products to distributors and end-users throughout the world. Sales to international distributors are generally made on open credit terms and letters of credit. Management performs ongoing credit evaluations of our customers and maintains an allowance for potential credit losses. Historically, we have not experienced any significant losses related to individual customers or a group of customers in any particular geographic area. For the years ended January 2, 2016, January 3, 2015, and December 28, 2013, no single customer accounted for greater than 10% of total revenues. As of January 2, 2016, no customer accounted for more than 10% of accounts receivable balance. One customer accounted for approximately 13% of our accounts receivable balance as of January 3, 2015.

Our products require approvals from the Food and Drug Administration and international regulatory agencies prior to commercialized sales. Our future products may not receive required approvals. If we were denied such approvals, or if such approvals were delayed, it would have a materially adverse impact on our business, results of operations and financial condition.

#### *Reliance on Certain Suppliers.*

Certain components and services used to manufacture and develop our products are presently available from only one or a limited number of suppliers or vendors. The loss of any of these suppliers or vendors would potentially require a significant level of hardware and/or software development efforts to incorporate the products or services into our products.

#### *Net Income per Share.*

Basic net income per share is based upon the weighted average number of common shares outstanding during the period. Diluted net income per share is based upon the weighted average number of common shares outstanding and dilutive common stock equivalents outstanding during the period. Common stock equivalents consist of incremental common shares issuable upon the exercise of stock options, release (vesting) of restricted stock units and awards, and the conversion of Series A Preferred Stock into common stock and are calculated under the treasury stock method. Common stock equivalent shares from unexercised stock options, unvested restricted stock units and awards and the conversion of Series A Preferred Stock are excluded from the computation for periods in which we incur a net loss or if the exercise price of such options is greater than the average market price of our common stock for the period as their effect would be anti-dilutive. See Note 14 - Computation of Basic and Diluted Net Income Per Common Share.

#### *Recently Issued and Adopted Accounting Standards.*

In May 2014, as part of its ongoing efforts to assist in the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS"), the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers." The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance. In August 2015, the FASB issued ASU 2015-14, "Revenue from Contracts with Customers, Deferral of the Effective Date". The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted for annual periods beginning after December 15, 2016. We are currently evaluating the impact that this standard will have on our consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force)". The ASU clarifies that entities should treat performance targets that can be met after the requisite service period of a share-based payment award as performance conditions that affect vesting. Therefore, an entity would not record compensation expense (measured as of the grant date without taking into account the effect of the performance target) related to an award for which transfer

to the employee is contingent on the entity's satisfaction of a performance target until it becomes probable that the performance target will be met. The ASU does not contain any new disclosure requirements. The ASU is effective for reporting periods beginning after December 15, 2015. Early adoption is permitted. We expect to adopt this standard in fiscal 2016 and do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory." Under this ASU, inventory will be measured at the "lower of cost and net realizable value" and options that currently exist for "market value" will be eliminated. The ASU defines net realizable value as the "estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation." No other changes were made to the current guidance on inventory measurement. ASU 2015-11 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. Management is evaluating the provisions of this statement, including which period to adopt, and has not determined what impact the adoption of this standard will have on our consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, "Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17") to simplify the presentation of deferred income taxes. This standard requires that deferred tax assets and liabilities be classified as noncurrent on the consolidated balance sheet. It is effective for interim and annual periods beginning after December 15, 2016, but early adoption is permitted. Management elected to prospectively adopt this standard in the beginning of the fourth quarter of fiscal 2015. Prior periods in our consolidated financial statements were not retrospectively adjusted. The adoption of this guidance had no impact on our consolidated statements of operations.

### 3. Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities.
- Level 2: Directly or indirectly observable inputs as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data from actively quoted markets for substantially the full term of the financial instrument.
- Level 3: Unobservable inputs that are supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in our assessment of fair value.

The carrying amounts of our financial assets and liabilities, including cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses as of January 2, 2016 and January 3, 2015, approximate fair value because of the short maturity of these instruments.

As of January 2, 2016 and January 3, 2015, financial assets and liabilities measured and recognized at fair value on a recurring basis and classified under the appropriate level of the fair value hierarchy as described above was as follows (in thousands):

	As of January 2, 2016				As of January 3, 2015			
	Fair Value Measurements				Fair Value Measurements			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Money market funds	\$ 9,212			\$ 9,212	\$ 11,846			\$ 11,846
<b>Liabilities:</b>								
Earn-out liability			\$ 1,005	\$ 1,005			\$ 1,423	\$ 1,423

Our Level 1 financial assets are money market funds whose fair values are based on quoted market prices. We do not have any Level 2 financial assets or liabilities. The fair value of the earn-out liability arising from the acquisitions of RetinaLabs and Ocunetics is classified within Level 3 of the fair value hierarchy since it is based on significant unobservable inputs. The significant unobservable inputs include projected royalties and discount rates to present value the payments. A significant increase (decrease) in the projected royalty payments in isolation could result in a significantly higher (lower) fair value measurement and a significant increase (decrease) in the discount rate in isolation could result in a significantly lower (higher) fair value measurement. The fair value of the earn-out liability is calculated on a quarterly basis based on a collaborative effort of our operations, finance and accounting groups based on additional information as it becomes available. Any change in the fair value adjustment is recorded in the consolidated statement of operations of that period. The decrease in re-measurement of the contingent earn-out was due to a decrease in expected future revenues to be generated from these acquisitions. Both of these deals were structured with an earn-out component. The earn-out liability is included in accrued expenses and other long-term liabilities in the consolidated balance sheets. Any change in the fair value adjustment is recorded in the consolidated statements of operations.

Charges related to fair value adjustments were \$5 thousand, \$1,258 thousand and \$355 thousand for the fiscal years 2015, 2014 and 2013, respectively

The following table presents quantitative information about the inputs and valuation methodologies used for our fair value measurements classified in Level 3 of the fair value hierarchy as of January 2, 2016 and January 3, 2015.

As of January 2, 2016	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input	Weighted Average (range)
Earn-out liability	\$ 1,005	Discounted cash flow	Projected royalties (in thousands)	\$ 2,949 (\$134 – \$3,153)
			Discount rate	11.36% (10.23% - 27.00%)
As of January 3, 2015	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input	Weighted Average (range)
Earn-out liability	\$ 1,423	Discounted cash flow	Projected royalties (in thousands)	\$ 3,048 (\$669 – \$3,613)
			Discount rate	13.54% (10.34% - 27.00%)

The following table provides a reconciliation of the beginning and ending balances of the contingent consideration – cash (Level 3 liabilities) (in thousands):

Balance as of December 28, 2013	\$ 624
Payments against earn-out	(459)
Change in fair value of earn-out liability	1,258
Balance as of January 3, 2015	1,423
Payments against earn-out	(423)
Change in fair value of earn-out liability	5
Balance as of January 2, 2016	<u>\$ 1,005</u>

#### 4. Inventories

The components of our inventories are as follows (in thousands):

	FY 2015 January 2, 2016	FY 2014 January 3, 2015
Raw materials	\$ 4,578	\$ 3,966
Work in process	1,791	1,609
Finished goods	4,737	3,544
Total inventories	<u>\$ 11,106</u>	<u>\$ 9,119</u>

## 5. Property and Equipment

The components of our property and equipment are as follows (in thousands):

	FY 2015 January 2, 2016	FY 2014 January 3, 2015
Equipment	\$ 8,498	\$ 7,623
Leasehold improvements	2,309	2,309
Less: accumulated depreciation and amortization	(9,703)	(9,197)
Property and equipment, net	<u>\$ 1,104</u>	<u>\$ 735</u>

Depreciation expense related to property and equipment was \$506 thousand, \$376 thousand and \$264 thousand for the fiscal years 2015, 2014 and 2013, respectively.

