

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2017.

**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: **1-15087**

**I.D. SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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

**22-3270799**  
(IRS Employer  
Identification No.)

**123 Tice Boulevard, Woodcliff Lake, New Jersey**  
(Address of principal executive offices)

**07677**  
(Zip Code)

**(201) 996-9000**  
(Registrant's telephone number, including area code)

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

**Common Stock, par value \$0.01 per share**  
(Title of class)

**The NASDAQ Global Market**  
(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the 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 Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the registrant's common stock, par value \$0.01 per share ("Common Stock"), held by non-affiliates, computed by reference to the price at which the Common Stock was last sold as of June 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$56.6 million.

The number of shares of the registrant's Common Stock outstanding as of March 27, 2018, was 17,634,904 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Document

Part of Form 10-K

Portions of the Proxy Statement For the Registrant's 2018 Annual Meeting of  
Stockholders

Part III

I.D. SYSTEMS, INC.

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## PART I.

### *Cautionary Note Regarding Forward-Looking Statements*

In addition to historical information, this Annual Report on Form 10-K of I.D. Systems, Inc. contains “forward-looking statements” (within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), which may include information concerning our beliefs, plans, objectives, goals, expectations, strategies, anticipations, assumptions, estimates, intentions, future events, future revenues or performance, capital expenditures and other information that is not historical information. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Many of these statements appear, in particular, under the headings “Business,” “Selected Financial Data” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Annual Report on Form 10-K. When used in this report, the words “seek,” “estimate,” “expect,” “anticipate,” “project,” “plan,” “contemplate,” “plan,” “continue,” “intend,” “believe” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon our current expectations and various assumptions. We believe there is a reasonable basis for our expectations and beliefs, but there can be no assurance that we will realize our expectations or that our beliefs will prove to be correct.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this report. Important factors that could cause our actual results to differ materially from those expressed as forward-looking statements herein include, but are not limited, to:

- future economic and business conditions;
- the loss of any of our key customers or reduction in the purchase of our products by any such customers;
- the failure of the markets for our products to continue to develop;
- our inability to adequately protect our intellectual property;
- the possibility that we may not be able to integrate successfully the business, operations and employees of acquired businesses;
- the effects of competition from a wide variety of local, regional, national and other providers of wireless solutions;
- changes in laws and regulations or changes in generally accepted accounting policies, rules and practices;
- changes in technology or products, which may be more difficult or costly, or less effective, than anticipated; and
- those risks and uncertainties set forth under the heading “Risk Factors” in Item 1A of this report.

There may be other factors of which we are currently unaware or which we currently deem immaterial that may cause our actual results to differ materially from the forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date they are made and are expressly qualified in their entirety by the cautionary statements included in this report. Except as may be required by law, we undertake no obligation to publicly update or revise any forward-looking statement to reflect events or circumstances occurring after the date they were made or to reflect the occurrence of unanticipated events, or otherwise.

### *Note Regarding Trademarks*

I.D. Systems has, or has applied for, trademark protection for I.D. SYSTEMS® and Design, the I.D. SYSTEMS Logo®, VEHICLE ASSET COMMUNICATOR®, AVRAMP® and Design, POWERFLEET®, POWERFLEET VISION®, POWERFLEET IQ®, VERIWISE IQ®, and ASSET INTELLIGENCE®.

## **Item 1. Business**

### **Overview**

I.D. Systems, Inc. was incorporated in the State of Delaware in 1993. I.D. Systems, Inc. (together with its subsidiaries, “I.D. Systems,” the “Company,” “we,” “our” or “us”) develops, markets and sells wireless machine-to-machine (“M2M”) solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles such as forklifts and airport ground support equipment, rental vehicles, and transportation assets such as dry van trailers, refrigerated trailers, railcars and containers. Our patented systems utilize radio frequency identification (RFID), Wi-Fi, satellite or cellular communications, and sensor technology and software to address the needs of organizations to control, track, monitor and analyze their assets. Our solutions enable customers to achieve tangible economic benefits by making timely, informed decisions that increase the safety, security, revenue, productivity and efficiency of their operations.

On July 31, 2017, we, together with our wholly-owned subsidiary Keytroller, LLC, a Delaware limited liability company (“Keytroller”), acquired substantially all of the assets of Keytroller, LLC, a Florida limited liability company (the “Keytroller Acquisition”). The business we acquired in the Keytroller Acquisition develops and markets electronic products for managing forklifts and construction vehicles. The Keytroller Acquisition gives us a full suite of industrial fleet management product offerings capable of covering any sized fleet and budget and provides our industrial truck business more scale, both from a product and revenue standpoint and markets its line of forklift management devices mainly through a network of lift truck dealers, offering solutions for different fleet sizes at a wide range of price points.

We have focused our business activities on three primary business solutions: (i) Industrial Truck Asset Management, (ii) Transportation Asset Management, and (iii) Connected Vehicle Solutions. Our solution for industrial truck asset management allows our customers to reduce operating risks including unsafe activity, facility equipment and goods damage, operational costs and capital expenditures and to comply with certain safety regulations by accurately and reliably measuring and controlling fleet activity. This solution also enhances security at industrial facilities and areas of critical infrastructure, such as airports, by controlling access to, and restricting the use of, vehicles and equipment. Our solution for transportation asset management allows our customers to increase revenue per asset deployed, reduce fleet size, and improve the monitoring and control of sensitive cargo. Our solutions for connected vehicles include unique Internet-of-Things (“IoT”) projects similar to projects we have delivered to Avis Budget Group. These engineering programs help our customers transform their operations. For Avis Budget Group, our rental fleet management platform assists rental car companies in generating higher revenue by more accurately tracking vehicle data, such as fuel consumption and odometer readings, and improving customer service by expediting the rental and return processes. In addition, our wireless solution for “car sharing” enables rental car companies to establish a network of vehicles positioned strategically around cities or on corporate campuses, control vehicles remotely, manage member reservations by smart phone or Internet, and charge members for vehicle use by the hour.

To provide an even deeper layer of insights into asset operations, we have developed a cloud-based software application called I.D. Systems Analytics (“Analytics”), which is designed to provide a single, integrated view of asset activity across multiple locations, that provides enterprise-wide benchmarks and peer-industry comparisons for key performance indicators (“KPIs”) relating to the performance of managed assets. Analytics enables values for the KPIs to be calculated and used to identify cost benefit measurements which translate the KPI values into monetized metrics. We expect that our growing database from monitored assets will allow us to create industry benchmarks that can be used to tell our customers how they are performing compared to their peers. We look for Analytics, as well as the data contained therein, to make a growing contribution to revenue, further differentiate and add value to our solutions, and help keep us at the forefront of the wireless asset management markets we serve.

We sell our solutions to both executive, division and site-level management within the enterprise. We also utilize channel partners such as independent dealers and Original Equipment Manufacturers (OEMs) who may opt for us to white label our product. Typically, our initial system deployment serves as a basis for potential expansion across the customer’s organization. We work closely with customers to help maximize the utilization and benefits of our system and demonstrate the value of enterprise-wide deployments. Post-implementation, we consult with our customers to further extend and customize the benefits to the enterprise by delivering enhanced analytics capabilities.

We market and sell our solutions to a wide range of customers in the commercial and government sectors. Our customers operate in diverse markets, such as automotive manufacturing, heavy industry, retail and wholesale distribution, transportation, aviation, aerospace and defense, homeland security and vehicle rental. Based on revenues for 2017, our top customers were Wal-Mart Stores, Inc. and Avis Budget Group.

## Our Solutions

We design and implement wireless M2M asset management solutions that deliver both site-level and enterprise-level return on investment for our customers. Our solutions can be targeted to either campus-based assets or “over-the-road” assets.

### Industrial Truck Asset Management Solutions

Our asset management solutions for campus-type and wide area-based assets incorporate wireless devices that provide on-board control, location tracking and data processing for enterprise assets, to provide real-time visibility of, and two-way communications with, such assets. These systems provide technological advantages that differentiate them from systems used for inventory, warehouse management and logistics tracking. For example, while inventory tracking systems rely on constant, continuous wireless connectivity to perform core functions, our systems require only periodic wireless communications and, our on-asset devices are designed to perform their core functions autonomously. Our enterprise-class software can run in the cloud or behind our customer’s firewall.

Our campus-based asset management system consists of four principal elements:

- miniature wireless programmable computers attached to assets; these wireless devices may communicate via Wi-Fi, via the company’s proprietary IRF protocol, or via cellular link;
- optional, IRF-based, fixed-position communication infrastructure consisting of network devices with two-way wireless communication capabilities and, optional IRF-based location-emitting beacons for enhanced indoor location calculation;
- application-specific middleware servers, which are typically hosted in our data center, but may also be hosted on the customers’ local area network (LAN) or enterprise wide area network (WAN); and
- proprietary end-user software, which is a user-friendly web application that provides visibility and control of the system database, and which is hosted at the same data center as the middleware. As stated above, our enterprise software is flexible enough to run thousands of customers, sites or assets in either a customer hosted or in the cloud configuration.