## 6. Goodwill

The carrying value of goodwill was \$0.5 million as of January 2, 2016 and January 3, 2015.

Goodwill is tested for impairment at least annually or whenever there is a change in circumstances that indicates the carrying value of these assets may be impaired. The determination of whether any potential impairment of goodwill exists is based upon a two-step impairment test performed in accordance with ASC 350. There was no impairment of goodwill recognized during fiscal years 2015, 2014 or 2013.

## 7. Intangible Assets

The components of our purchased intangible assets as of January 2, 2016 are as follows (in thousands):

	Useful Lives	FY 2015 Annual Amortization	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Useful Lives Remaining
Customer relations	15 Years	\$ 16	\$ 240	\$ 92	\$ 148	9.25 Years
Patents	Varies	-	720	600	120	Varies
		<u>\$ 16</u>	<u>\$ 960</u>	<u>\$ 692</u>	<u>\$ 268</u>	

The components of our purchased intangible assets as of January 3, 2015 are as follows (in thousands):

	Useful Lives	FY 2014 Annual Amortization	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Useful Lives Remaining
Customer relations	15 Years	\$ 16	\$ 240	\$ 76	\$ 164	10.25 Years
Patents	Varies	28	720	600	120	Varies
		<u>\$ 44</u>	<u>\$ 960</u>	<u>\$ 676</u>	<u>\$ 284</u>	

Aggregate amortization expense for the fiscal years 2015, 2014 and 2013 were \$16 thousand, \$44 thousand and \$226 thousand, respectively. The amortization of customer relations was charged to sales and marketing expense and the amortization of patents was charged to cost of revenues.

Estimated future amortization expense for purchased intangible assets is as follows (in thousands):

Fiscal Year:	
2016	\$ 16
2017	78
2018	74
2019	16
2020	16
Thereafter	68
Total	<u>\$ 268</u>

## 8. Accrued Expenses

The components of our accrued expenses are as follows (in thousands):

	FY 2015 January 2, 2016	FY 2014 January 3, 2015
Customer deposits	\$ 336	\$ 500
Earn-out – short term	370	382
Distributor commission	234	300
Sales and use tax payable	105	107
Royalties payable	52	36
Other accrued expenses	625	445
<b>Total accrued expenses</b>	<b>\$ 1,722</b>	<b>\$ 1,770</b>

## 9. Commitments and Contingencies

### *Lease Agreements.*

We lease our operating facilities in Mountain View, California, under a non-cancelable operating lease that was initially scheduled to expire in February 28, 2017. In February 2016, we executed an agreement to extend the term of the lease through February 28, 2019. See Note 15 – Subsequent Events. There are no remaining options to extend or renew the terms of this lease. Rent expense for fiscal years 2015, 2014 and 2013 were \$0.8 million, \$0.6 million and \$0.6 million, respectively.

Future minimum lease payments under current operating leases as of January 2, 2016 are summarized as follows (in thousands):

<u>Fiscal Year</u>	<u>Operating Lease Payments</u>
2016	\$ 989
2017	1,033
2018	1,019
2019	169
<b>Total future minimum lease payments</b>	<b>\$ 3,210</b>

### *Manufacture and Supply Agreement.*

In January 2014, the Company and Peregrine Surgical Ltd. amended the manufacture, supply and distributor agreement that was originally entered into in April 2013. The amendment modified the term and termination period from April 1, 2013 through April 1, 2017 to January 1, 2014 through January 1, 2018. All other terms under the original agreement remained in force.

Under the agreement, we have a minimum commitment to purchase annually \$750 thousand of certain components and ophthalmic instrumentation.

Future minimum payments for manufacture and supply commitments as of January 2, 2016 are summarized as follows (in thousands):

<u>Fiscal Year</u>	<u>Contract Manufacturing and Supply Commitments</u>
2016	\$ 10,306
2017	4,575
<b>Total contract manufacturing and supply commitments</b>	<b>\$ 14,881</b>

### *License Agreements.*

We are obligated to pay royalties equivalent to 5% of sales on certain products under certain license agreements with termination dates as early as the end of 2018 and as late as the end of 2021. Royalty expense, charged to cost of revenues, was approximately \$0.1 million, \$0.2 million, and \$0.1 million for the fiscal years 2015, 2014 and 2013, respectively.

### *Indemnification Arrangements.*

We enter into standard indemnification arrangements in our ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless, and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, generally our business partners or customers, in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to our products. The term of these indemnification agreements is generally perpetual anytime after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these agreements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal.

We have entered into indemnification agreements with our directors and officers that may require us to indemnify our directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of a culpable nature; to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified; and to make good faith determination whether or not it is practicable for us to obtain directors and officers insurance. We currently have directors and officers liability insurance.

In general, management believes that claims which are pending or known to be threatened, will not have a material adverse effect on our financial position or results of operations and are adequately covered by our liability insurance. However, it is possible that cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one of more of these contingencies or because of the diversion of management's attention and the incurrence of significant expenses.

## **10. Stockholders' Equity**

### **Convertible Preferred Stock**

We are authorized to issue up to 2,000,000 shares of undesignated preferred stock from time to time in one or more series. During August 2007, we filed a Certificate of Designation authorizing us to issue up to 500,000 of the 2,000,000 shares of authorized undesignated preferred stock as shares of Series A Preferred Stock, par value \$0.01 per share and we issued 500,000 shares of Series A Preferred Stock, convertible into 1 million shares of common stock, and warrants to purchase an aggregate of 600,000 shares of common stock at an exercise price of \$0.01 per share. The warrants were to expire December 31, 2007 but were exercised prior to that date. The purchase price for a unit of 1 share of Series A Preferred Stock and a warrant to purchase 1.2 shares of common stock was \$10.00, resulting in net proceeds of approximately \$4.9 million. Of the total \$4.9 million proceeds received, approximately \$2.3 million was allocated to the common stock warrants based on their estimated fair value at the time of issuance. On June 11, 2013, all outstanding shares of our Series A Preferred Stock automatically converted into 1,000,000 shares of common stock.