Each of these system elements can process and store information independently to create a unique, patented system of “distributed intelligence,” which mitigates the risk that a single point of failure could compromise system integrity or data and asset security. Our on-asset hardware stores and processes information locally so that it can autonomously and automatically control the asset and monitor asset activity regardless of the status or availability of other system components. Our on-asset hardware performs its functions even when outside the wireless range of any other system component or if the middleware is unavailable.

Our optional IRF infrastructure devices also independently process data and execute programmable application logic, in addition to linking monitored mobile asset data automatically to our system’s middleware. The link to the system’s middleware may leverage secure cellular communication, thereby permitting remotely-hosted server software without access to local IT infrastructure.

Our cellular “Hotspot” option allows our products to be outfitted on assets that go beyond campus boundaries such as aviation and construction equipment.

Our middleware applications populate the system’s database and is designed to mitigate the effects of any computer outages that could affect real-time availability of the database.

Finally, our client software interfaces only with the database, not directly with our communication infrastructure or on-asset hardware, which restricts access to, and limits corruption of, system information and minimizes network bandwidth usage.

Our solutions for industrial fleet asset management allows fleet operators to reduce operating costs and capital expenditures, comply with certain safety regulations and enhance security.

To help improve fleet safety and security, our solutions provide vehicle operator access control to ensure that only trained and authorized personnel are able to use equipment, and impact sensing to assign responsibility for abusive driving.

Our solutions also provide: contactless operator identification; automatic wireless data communications; motion/idle detection, electronic vehicle inspection checklists for paperless compliance with governmental safety regulations; automatic reporting of emerging vehicle safety issues; automatic on-vehicle intervention, such as disabling equipment, in response to user-definable safety and security parameters; and remote vehicle deactivation capabilities, allowing a vehicle to be shut down manually or automatically under user-defined conditions.

In addition, our solutions are compatible with a wide range of electronic driver identification technologies and also provide indoor and outdoor vehicle/operator visibility through a combination of global positioning system (GPS) and RFID technologies, and geo-fencing to restrict vehicles from operating in prohibited areas or issue alerts upon unauthorized entry to such areas. Our solutions also support optional sensing elements to provide additional vehicle utilization data, including load detection data, battery data and activity meter data.

To analyze and benchmark vehicle utilization and operator productivity, our solutions automatically record a wide range of activity and enable detailed performance comparisons to help management make informed decisions about vehicle and manpower allocations. This can lead to operating cost savings through fleet and personnel reductions as well as increases in productivity. Our solutions also provide real-time and historical visibility of vehicle movements and other advanced asset management options.

To help reduce fleet maintenance costs, our solutions can automate and enforce preventative maintenance scheduling by:

- wirelessly uploading usage data from each vehicle;
- defining various intervals and criteria for performing preventative maintenance;
- automatically prioritizing maintenance events based on weighted, user-defined variables;
- reporting in advance on vehicles with impending preventative maintenance events coming due;
- automatically sending reminders to individual vehicles or operators via the system's text messaging module; and
- enabling remote lock-out of vehicles overdue for maintenance.

Our solutions also enable maintenance personnel to locate and retrieve vehicles due for service via the system's optional graphical viewer software and can provide automatic data feeds to our customers' existing enterprise maintenance software systems.

A specialized application of our solution in the industrial fleet management and security market is vehicle security, particularly at airports, seaports and other areas of critical infrastructure. The airport market-specific version of our system is called AvRamp®, referencing the aviation industry and the ramp area at airports in which aircraft servicing equipment operates. To date, the most significant commercial deployment of the AvRamp system has been on fleets of aircraft ground support equipment at Newark Liberty International Airport for United Airlines and Chicago O'Hare International Airport and Dallas-Fort Worth International Airport for AMR Corporation (American Airlines and American Eagle Airlines).

## Transportation Asset Management Solutions

Our mobile systems for managing remote, “over-the-road” assets are provided by our Asset Intelligence subsidiary. These systems provide mobile-asset tracking and condition-monitoring solutions to meet the transportation market’s desire for greater visibility, safety, security, and productivity throughout global supply chains. By leveraging a combination of cellular and satellite communications and web-based data management technologies, the Asset Intelligence VeriWise product family provides shippers and carriers with tools to better manage their trailer and container fleets, freight transport operations, and maintenance controls. VeriWise systems enable quick access to actionable intelligence that results in better utilization, control, and security of our customers’ freight-carrying assets.