### *1998 Stock Plan.*

The 1998 Stock Plan (the "1998 Plan"), as amended, provides for the granting to employees (including officers and non-employee directors) of incentive stock options and for the granting to employees (including officers and non-employee directors) and consultants of nonstatutory stock options, stock purchase rights ("SPRs"), restricted stock, restricted stock units ("RSUs"), performance shares, performance units and stock appreciation rights. The exercise price of incentive stock options and stock appreciation rights granted under the 1998 Plan must be at least equal to the fair market value of the shares at the time of grant. With respect to any recipient who owns stock possessing more than 10% of the voting power of our outstanding capital stock, the exercise price of any option or SPR granted must be at least equal to 110% of the fair market value at the time of grant. Options granted under the 1998 Plan are exercisable at such times and under such conditions as determined by the administrator; generally over a four year period. The maximum term of incentive stock options granted to any recipient must not exceed ten years; provided, however, that the maximum term of an incentive stock option granted to any recipient possessing more than 10% of the voting power of our outstanding capital stock must not exceed five years. In the case of SPRs, unless the administrator determines otherwise, we have a repurchase option exercisable upon the voluntary or involuntary termination of the purchaser's employment with us for any reason (including death or disability). Such repurchase option lapses at a rate determined by the administrator. The purchase price for shares repurchased is the original price paid by the purchaser. As of January 2, 2016 and January 3, 2015, no shares were subject to repurchase. The form of consideration for exercising an option or stock purchase right, including the method of payment, is determined by the administrator. The 1998 Plan expired in February 2008.

### *2008 Equity Incentive Plan.*

On June 11, 2008, the shareholders approved the adoption of the 2008 Equity Incentive Plan, (the "Incentive Plan"). There are no material changes in the Incentive Plan from the 1998 Plan. In 2014, the stockholders approved an amendment to the Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended, to increase the share reserve under the Incentive Plan, and to make certain other amendments to the terms of the Incentive Plan. The maximum aggregate number of



shares that may be awarded and sold under the Incentive Plan is 300,000 shares plus any shares subject to stock options or similar awards granted under the 1998 Plan that expire or otherwise terminate without having been exercised in full and shares issued pursuant to awards granted under the 1998 Plan that are forfeited to us on or after February 23, 2008, which was the date the 1998 Plan expired.

The following table summarizes information regarding activity in our stock option plans during the fiscal years ended 2015, 2014 and 2013 (in thousands except share and per share data):

	Shares Available for Grant	Outstanding Options	
		Number of Shares	Weighted Average Exercise Price
Balances as of December 29, 2012	741,978	1,570,543	\$ 3.63
Additional shares reserved	52,128	—	—
Options granted	(149,600)	149,600	5.69
Restricted stock granted	(234,012)	—	—
Options exercised	—	(493,622)	3.03
Options cancelled	123,679	(123,679)	5.64
Options expired	(57,628)	—	—
Balances as of December 28, 2013	476,545	1,102,842	3.97
Additional shares reserved	503,306	—	—
Options granted	(158,300)	158,300	8.61
Restricted stock granted	(62,225)	—	—
Options exercised	—	(399,390)	3.76
Options cancelled	27,957	(27,957)	6.13
Awards cancelled	79,890	—	—
Options expired	(13,056)	—	—
Balances as of January 3, 2015	854,117	833,795	4.88
Additional shares reserved	1,000	—	—
Options granted	(170,300)	170,300	9.38
Restricted stock granted	(227,905)	—	—
Options exercised	—	(277,733)	3.70
Options cancelled	174,870	(174,870)	4.71
Awards cancelled	146,000	—	—
Options expired	(7,000)	—	—
Balances as of January 2, 2016	<u>770,782</u>	<u>551,492</u>	\$ 6.92

There were 1,322,274 shares reserved for future issuance under the stock option plans as of January 2, 2016.

The following table summarizes information with respect to stock options outstanding and exercisable as of January 2, 2016:

Range of Exercise Prices	Options Outstanding			Options Vested and Exercisable	
	Number of Shares Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Shares Exercisable	Weighted Average Exercise Price
\$2.27 - \$3.86	84,585	2.67	\$ 3.45	63,856	\$ 3.32
\$3.89 - \$4.31	70,533	2.18	\$ 4.11	63,133	\$ 4.13
\$4.74 - \$5.92	78,265	4.53	\$ 5.47	40,774	\$ 5.42
\$6.00 - \$8.16	104,637	6.25	\$ 7.50	14,896	\$ 6.68
\$8.29 - \$8.58	73,925	5.15	\$ 8.46	32,751	\$ 8.46
\$8.60 - \$9.34	51,813	5.32	\$ 9.01	21,584	\$ 9.04
\$10.14 - \$10.14	17,400	6.32	\$ 10.14	—	\$ —
\$10.19 - \$10.19	3,000	4.92	\$ 10.19	1,563	\$ 10.19
\$10.45 - \$10.45	800	6.16	\$ 10.45	100	\$ 10.45
\$10.73 - \$10.73	66,534	6.07	\$ 10.73	14,552	\$ 10.73
<b>\$2.27 - \$10.73</b>	<b>551,492</b>	<b>4.68</b>	<b>\$ 6.92</b>	<b>253,209</b>	<b>\$ 5.68</b>

The determination of the fair value of options granted is computed using the Black-Scholes option pricing model with the following weighted average assumptions:

	Employee Stock Option Plan		
	FY 2015	FY 2014	FY 2013
Average risk free interest rate	1.38%	1.49%	1.12%
Expected life (in years)	4.55 years	4.50 years	4.50 years
Dividend yield	—	—	—
Average volatility	49.3%	56.2%	71.5%

The weighted average grant date fair value of options granted as calculated using Black-Scholes option pricing was \$3.95, \$4.02, and \$3.16 per share for the fiscal years 2015, 2014 and 2013, respectively.

Option pricing models require the input of various subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected stock price volatility is based on analysis of our stock price history over a period commensurate with the expected term of the options, trading volume of our stock, look-back volatilities and Company specific events that affected volatility in a prior period. The expected term of employee stock options represents the weighted average period the stock options are expected to remain outstanding and is based on the history of exercises and cancellations on all past option grants made, the contractual term, the vesting period and the expected remaining term of the outstanding options. The risk-free interest rate is based on the U.S. Treasury interest rates whose term is consistent with the expected life of the stock options. No dividend yield is included as we have not issued any dividends and does not anticipate issuing any dividends in the future.

The following table shows stock-based compensation expense by functional line item in the consolidated statements of operations for 2015, 2014 and 2013 (in thousands):

	FY 2015	FY 2014	FY 2013
	Year Ended January 2, 2016	Year Ended January 3, 2015	Year Ended December 28, 2013
Cost of revenues	\$ 223	\$ 149	\$ 108
Research and development	176	105	71
Sales and marketing	185	118	113
General and administrative	311	600	397
<b>Total stock-based compensation expense</b>	<b>\$ 895</b>	<b>\$ 972</b>	<b>\$ 689</b>

Stock-based compensation expense capitalized to inventory was immaterial for 2015, 2014, and 2013.

Information regarding stock options outstanding, exercisable and expected to vest as of January 2, 2016 is summarized below:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (thousands)
Options outstanding	551,492	\$ 6.92	4.68	\$ 1,422
Options vested and expected to vest	511,414	\$ 6.82	4.58	\$ 1,366
Options exercisable	253,209	\$ 5.68	3.56	\$ 937

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between our closing stock price on the last trading day of fiscal 2015 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on January 2, 2016. This amount is subject to change due to changes to the fair market value of our common stock. The total intrinsic value of options exercised for fiscal years 2015, 2014 and 2013 was approximately \$1.5 million, \$1.9 million, and \$1.5 million, respectively.

As of January 2, 2016, there was \$1.8 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements under both of the plans. The cost is expected to be recognized over a weighted average period of 2.62 years.

Cash flows resulting from excess tax benefits are classified as a part of cash flows from financing activities. Excess tax benefits are realized tax benefits from tax deductions for exercised stock options and vested restricted stock units and awards in excess of the deferred tax asset attributable to stock-based compensation expense for such stock-based awards. Excess tax benefits are considered realized when the tax deductions reduce taxes that otherwise would be payable. Excess tax benefits classified as a financing cash inflow for fiscal 2015, 2014 and 2013 were \$0, \$36 thousand and \$0, respectively.

### Restricted Stock Awards/Restricted Stock Units

Effective for the 2011 fiscal year and thereafter, each non-employee member of the Board received an annual equity award of either restricted stock or RSU, at the election of such Board member, in each case equal to \$20 thousand worth of our common stock (determined at the fair market value of the shares at the time such award is granted) under our Incentive Plan. Each equity award or RSU vests in full on the one-year anniversary of the date of grant provided that the non-employee member continues to serve on the Board through such date.

### Summary of Restricted Stock Units and Awards

We recognize the estimated compensation expense of restricted stock units and awards, net of estimated forfeitures, over the vesting term. The estimated compensation expense is based on the fair value of our common stock on the date of grant.

Information regarding the restricted stock units outstanding, vested and expected to vest as of January 2, 2016 is summarized below:

	Number of Shares	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (thousands)
Restricted stock units outstanding	147,589	2.69	\$ 1,371
Restricted stock units vested and expected to vest	109,852	2.57	\$ 1,021

The intrinsic value of the restricted stock units is calculated based on the closing price of IRIDEX shares as quoted on the NASDAQ Global Market on the last trading day of the year, December 31, 2015, of \$9.29.

On January 9, 2015, the Company granted restricted stock unit awards for 56,000 shares of our common stock (the "Retention Award") under the terms of the Company's 2008 Equity Incentive Plan, as amended, to six executives of the Company. The Retention Award will vest over 4 years, with 20% of the Retention Award vesting on grant date and the remaining 80% vesting annually. The fair value at grant date of the restricted stock units was \$485 thousand. Compensation expense is recognized ratably over the vesting period.

On January 9, 2015, the Company also granted restricted stock unit awards for up to 110,000 shares of our common stock (the “Performance Award”) under the terms of the Company’s 2008 Equity Incentive Plan, as amended, to these same six executives of the Company. The number of shares issuable pursuant to the Market Performance Award will be based upon the average closing price of our common stock during the 60 day period following the date the service condition is met. The Performance Award is expected to vest on January 9, 2019, given that no other vesting triggers occur prior to that date. To the extent that the market condition is not met, the Market Performance Award will not vest and will be cancelled. Utilizing the Monte Carlo simulation technique, which incorporated assumptions for the expected holding period, risk-free interest rate, stock price volatility and dividend yield, the fair value at grant date of these restricted stock units was \$486 thousand. Compensation expense is recognized ratably until such time as the market condition is satisfied.

On January 9, 2015, the Company granted a restricted stock unit award for up to 50,000 shares of our common stock (the “Market Performance Award”) under the terms of our Incentive Plan to our President and Chief Executive Officer. The number of shares issuable pursuant to the Market Performance Award will be based upon the average closing price of our common stock during the 60 day period following the date the service condition is met. The Market Performance Award is expected to vest on January 9, 2019, given that no other vesting triggers occur prior to that date. To the extent that the market condition is not met, the Market Performance Award will not vest and will be cancelled. Utilizing the Monte Carlo simulation technique, which incorporated assumptions for the expected holding period, risk-free interest rate, stock price volatility and dividend yield, the fair value at grant date of these restricted stock units was \$234 thousand. Compensation expense is recognized ratably until such time as the market condition is satisfied.

The majority of the restricted stock units that were released in fiscal year 2015 were net-share settled such that the Company withheld shares with value equivalent to the employees’ minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The total shares withheld were based on the value of the restricted stock units on their release date as determined by our closing stock price. These net-share settlements had the effect of share repurchases as they reduced and retired the number of shares that would have otherwise been issued as a result of the release and did not represent an expense to us. For the fiscal year ended January 2, 2016, 209,193 shares of restricted stock units were released with an intrinsic value of approximately \$2.5 million. We withheld 66,882 shares to satisfy approximately \$606 thousand of employees’ minimum tax obligation on the released restricted stock units.

Information regarding the RSU activity during the years ended January 2, 2016, January 3, 2015 and December 28, 2013 is summarized below:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding as of December 29, 2012	55,999	\$ 3.85
Restricted stock units granted	230,509	\$ 4.51
Restricted stock units released	<u>(17,249)</u>	<u>\$ 3.77</u>
Outstanding as of December 28, 2013	269,259	\$ 4.42
Restricted stock units granted	59,780	\$ 9.76
Restricted stock units released	(46,759)	\$ 9.29
Restricted stock units forfeited	<u>(4,890)</u>	<u>\$ 8.18</u>
Outstanding as of January 3, 2015	277,390	\$ 4.68
Restricted stock units granted	225,392	\$ 8.66
Restricted stock units released	(209,193)	\$ 8.73
Restricted stock units forfeited	<u>(146,000)</u>	<u>\$ 8.67</u>
Outstanding as of January 2, 2016	<u>147,589</u>	\$ 1.05

Information regarding the restricted stock awards activity during the year ended January 2, 2016, January 3, 2015 and December 28, 2013 is summarized below:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding as of December 29, 2012	10,666	\$ 3.75
Restricted stock awards granted	3,503	\$ 5.71
Restricted stock awards released	(10,666)	\$ 3.75
Outstanding as of December 28, 2013	3,503	\$ 5.71
Restricted stock awards granted	2,445	\$ 8.18
Restricted stock awards released	(3,503)	\$ 5.71
Outstanding as of January 3, 2015	2,445	\$ 8.18
Restricted stock awards granted	2,513	\$ 7.96
Restricted stock awards released	(2,445)	\$ 7.96
Outstanding as of January 2, 2016	<u>2,513</u>	<u>\$ 7.96</u>

#### *Stock Repurchase Program.*

In February 2013, the Board of Directors approved a one year \$3.0 million stock repurchase program that replaced the prior two year \$4.0 million stock repurchase program. In February 2014, the Board of Directors approved the extension of the plan for an additional year. In July 2014, the Board of Directors approved an extension of the plan for an additional year and authorized an additional \$3.0 million of stock repurchases. In August 2015, the Board of Directors approved a further extension of the plan for another year and authorized an additional \$2.0 million of stock repurchases. We have purchased 199,776 shares at an average price of \$7.82 per share during the fiscal year ended January 2, 2016. As of January 2, 2016, we have repurchased 837,241 shares for approximately \$6.6 million under this current program and the Company still has the authorization to purchase up to \$1.1 million in common shares under the stock repurchase program. On September 9, 2015, the Company made a payment to James H. Mackaness, our former Chief Financial Officer and Chief Operating Officer, of approximately \$275 thousand in cash in exchange for Mr. Mackaness' agreement to cancel vested stock options exercisable for an aggregate of 92,656 shares of our common stock. This payment to Mr. Mackaness was made using funds authorized and available under the stock repurchase program discussed above, and resulted in a reduction of the approximate dollar value of shares that may yet be purchased under this program.