Our transportation asset management systems consist of five principal elements:

- cellular or satellite communicators attached to assets;
- GPS receivers that provide latitude/longitude location fixes that are transmitted based on logic resident in the communicator;
- proprietary browser-based graphical user interface that provides visibility and two-way control of the system database (the data can also be transmitted to the customer via XML or web services data feed);
- patented power management intelligence to ensure reliable system performance in a power-starved environment; and
- several sensor types, including cargo, motion, light, and tire inflation, that provide additional status information for the remote asset.

To increase asset utilization, our VeriWise system can reduce the number of assets needed and/or increase the revenue generated per asset by:

- monitoring asset pool size based on user-defined requirements;
- generating dormancy reports to flag under-utilized assets;
- alerting the driver to the location of the closest empty asset, resulting in a more rapid pick-up; and
- providing trailer detention alerts when an asset has exceeded the time allotted for unloading.

To better control remote assets, our VeriWise system provides:

- change in cargo status of an asset via our patented full-length cargo sensor;
- geo-fencing that alerts the customer when an asset is approaching or leaving its destination; and
- on-board intelligence utilizing a motion sensor and proprietary logic that identifies the beginning of a drive and the end of a drive.

To help improve asset and cargo security, our VeriWise system offers the following capabilities:

- asset lockdown, which automatically sends an e-mail or text message to the customer when movement is detected outside of user-defined time periods;
- emergency track functionality that can be enabled to track an asset at more frequent intervals if a theft condition is expected; and
- geo-fencing, which can alert our customer when an asset enters a prohibited geography or location.



## ***Connected Vehicle Solutions***

In our connected vehicle solutions, we engage customers on unique IoT, M2M challenges that enable them to have considerable competitive advantage or to improve revenue or decrease their costs of operations.

Our second major telematics development for Avis Budget Car Rental, LLC (“ABCR”), a subsidiary of Avis Budget Group, includes the development of a Unified Telematics Platform (“UTP”) and deployment of 50,000 units. This solution supports several modes of operation: traditional, manned lot operations, such as at airports; remote, unmanned lots, such as designated street-level rental ‘pods’ and parking spaces; and the emerging ‘rent anywhere’ model. The initial shipments and installation of 50,000 units is planned for early 2018.

Our first program in 2011 with ABCR resulted in the deployment of 30,000 units for automated check-in/check-out and capturing customer billing using accurate fuel and odometer readings over the five-year term of the agreement. These 30,000 devices were cost-effectively installed and reinstalled annually by the ABCR personnel throughout the contract term.

For traditional rental fleet management, our system is designed both to enhance the consumer’s rental experience and benefit the rental company by providing information that can be used to increase revenues, reduce costs and improve customer service. Our rental fleet management system automatically uploads vehicle identification number, mileage and fuel data as a vehicle enters and exits the rental lot, which can significantly expedite the rental and return processes for travelers and provide the rental company with more timely inventory status, more accurate billing data that can generate higher fuel-related revenue, and an opportunity to utilize customer service personnel for more productive activities, such as inspecting vehicles for damage and helping customers with luggage.

Our solution for “car sharing” permits a rental car company to remotely control, track and monitor their rental vehicles wherever they are parked. Whether for traditional ‘pod-based’ rental or for the emerging rent-anywhere model, the system also (i) manages member reservations by smart phone or Internet, and (ii) charges members for vehicle use by the hour. The entire process - from remotely controlling the car door locks to tracking car mileage and fuel consumption to billing for the transaction - is automatically conducted by an integration of wireless vehicle management technology and the rental company’s fleet management software.

### **Analytics**

PowerFleet IQ (for fleets of forklifts and other industrial trucks) and VeriWise IQ (for fleets of containers, trailers and other transportation assets) provides our customers with a holistic view of their asset activity across an enterprise supply chain.

These cloud-based software applications provide a single, integrated view of industrial asset activity across multiple locations, generating enterprise-wide benchmarks, peer-industry comparisons, and deeper insights into asset operations. Analytics PowerFleet IQ and VeriWise IQ can enable management to make more informed, effective decisions, raise asset performance standards, increase productivity, reduce costs, and enhance safety.

Specifically, I.D. Systems Analytics PowerFleet IQ and VeriWise IQ allow users to:

- Quantify best-practice enterprise benchmarks for industrial asset utilization and safety;
- Reveal variations and inefficiencies in asset activity across both sites and geographic regions;
- Identify opportunities to eliminate or reallocate assets, with full enterprise awareness, to reduce capital and operating costs;
- Help balance asset mix and inform acquisition decisions;
- Uncover activity trends over time to forecast asset requirements; and
- Enable performance comparisons to broad, industry-specific benchmarks.

We look for Analytics and the data contained therein to make a growing contribution to revenue, further differentiate and add value to our solutions, and help keep us at the forefront of the wireless asset management markets we serve, although there can be no assurance if and to what extent Analytics will do so.

## **Growth Strategy**

Our objective is to become a leading global provider of wireless solutions for managing and securing enterprise assets. To achieve this goal, we intend to:

### ***Increase sales in existing markets to existing customers and pursue opportunities with new customers by:***

- focusing our business solutions by vertical markets to position ourselves as the innovative thought leader;
- maintaining a sales and marketing team that is focused on identifying, seizing and managing revenue opportunities, with the primary goal of expanding our customer base and achieving wider market penetration;
- Implementing improved marketing, sales and support strategies;
- utilizing our Analytics software offering to (i) shorten our initial sales cycles by helping prospective customers identify and quantify benefits expected from our solutions, (ii) accelerate transitions from initial implementation to roll-out programs by helping customers achieve and prove expected benefits, and (iii) build service revenue through long-term SaaS contracts;
- developing asset management-specific data analytics capabilities to differentiate our product offering, add value to our solutions for large enterprise customers, and produce incremental revenue at a high profit margin; and
- developing channel partners to provide new sales, marketing, distribution and support networks.

### ***Expand into new applications and markets for our technology by:***

- pursuing opportunities to integrate our system with computer hardware and software vendors, including original equipment manufacturers;
- establishing relationships with global distributors to market and sell our system internationally; and
- pursuing acquisitions of companies that we believe will enhance the functionality and broaden the applicability of our solutions.

## Products and Services

We offer our customers integrated wireless solutions to control, monitor, track and analyze their enterprise assets. Our solutions are comprised of hardware and software, as well as hosting, maintenance, support and consulting services.

The following table sets forth our revenues by product line for the periods indicated:

	Year Ended December 31,		
	2015	2016	2017
Industrial truck asset management and connected vehicles	\$ 20,573,000	\$ 20,984,000	\$ 26,678,000
Transportation asset management	21,211,000	15,838,000	14,280,000
	<u>\$ 41,784,000</u>	<u>\$ 36,822,000</u>	<u>\$ 40,958,000</u>

### *Industrial Truck Asset Management and Connected Vehicles Products*

*On-Asset Hardware.* With a variety of mounting and user-interface options, our on-asset hardware is designed to be installed quickly and easily and provide an autonomous means of asset control and monitoring. Our on-asset hardware:

- contains an integrated computer, programmed with a product-specific application, and an advanced wireless transceiver with a communication range of up to approximately one-half mile;
- controls equipment access with a variety of electronic interface options;
- is compatible with most existing facility access security systems;
- generates paperless electronic safety checklists via a built-in display and keypad;
- wirelessly and automatically uploads and downloads data to and from other system components;
- performs monitoring and control functions at all times, independent of RF or network connectivity; and
- incorporates a multi-voltage power supply designed to mitigate electrical anomalies.

*Wireless Communication.* Many of our system deployments leverage an existing Wi-Fi network for real-time wireless data communication and location tracking. For areas where Wi-Fi is not practical, the system requires at least one fixed-position communication device, referred to as a Wireless Asset Manager, to link the mobile assets being monitored with the customer's computer network or to a remotely hosted server. Our Wireless Asset Managers conduct two-way RF communications with the assets being monitored and can communicate on a local area network, on a wide area network, or via cellular communications. The use of Wireless Asset Managers enables flexible system configuration options and scalability. A single Wireless Asset Manager is sufficient to operate an entire asset management system. For expanded, real-time data communication and location tracking, Wireless Asset Managers can be added incrementally as needed. Each of the wireless communication offerings also allows system settings and on-asset functionality to be changed without physically interfacing with on-asset hardware, which can save significant time and money.

Each of our Wireless Asset Managers:

- incorporates an integrated computer, programmed with a product specific application, and an advanced wireless transceiver with a communication range of more than one-half mile;
- accommodates an unlimited number of on-asset hardware devices;
- automatically uploads and downloads data to and from other system components;
- employs built-in self-diagnostic capabilities; and
- is configurable to achieve a wide range of asset management goals.

*Server Software.* Each of our system deployments requires at least one installation of our server software, which automatically manages data communications between the system's database and either the Wireless Asset Managers or on-asset hardware. Our server software:

- is a set of Windows services;
- automatically processes data between our devices and system databases;
- communicates with Wireless Asset Managers to send and retrieve system data;
- automates event scheduling, including database archiving and diagnostic notifications;
- interfaces with certain existing external systems, including maintenance, timecard and training systems;
- supports remote control/management of event processes;
- automatically performs diagnostics on system components; and
- automatically e-mails event alerts and customizable reports.