#### **11. Employee Benefit Plan**

We have a plan known as the IRIS Medical Instruments 401(k) Trust to provide retirement benefits through the deferred salary deductions for substantially all U.S. employees. Employees may contribute up to 15% of their annual compensation to the plan, limited to a maximum amount set by the Internal Revenue Service. The plan also provides for Company contributions at the discretion of the Board of Directors. Prior to the start of fiscal 2009, we suspended the matching contributions. Subsequent to December 28, 2013, we reinstated a Company match in the amount of 50% of employee contributions up to a maximum of \$3 thousand. In 2015, total matching contributions made by the Company were \$218 thousand. In 2014, total matching contributions made by the Company were \$186 thousand.

#### **12. Income Taxes**

Income before (benefit from) provision for income taxes was comprised of the following:

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
United States	\$ 291	\$ 1,332	\$ 2,262
Foreign	—	—	—
Total	<u>\$ 291</u>	<u>\$ 1,332</u>	<u>\$ 2,262</u>

The (benefit from) provision for income taxes includes:

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
<b>Current:</b>			
Federal	\$ (4)	\$ 54	\$ 11
State	30	16	20
	<u>26</u>	<u>70</u>	<u>31</u>
<b>Deferred:</b>			
Federal	(12)	(7,862)	—
State	(197)	(914)	—
	<u>(209)</u>	<u>(8,776)</u>	<u>—</u>
<b>(Benefit from) provision for income taxes</b>	<b>\$ (183)</b>	<b>\$ (8,706)</b>	<b>\$ 31</b>

Our effective tax rate differs from the statutory federal income tax rate as shown in the following schedule:

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
Income tax provision at statutory rate	34.0%	34.0%	34.0%
State income taxes, net of federal benefit	(70.8)%	(68.0)%	(13.3)%
Permanent differences	12.0%	(1.1)%	(17.0)%
Research and development credits	(34.8)%	(2.6)%	0.0%
Change in valuation allowance	—	(613.5)%	(2.3)%
Other	(3.3)%	(2.4)%	0.0%
<b>Effective tax rate</b>	<b>(62.9)%</b>	<b>(653.6)%</b>	<b>1.4%</b>

The tax effect of temporary differences and carryforwards that give rise to significant portions of the net deferred tax assets are presented below (in thousands):

	FY 2015 January 2, 2016	FY 2014 January 3, 2015
Net operating losses	\$ 4,135	\$ 4,278
Research and development credits	1,820	1,575
Accruals and reserves	\$ 1,823	\$ 1,681
Deferred revenue	120	113
Property and equipment	399	439
Intangible assets	792	825
Stock compensation	613	676
Other tax credits	89	94
Net deferred tax asset	\$ 9,791	\$ 9,681
Valuation allowance	(806)	(905)
<b>Net deferred tax assets</b>	<b>\$ 8,985</b>	<b>\$ 8,776</b>

Our accounting for deferred taxes involves the evaluation of a number of factors concerning the realizability of our deferred tax assets. Assessing the realizability of deferred tax assets is dependent upon several factors, including the likelihood and amount, if any, of future taxable income in relevant jurisdictions during the periods in which those temporary differences become deductible. Our management forecasts taxable income by considering all available positive and negative evidence including our history of operating income or losses and our financial plans and estimates which are used to manage the business. These assumptions require significant judgment about future taxable income. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are reduced.

As of January 2, 2016, our management determined, based on our recent history of earnings coupled with our forecasted profitability that it is more-likely-than-not that all of our federal and the majority of our state deferred tax assets will be realized in the

foreseeable future. As of January 2, 2016, we had federal and state net operating loss (“NOL”) carryforwards of \$12.7 million and \$14.5 million, respectively. Of the total NOL carryforwards, \$2.6 million for federal and \$2.3 million for states, relate to windfall stock option deductions which, when realized, will be credited to equity. The federal NOL will begin to expire in 2032 and the state NOL will begin to expire in 2020, in each case if not used.

In December 2015, Congress passed a tax extenders package, Protecting Americans from Tax Hikes (PATH) Act of 2015, and permanently extended the federal R&D credit. As of January 2, 2016, we had federal and state R&D credit carryforwards of approximately \$1.4 million and \$2.1 million, respectively, available to offset future tax liabilities. The federal credits will begin expiring in 2026 if not used. The state R&D credits do not expire. The above NOL and research and development credits are subject to IRC sections 382 and 383. In the event of a change in ownership as defined by these code sections, the usage of the above mentioned NOL’s and credits may be limited.

In November 2015, the FASB issued ASU 2015-17 to simplify the presentation of deferred income taxes. This standard requires that deferred tax liabilities and assets be classified as noncurrent on the consolidated balance sheet. It is effective for interim and annual periods beginning after December 15, 2016, but early adoption is permitted. Management elected to prospectively adopt this standard in the beginning of the fourth quarter of fiscal 2015. Prior periods in our consolidated financial statements were not retrospectively adjusted. The adoption of this guidance had no impact on our consolidated statements of operations.

We account for uncertain tax positions in accordance with ASC 740. ASC 740 seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax provision that an entity takes or expects to take in a tax return. Additionally, ASC 740 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. Under ASC 740, an entity may only recognize or continue to recognize tax positions that meet a "more likely than not" threshold. In accordance with our accounting policy, we recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. There were no accrued interest and penalties during the year ended January 2, 2016.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
Balance at the beginning of the year	\$ 861	\$ 1,027	\$ 954
Additions based upon tax positions related to the current year	73	53	48
Additions based upon tax positions related to the prior year	—	51	25
Reductions based upon tax positions related to the prior year	3	(270)	—
Balance at the end of the year	<u>\$ 937</u>	<u>\$ 861</u>	<u>\$ 1,027</u>

Recognition of the unrecognized tax benefits of \$937 thousand as of January 2, 2016 would affect our effective tax rate. We do not anticipate any material change in our unrecognized tax benefits of \$937 thousand over the next twelve months. The unrecognized tax benefits may change during the next year for items that arise in the ordinary course of business.

We file U.S. federal and state returns. The tax years 2009 to 2015 remain open in several jurisdictions, none of which have individual significance.

### 13. Business Segments and Geographical Information

We operate in one segment, ophthalmology. We develop, manufacture and market medical devices. Our revenues arise from the sale of consoles, delivery devices, consumables, service and support activities.

Revenue information shown by geographic region is as follows (in thousands):

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
United States	\$ 23,952	\$ 22,590	\$ 21,043
Europe	7,968	9,096	7,345
Rest of Americas	2,676	3,199	3,309
Asia/Pacific Rim	7,161	7,929	6,576
	<u>\$ 41,757</u>	<u>\$ 42,814</u>	<u>\$ 38,273</u>

Revenues are attributed to countries based on location of end customers. For fiscal years 2015, 2014 and 2013 no individual country accounted for more than 10% of our sales, except for the United States, which accounted for 57.4%, 52.8%, and 55.0% of revenues in 2015, 2014, and 2013 respectively.

As of January 2, 2016 and January 3, 2015, we had no long-lived assets in any country other than in the United States.