*Client Software.* Our client software provides an intuitive, easy-to-use, user interface. The software is deployed as a web application. The software interfaces only with the system database, and not directly with our communication infrastructure or on-asset hardware, which restricts access to, and limits corruption of, system information and minimizes network bandwidth usage. An unlimited number of clients can be used on a network at any given time.

Our client software:

- is able to show the location, status and inventory of vehicles - in real time and historically - in each area of a facility;
- allows real-time, two-way text communications, including broadcast text paging to all operators simultaneously;
- searches, sorts and analyzes assets by usage/motion time, idle time, location, status, group, maintenance condition and other parameters;
- displays and prints predefined and ad hoc reports; and
- allows remote access by management, customers and vendors through any Internet browser application.

Our vehicle management systems are available as either Company- or customer-hosted solutions to meet a wide range of customer needs and information technology requirements. Our Company-hosted solutions utilize I.D. Systems' commercial colocation center.

### ***Transportation Asset Management Products***

*On-Asset Hardware.* We offer several hardware configurations to address different remote asset types (e.g., dry van trailers, refrigerated trailers, domestic containers, chassis, and railcars), as well as customer-specific requirements. Our on-asset hardware options contain:

- an integrated computer programmed with a product-specific application, a cellular or satellite transceiver, and a GPS receiver;
- solar panels and circuitry to maintain the charge of the on-asset device's power pack;
- sealed lead acid, lithium battery or supercap power packs to power the hardware when un-tethered from a power source; and
- a wire harness to connect to an existing power source (e.g., on the tractor).

*Client Website.* The VeriWise Intelligence Portal (VIP) is a hosted website that provides Internet access to client asset information. Upon installation of the on-asset hardware, the customer is provided access to the VIP site where they can configure the hardware, establish user passwords, IDs, and access privileges. Our client website:

- displays a user-configurable dashboard highlighting the enterprise's critical asset information;
- has the ability to e-mail the dashboard to a distribution list at a time interval established by the client;
- provides asset status and history, including location, landmark, and sensor information;
- provides latitude/longitude location information for each asset based on reverse geocodes;
- displays asset location on a geographic map;
- generates user configurable reports that can be accessed via the website or e-mailed to a distribution list at a time interval established by the client;
- allows the client to "ping" an asset to receive an updated location report; and
- allows the client to set a unit(s) to "Emergency Track", which increases the reporting frequency for a specified time period.

*Direct Data Feed.* In addition to the asset information provided on the VIP website, we also offer a direct feed of the data to the customer via XML or web services. The feed complies with established industry conventions, such as TTIS (trailer tracking interface standard), to allow for easy integration into the client's legacy system or into third-party software packages.

## ***Services***

*Hosting Services.* We provide the use of our systems as a remotely hosted service, with the system server and application software residing in the Company's colocation center. This approach helps the Company reduce support costs and improve quality control. It separates the system from the restrictions of the customers' local IT networks, which helps reduce their system support efforts and makes it easier for them to receive the benefits of system enhancements and upgrades. Our hosting services are typically offered with extended maintenance and support services over a multi-year term of service, with automatic renewals following the end of the initial term.

*Software as a Service ("SaaS").* We provide system monitoring, help desk technical support, escalation procedure development, routine diagnostic data analysis and software updates services as part of the ongoing contract term. These services ensure deployed systems remain in optimal performance condition throughout the contract term and provide access to newly developed features and functions on an annual basis.

*Maintenance Services.* We provide a warranty on the hardware components of our system. During the warranty period, we either replace or repair defective hardware. We also make extended maintenance contracts available to customers and offer ongoing maintenance and support on a time and materials basis.

## ***Connected Vehicle Solutions***

*On-Asset Hardware.* Our next-generation on-asset hardware is installed quickly, easily and covertly into a vehicle's diagnostic port and provides an autonomous means of asset control and monitoring. Our on-asset hardware:

- contains an integrated computer programmed with a product-specific application, a cellular transceiver, and a GPS receiver;
- performs monitoring functions, such as fuel level, odometer, speed and key status at all times, independent of network connectivity;
- controls vehicle access and door locks;
- is compatible with most new-model motor vehicles; and
- wirelessly and automatically uploads and downloads data to and from other system components.

*Server Software.* Our system deployment requires at least one installation of our server software, which automatically manages data communications between the system's databases and the on-asset hardware. Our server software:

- is a set of Windows services;
- automatically processes data between our devices and system databases;
- communicates with on-asset hardware to send and retrieve system data;
- interfaces with existing mobile applications, enabling end-customer vehicle control features;
- interfaces with external systems, including billing, geo-location, maintenance, and fleet management systems;
- automates event scheduling, including database archiving and diagnostic notifications;
- automatically performs diagnostics on system components; and
- automatically e-mails event alerts and customizable reports.