#### 14. Computation of Basic and Diluted Net Income Per Common Share

A reconciliation of the numerator and denominator of basic and diluted net income per common share is provided as follows (in thousands, except per share amounts):

	FY 2015 Year Ended January 2, 2016	FY 2014 Year Ended January 3, 2015	FY 2013 Year Ended December 28, 2013
<b>Numerator:</b>			
Net income	\$ 474	\$ 10,038	\$ 2,231
<b>Denominator:</b>			
Weighted average shares of common stock (basic)	9,962	9,892	9,245
Effect of dilutive preferred shares	—	—	448
Effect of dilutive stock options	154	291	291
Effect of dilutive contingent shares	12	174	120
Weighted average shares of common stock (diluted)	<u>10,128</u>	<u>10,357</u>	<u>10,104</u>
<b>Per share data:</b>			
Basic net income per share	<u>\$ 0.05</u>	<u>\$ 1.01</u>	<u>\$ 0.24</u>
Diluted net income per share	<u>\$ 0.05</u>	<u>\$ 0.97</u>	<u>\$ 0.22</u>

As of January 2, 2016 and January 3, 2015, stock options to purchase 249,064 and 116,320 shares, respectively, were excluded from the computation of diluted weighted average shares outstanding because to do so would have been anti-dilutive.

#### 15. Subsequent Events

In February 2016, we entered into an agreement (Fourth Amendment to Lease) to modify the lease on our facility that extends the term through the end of February 2019.



**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures***Evaluation of Disclosure Controls and Procedures.*

Our management, with the participation of our Principal Executive and Financial Officer and Principal Accounting Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating our disclosure controls and procedures, management recognizes 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. Additionally, in designing disclosure controls and procedures, our management 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 management's evaluation, our Principal Executive and Financial Officer and Principal Accounting Officer concluded that, as of January 2, 2016, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose 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 Principal Executive and Financial Officer and Principal Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure.

*Management's Report on Internal Control over Financial Reporting.*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our Principal Executive and Financial Officer and Principal Accounting Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of January 2, 2016 using the criteria established in Internal control – Integrated Framework (2013), issued by the Committee of Sponsoring Organization of the Treadway Commission. Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Principal Executive and Financial Officer and Principal Accounting Officer have concluded that our internal control over financial reporting was effective as of January 2, 2016.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report is not subject to attestation by our independent registered public accounting firm.

*Changes in Internal Control over Financial Reporting.*

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of fiscal year 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

Not applicable.

## PART III

Certain information required by Part III has been omitted from this Form 10-K. This information is instead incorporated herein by reference to our definitive Proxy Statement for our 2016 Annual Meeting of Stockholders (“the Proxy Statement”), which we will file within 120 days after the end of our fiscal year pursuant to Regulation 14A in time for our Annual Meeting of Stockholders to be held June 15, 2016.

### **Item 10. Directors, Executive Officers and Corporate Governance**

Information regarding our directors is incorporated herein by reference to “Proposal One - Election of Directors - Nominees” in our Proxy Statement. The information concerning our current executive officers is incorporated herein by reference to “Executive Officers” in our Proxy Statement. Information regarding delinquent filers is incorporated by reference to “Section 16(a) Beneficial Ownership Reporting Compliance” in our Proxy Statement. Information regarding our code of business conduct and ethics is incorporated herein by reference to “Corporate Governance Matters - Code of Business Conduct and Ethics” in our Proxy Statement.

### **Item 11. Executive Compensation**

The information required by this item is incorporated herein by reference to “Executive Compensation” in our Proxy Statement.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated herein by reference to “Security Ownership of Certain Beneficial Owners and Management” in our Proxy Statement.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated herein by reference to “Certain Relationships and Related Transactions” in our Proxy Statement.

### **Item 14. Principal Accountant Fees and Services.**

The information required by this item is incorporated herein by reference to “Proposal Two - Ratification of the Appointment of Independent Registered Public Accounting Firm” in our Proxy Statement.

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed in Part II of this Annual Report on Form 10-K:

	<b>Page in Form 10-K Report</b>
<b>1. Index to Financial Statements</b>	
<a href="#">Report of Independent Registered Public Accounting Firm</a>	33
<a href="#">Consolidated Balance Sheets as of January 2, 2016 and January 3, 2015</a>	34
<a href="#">Consolidated Statements of Operations for the years ended January 2, 2016, January 3, 2015, and December 28, 2013</a>	35
<a href="#">Consolidated Statements of Comprehensive Income for the years ended January 2, 2016, January 3, 2015, and December 28, 2013</a>	36
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended January 2, 2016, January 3, 2015, and December 28, 2013</a>	37
<a href="#">Consolidated Statements of Cash Flows for the years ended January 2, 2016, January 3, 2015, and December 28, 2013</a>	38
<a href="#">Notes to Consolidated Financial Statements</a>	39

**2. Financial Statement Schedule**

Schedules have been omitted because they are either not required, not applicable, or the required information is included in the consolidated financial statements or notes thereto.

**3. Exhibits****Exhibit Index**

<b>Exhibits</b>	<b>Exhibit Title</b>
2.1(13)	Asset Purchase Agreement by and among Cutera, Inc., Registrant, and U.S. Bank, National Association, as Escrow Agent, dated December 30, 2011.
3.1(1)	Amended and Restated Certificate of Incorporation of Registrant.
3.2(2)	Amended and Restated Bylaws of Registrant.
4.1(3)	Certificate of Designation, Preferences and Rights of Series A Preferred Stock.
4.2(3)	Investor Rights Agreement, dated as of August 31, 2007, by and among the Registrant, BlueLine Capital Partners, LP; BlueLine Capital Partners III, LP and BlueLine Capital Partners II, LP.
4.3(4)	Amendment No. 1 to Investor Rights Agreement, dated as of March 31, 2009.
10.1	Fourth Amendment to Lease Agreement dated February 9, 2016 by and between Zappettini Investment Co. and the Registrant.
10.2(1)	Form of Indemnification Agreement with directors and officers.
10.3(5)	Lease Agreement dated December 6, 1996 by and between Zappettini Investment Co. and the Registrant, as amended pursuant to Amendment No. 1 dated September 15, 2003 and Amendment No. 2 dated December 22, 2008.
10.3.1(14)	Third Amendment to Lease Agreement dated August 4, 2014 by and between Zappettini Investment Co. and the Registrant.
10.4(6)*	1995 Director Option Plan.
10.5(7)*	1998 Stock Plan.
10.6(8)*	2005 Employee Stock Purchase Plan.
10.7(9)*	2008 Equity Incentive Plan.
10.8(10)*	Form of 2008 Equity Incentive Plan Option Agreement.

Exhibits	Exhibit Title
10.9(11)*	Form of Stand-alone stock option agreement.
10.10(3)	Securities Purchase Agreement, dated August 31, 2007, by and among BlueLine Capital Partners, LP, BlueLine Capital Partners III, LP, BlueLine Capital Partners II, LP and the Registrant.
10.11(12)*	Form of 2008 Equity Incentive Plan Restricted Stock Award Agreement.
10.12(12)*	Form of 2008 Equity Incentive Plan Restricted Stock Unit Award Agreement.
10.13(13)*	Restricted Stock Unit Award Agreement granted to William M. Moore under the Company's 2008 Equity Incentive Plan, as amended.
10.14(16)*	Restricted Stock Unit Award Agreement granted to William M. Moore under the Company's 2008 Equity Incentive Plan, as amended.
10.15(17)*	Change in Control Severance Agreement dated March 30, 2015, between the Registrant and William M. Moore.
10.16(17)*	Amended and Restated Change in Control Severance Agreement dated March 30, 2015, the Registrant and James H. Mackaness.
10.17(17)*	Amended and Restated Change in Control Severance Agreement dated March 30, 2015, the Registrant and Ronald T. Steckel.
10.18(18)*	Stock Option Cancellation Agreement dated September 2, 2015, between the Registrant and James H. Mackaness.
21.1(1)	Subsidiaries of Registrant.
23.1	Consent of Burr Pilger Mayer, Inc., Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on signature page).
31.1	Certification of Principal Executive and Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive and Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Indicates a management contract or compensatory plan or arrangement.

- (1) Incorporated by reference to the Exhibits filed with the Registration Statement on Form SB-2 (No. 333-00320-LA) which was declared effective on February 15, 1996.
- (2) Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 8-K on November 21, 2007.
- (3) Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 8-K on September 7, 2007.
- (4) Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 8-K on April 6, 2009.
- (5) Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 10-K for the year ended January 3, 2009.
- (6) Incorporated by reference to Exhibit 10.3 filed with the Registrant's Registration Statement on Form S-8 on August 3, 2004.
- (7) Incorporated by reference to the definitive proxy statement on Schedule 14A filed on May 4, 2009.
- (8) Incorporated by reference to the appendix filed with the Registrant's Proxy Statement for the Registrant's 2004 Annual Meeting of Stockholders which was filed on April 30, 2004.
- (9) Incorporated by reference to the appendix filed with the Registrant's Proxy Statement for the Registrant's 2008 Annual Meeting of Stockholders which was filed on April 24, 2008.
- (10) Incorporated by reference to Exhibit 99.1 filed with Registrant's Registration Statement on Form S-8 on November 21, 2008.

- (11) Incorporated by reference to Exhibit 99.(d)(5) filed with the Registration Statement on Form SC TO-I July 30, 2009.
- (12) Incorporated by reference to the Exhibits filed with the Registrant's Report on Form 10-Q for the quarter ended July 2, 2011.
- (13) Incorporated by reference to the Exhibit 10.1 filed with the Registrant's Report on Form 8-K on March 27, 2013.
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- (18) Incorporated by reference to Exhibit 10.1 filed with the Registrant's Report on Form 8-K on September 8, 2015.

#### **Trademark Acknowledgments**

IRIDEX, the IRIDEX logo, IRIS Medical, MicroPulse, OcuLight, SmartKey, and EndoProbe, are our registered trademarks. G-Probe, DioPexy, DioVet, TruFocus, TrueCW, IQ 577, IQ 532, Cyclo G6, TxCell, OtoProbe, Symphony, EasyFit, Endoview, MoistAir and GreenTip product names are our trademarks. All other trademarks or trade names appearing in this Annual Report on Form 10-K are the property of their respective owners.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Mountain View, State of California, on the 31st day of March 2016.

### IRIDEX CORPORATION

By: /s/ ROMEO R. DIZON  
Romeo R. Dizon  
*Vice President and Controller*

/s/ WILLIAM M. MOORE  
William M. Moore  
*President and Chief Executive Officer*

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William M. Moore and Romeo R. Dizon, jointly and severally, their attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign on behalf of the undersigned any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and each of the undersigned does hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William M. Moore</u> (William M. Moore)	<i>President, Chief Executive Officer, and Chairman of the Board</i> <i>(Principal Executive and Financial Officer)</i>	March 31, 2016
<u>/s/ Romeo R. Dizon</u> (Romeo R. Dizon)	<i>Vice President and Controller</i> <i>(Principal Accounting Officer)</i>	March 31, 2016
<u>/s/ Sanford Fitch</u> (Sanford Fitch)	<i>Director</i>	March 31, 2016
<u>/s/ George R. Marcellino</u> (George R. Marcellino)	<i>Director</i>	March 31, 2016
<u>/s/ Ruediger Naumann-Etienne</u> (Ruediger Naumann-Etienne)	<i>Director</i>	March 31, 2016
<u>/s/ Scott A. Shuda</u> (Scott A. Shuda)	<i>Director</i>	March 31, 2016

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**FOURTH AMENDMENT TO LEASE**

THIS FOURTH AMENDMENT TO LEASE (this "Amendment") is dated as of January 31, 2016, and is entered into by and between Zappettini Investment Company, a California general partnership ("Lessor"), and IRIDEX Corporation ("Lessee").

**RECITALS**

A. Lessor and Lessee previously entered into that certain Lease dated as of December 6, 1996 (the "Original Lease"), with respect to the premises commonly known as 1212 Terra Bella Avenue, in the City of Mountain View, California, which includes a building consisting of approximately 37,166 square feet of space and a parcel or parcels containing approximately 2.69 acres of land (collectively, the "Premises"). The Original Lease was amended Pursuant to a Lease Amendment and Extension dated as of September 15, 2003 (the "First Amendment"), a Second Lease Amendment and Extension dated as of December 22, 2008 (the "Second Amendment"), and a Third Amendment to Lease dated as of August 4, 2014 (the "Third Amendment"). The Original Lease, as amended by the First Amendment, the Second Amendment, and the Third Amendment collectively are referred to as the "Lease." Capitalized terms used but not defined in this Amendment have the meaning given to such terms in the Lease.

B. The term of the Lease currently is scheduled to expire on February 28, 2017. Lessor and Lessee desire to now extend the term of the Lease and otherwise modify the provisions of the Lease on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the above promises and mutual covenants, conditions and provisions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Extension of Lease Term. The term of the Lease is hereby extended until February 28, 2019. Lessee and Lessor acknowledge that Lessee has no remaining options to extend or renew the term of the Lease.

2. Base Monthly Rent. For the period commencing on March 1, 2017 and continuing through February 28, 2019, on or before the first day of each month Lessee shall pay to Lessor, without notice or demand, monthly rent in the amount of \$83,623.50, without any setoff or deduction whatsoever, except as expressly set forth in the Lease. In addition to paying such base rent, Lessee also shall pay or reimburse Lessor for insurance, taxes, common area maintenance, and other charges payable by Lessee in accordance with the terms and conditions of the Lease.