Our connected vehicle management systems are available as either Company- or customer-hosted solutions to meet our customers' needs and information technology requirements. Our Company-hosted solutions utilize I.D. Systems' commercial colocation center.

*Customer Support and Consulting Services.* We have developed a framework for the various phases of system training and support that offers our customers both structure and flexibility. Major training phases include hardware installation and troubleshooting, software installation and troubleshooting, “train-the-trainer” training on asset hardware operation, preliminary software user training, system administrator training, information technology issue training, ad hoc training during system launch and advanced software user training. Increasingly, training services are provided through scalable online interactive training tools. Support and consulting services are priced based on the extent of training that the customer requests.

To help our customers derive the most benefit from our system, we supply a broad range of documentation and support including videos, interactive online tools, hardware user guides, software manuals, vehicle installation overviews, troubleshooting guides, and issue escalation procedures.

We provide our consulting services both as a stand-alone service to study the potential benefits of implementing a wireless fleet management system and as part of the system implementation itself.

In some instances, customers prepay us for extended maintenance, support and consulting services. In those instances, the payment amount is recorded as deferred revenue and revenue is recognized over the service period.

#### *New product development*

In 2017, we continued to invest in research and development and released the following notable products:

- We released our VisionPro platform for our Industrial Truck Asset Management products. This enabled true enterprise-class SaaS capabilities which we sell on a subscription basis. This product makes it easier for customers to implement, learn and get value from our PowerFleet system from anywhere in the world. This platform also lowers our costs to implement and support customers.
- We released our FleetView next generation SaaS platform for our TAM products. Like our VisionPro product, this product makes it easier for our customers to implement, learn and get value from our Veriwise system from anywhere in the world. This platform also lowers our costs to implement and support customers.
- We developed the Avis Budget group Unified Telematics Platform which is tightly integrated into the Avis Connected Car Management system. This is a complete solution which includes specialized hardware device, middleware for security and connectivity, cellular network utilization, server-side asset management and monitoring and full application programming interface support into Avis’s rental management system.

## **Sales and Marketing**

Our sales and marketing objective is to achieve broad market penetration, with an emphasis both on expanding business opportunities with existing customers and on securing new customers.

We market our systems directly to commercial and government organizations and through indirect sales channels, such as original equipment manufacturers and industrial equipment dealers. In addition, we are actively pursuing strategic relationships with key companies in our target markets - including complementary hardware and software vendors and service providers - to further penetrate these markets by embedding our products in the assets our systems monitor and integrating our solutions with other systems.

We sell our systems to executive, division and site-level management within the enterprise. Typically, our initial system deployment serves as a basis for potential expansion across the customer's organization.

We work closely with customers to help maximize the utilization and benefits of our system and demonstrate the value of enterprise-wide deployments.

## **Customers**

We market and sell our wireless solutions to a wide range of customers in the commercial and government sectors. Our customers operate in diverse markets, such as automotive manufacturing, retail, shipping, freight transportation, heavy industry, wholesale distribution, aerospace and defense, homeland security, and vehicle rental.

During the year ended December 31, 2017, we generated revenues of \$41.0 million with Wal-Mart Stores, Inc. accounting for 16% of our revenues. During the year ended December 31, 2016, we generated revenues of \$36.8 million with Wal-Mart Stores, Inc. accounting for 18% of our revenues. During the year ended December 31, 2015, we generated revenues of \$41.8 million with Wal-Mart Stores, Inc. accounting for 23% of our revenues.

The Company enters into master agreements with its customers in the normal course of its business. These agreements define the terms of any sales of products and/or services by the Company to the applicable customer, including, but not limited to, terms regarding payment, support services, termination and assignment rights. These agreements generally obligate the Company only when products or services are actually sold to the customer thereunder.

We strive to establish long-term relationships with our customers in order to maximize opportunities for new application development and increased sales.



## Competition

The market for our solutions is rapidly evolving, highly competitive and fragmented. Our target markets are also subject to quickly changing product technologies, shifting customer needs, regulatory requirements and frequent introductions of new products and services. A significant number of companies have developed or are developing and marketing software and hardware for wireless products that currently compete or will compete directly with our solutions. We compete with organizations varying in size, including many small, start-up companies as well as large, well-capitalized organizations. While some of our competitors focus exclusively on providing wireless asset management solutions, many are involved in wireless technology as an extension of a broader business. Many of our larger competitors are able to dedicate extensive financial resources to the research and development and deployment of wireless solutions. As government and commercial entities expand the use of wireless technologies, we expect that competition will continue to increase within our target markets.