3. Improvement Allowance. Lessor agrees to reimburse Lessee for actual costs incurred by Lessee for certain improvements made to the Premises, in an amount not to exceed Fifty Thousand and No/100ths Dollars (\$50,000.00) (the "Allowance"). Lessor will not reimburse Lessee for any removable fixtures, removable equipment, or furniture. The Allowance may be used for the cost of carpeting, paint, HVAC equipment, and, if Lessee elects to make any

alterations or improvements, preparing space plans, design and construction documents, mechanical and electrical plans, permit fees, plan check fees, construction management for such improvements, hard costs in connection with such improvements, and sales and use taxes. Following substantial completion of such improvements, Lessor shall pay the Allowance to Lessee within thirty (30) days following receipt by Lessor of the following documentation (the "Reimbursement Documentation"): (a) receipted bills covering all labor and materials expended and used in such improvements; (b) sworn contractors' or vendors' affidavits from the general contractor and a request to disburse from Lessee containing an approval by Lessee of the work done; (c) full and final waivers of lien; and (d) as-built plans of such improvements (if available) or copies of the final plans approved by the applicable governmental authorities. The Allowance shall be disbursed in the amount reflected on the receipted bills meeting the requirements above. Notwithstanding anything herein to the contrary, Lessor shall not be obligated to disburse any portion of the Allowance during the continuance of an uncured default under the Lease, and Lessor's obligation to disburse shall only resume when and if such default is cured. Any alterations or improvements installed by Lessee will be subject to provisions of the Lease including Paragraph 9 of the Original Lease. Lessee shall obtain all required permits for the improvement work and shall perform the work in compliance with all applicable laws, regulations and ordinances. Lessee shall keep the Premises free from any liens arising out of any work performed, materials furnished, or obligations incurred by or for Lessee. Lessee agrees to carry "Builder's All Risk" insurance in an amount approved by Lessor covering the construction of such improvements, and such other insurance as Lessor may require, it being understood and agreed that all of such improvements shall be insured by Lessee immediately upon completion thereof. Upon completion of any such improvements, Lessee shall (i) cause a Notice of Completion to be recorded in the office of the Recorder of the county in which the Building is located in accordance with Section 8182 of the Civil Code of the State of California or any successor statute, (ii) deliver to Lessor a complete set of copy of the "as built" plans and specifications of the alterations, and (iii) deliver to Lessor copies of permits, evidence of payment, contractors' affidavits and full and final waivers of all liens for labor, services or materials.

4. Option for Additional Allowance. At Lessee's option, Lessor agrees to advance to Lessee an additional allowance of up to the amount of Fifty Thousand and No/100ths Dollars (\$50,000.00) (the "Additional Allowance"), provided Lessee notifies Lessor on or before March 1, 2017 that Lessee desires to receive the Additional Allowance and satisfies the conditions set forth for the disbursement of the Additional Allowance not later than September 1, 2017. If so requested, the Additional Allowance will be disbursed according to the same terms and conditions as set forth in Paragraph 3 above with respect to the Allowance. Lessee shall reimburse Lessor for the Additional Allowance in equal monthly payments over the period of time elapsing between the date that the Additional Allowance is disbursed to Lessee and the expiration of the term of the Lease (i.e., February 28, 2019). For example, should Lessee elect to receive the full amount of \$50,000 as the Additional Allowance, and if Lessor disburses the Additional Allowance to Lessee when there are 19 months remaining on the term of the Lease, Lessee shall make equal monthly payments of \$2,631.58 (\$50,000/19 months) on the first day of each month through the expiration of the term of the Lease. Such reimbursement payments shall be paid to Lessor in addition to the monthly installments of base rent and insurance, taxes, common area maintenance, and other charges payable by Lessee in accordance with the terms

and conditions of the Lease. Lessee shall use the Additional Allowance only for the same purposes allowed under Paragraph 3 of this Amendment. Any such improvements made by Lessee shall be subject to the applicable conditions and provisions of the Lease, including Paragraph 9 of the Original Lease and Paragraph 3 of this Amendment.

5. Removal of Improvements. Lessor acknowledges that Lessee will have no obligation to remove any improvements currently located in the Premises at the expiration of the term of the Lease (as extended by this Amendment), provided that Lessee shall maintain such improvements through the expiration of the term of the Lease in the condition required by the Lease.

6. Insurance. Without limiting Lessee's obligations under Paragraph 11 of the Lease, Lessee's liability insurance pursuant to Paragraph 11 of the Lease shall: (i) name Lessor and its property manager (Renault & Handley or any replacement property manager), and Lessor's mortgage lender, if any, as additional insureds; (ii) be issued by an insurance company having a rating of not less than A-X in Best's Insurance Guide or which is otherwise reasonably acceptable to Lessor and licensed to do business in California; (iii) be primary insurance as to all claims thereunder and provide that any insurance carried by Lessor is excess and is non-contributing with any insurance carried by Lessor; and (iv) provide that such insurance shall not be canceled or coverage changed unless thirty (30) days' prior written notice shall have been given to Lessor. Lessee's property insurance pursuant to Paragraph 11 of the Lease shall be evidenced by an Evidence of Property Insurance (EPI) Acord form #28 together with a loss payable endorsement naming Zappettini Investment Company as the additional interest holder and loss payee. Lessee shall provide such endorsements and evidence of insurance to Lessor within 15 days after the execution of this Amendment.

7. As-Is. Lessee accepts the Premises from Lessor in its "as is", "where is" condition, and Lessee approves and accepts the Premises in such condition. Except as provided in this Amendment or the Lease, Lessor shall have no obligation to perform or install or contribute toward the cost of any improvements to the Premises

8. Other Terms & Conditions. Except as expressly amended by this Amendment, all other terms and conditions of the Lease shall remain in full force and effect.

[SIGNATURES FOLLOW ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have signed this Fourth Amendment to Lease as of the day and year first above written.

**LESSOR:**

Zappettini Investment Company, a  
California general partnership

By: W.A. Zappettini Group, Inc., a  
California corporation

By: JOHN J. ZAPPETTINI  
John J. Zappettini  
President

Its: Managing General Partner

By: McKee Development Company Investors,  
LLC, a California limited liability company

By: GEORGE M. McKEE  
George M. McKee

Its Managing Member

**LESSEE:**

IRIDEX Corporation

By: WILLIAM M. MOORE  
Name: William M. Moore  
Title: President and CEO

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (333-197934, 333-183513, 333-161630, 333-155598, 333-147866, 333-135822, 333-127716, 333-117885, 333-107700, 333-97541, 333-67480, 333-45736, 333-86091, 333-57573, 333-32161) of our report dated March 31, 2016 related to the consolidated financial statements of IRIDEX Corporation, which appears in this Annual Report on Form 10-K.

/s/ Burr Pilger Mayer, Inc.  
San Jose, California  
March 31, 2016

**CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER  
PURSUANT TO SECTION 13(a) or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William M. Moore, certify that:

1. I have reviewed this annual report on Form 10-K of IRIDEX Corporation;
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 changes 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: March 31, 2016

By: /s/ WILLIAM M. MOORE

Name: William M. Moore

Title: President and Chief Executive Officer

(Principal Executive and Financial Officer)

**CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER  
PURSUANT TO SECTION 13(a) or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Romeo R. Dizon, certify that:

1. I have reviewed this annual report on Form 10-K of IRIDEX Corporation;
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: March 31, 2016

By: /s/ ROMEO R. DIZON  
Name: Romeo R. Dizon  
Title: Vice President and Controller  
(Principal Accounting Officer)

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

I, William M. Moore, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, certify that the Annual Report of IRIDEX Corporation on Form 10-K for the fiscal year ended January 2, 2016 (i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of IRIDEX Corporation.

Date: March 31, 2016

By: /s/ WILLIAM M. MOORE

Name: William M. Moore

Title: President and Chief Executive Officer  
(Principal Executive and Financial Officer)



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

I, Romeo R. Dizon, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, certify that the Annual Report of IRIDEX Corporation on Form 10-K for the fiscal year ended January 2, 2016 (i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of IRIDEX Corporation.

Date: March 31, 2016

By: /s/ ROMEO R. DIZON

Name: Romeo R. Dizon

Title: Vice President and Controller  
(Principal Accounting Officer)