We attempt to distinguish ourselves from our competitors by focusing on three primary business solutions: (i) industrial truck asset management, (ii) transportation asset management, and (iii) connected vehicle solutions. This focus has enabled us to direct product development efforts specifically suited for our target markets. Our on-asset devices are designed to operate independently of other system components, allowing for continuous asset control and data gathering even when the asset is out of wireless communication range. We believe that our proprietary technology as well as our experience in designing and developing products for our target markets distinguishes us within these markets.

In each of our markets, we encounter different competitors due to the dynamics of each market. In the industrial truck asset management market, we are not aware of any competitors that can provide the precise capabilities of our systems due to our intellectual property and proprietary solutions; however, competitors do provide similar solutions that seek to address the same customer needs that our products address. Those companies include both emerging companies with limited operating histories, such as TotalTrax Inc., and SpeedShield Technologies and companies with longer operating histories, greater name recognition and/or significantly greater financial, technical and marketing resources than ours, such as Crown Equipment Corp.

In the transportation asset management market, we compete against several established competitors, including Omnicracs, LLC, SkyBitz, Inc., Orbcomm Inc. and Spireon, Inc. We attempt to differentiate our solutions in this market by offering a choice of communication mode (satellite or cellular), patented battery management technology, sensor options, and installation configurations (dry van trailers, domestic containers, flatbed trailers, covered hopper and tanker railcars, and chassis).

In the connected vehicles solutions market, our solutions for traditional airport-based rental fleet management compete primarily against existing handheld devices, which are used widely by vehicle rental companies. Currently, the principal handheld device providers we compete against include Motorola and Intermec which was acquired by Honeywell International Inc. Our solutions for remote, decentralized rental fleet management compete primarily with companies in the car sharing market such as Hertz, Enterprise, Zipcar and City Car Share. Large system integrators and several of the national cellular wireless providers have started to offer solutions, which package third party hardware, firmware and software, that compete with our solutions. In the markets for both types of rental fleet solutions, our competitive position is differentiated by our patented product offering - a fully automated, readily installed, and cost-effective car rental system.

## Research and Development

Our research and development team has expertise in areas such as software and firmware development, database design and data analytics, wireless communications, mechanical and electrical engineering, and both product and project management. In addition, we utilize external contractors to supplement our team in the areas of software and firmware development, digital design, test development and product-level testing.

We spent approximately \$4.6 million, \$4.5 million, and \$4.0 million for research and development during the years ended December 31, 2015, 2016, and 2017, respectively.

Generally, our research and development efforts are focused on: simplifying the implementation, support and utilization of our systems; reducing the cost of our systems; increasing the reliability of our products; expanding the functionality of our systems to meet customer and market requirements; applying new advances in technology to enhance existing products; and building further competitive advantages through our intellectual property portfolio.

In 2017, we focused our research and development investments in several key areas:

- improving the reliability and performance of our next-generation vehicle management system platform, the VAC4, which simplifies installation and support requirements. These efforts are expected to stimulate more widespread use of our technology on a broader range of equipment. We improved our sensing capabilities to cover more of the market need, further reduced power consumption, and also improved the user interface to further simplify installation and repeatability without end-customer training. Remote reprogramming processes have been further improved to expedite and harden the in-field upgrade process without impacting asset operation, enabling our customers to benefit from many new and improved features while simplifying customer support;
- improving the reliability and performance of our product line of over-the-road asset management solutions, including products tailored towards dry van trailers, intermodal containers and chassis;
- initiating two new product development projects for the transportation asset management product line;
- the development of our next-generation rental car management system, including a new in-vehicle hardware and firmware platform, and an improved, more scalable software solution;
- the performance of our new end-user software for both industrial truck management and over-the-road asset management, designed to improve the customer experience and reduce support requirements;
- improving business intelligence and data analytics tools to quantify and simplify customer benefit achievement, within a single deployed facility, across an enterprise, and compared to peers within the same industry;
- the continued development of specific features and data interfaces for our solutions to meet the individual requirements of large customers.

Specifically, in 2017, we improved our next generation vehicle management system on-vehicle platform and improved our product line of over-the-road asset management solutions, as described below:

- we increased the performance and reliability of our fourth-generation on-vehicle device, the VAC4, which we expect to provide benefits to both the Company (primarily through lower costs, fewer product SKU's, easier installation, integration with our hosted service offering, and expanded functional capabilities) and end users (including a simpler, universal interface with multiple vehicle types, reduced installation time, reduced upgrade time, compatibility with all known driver ID cards, newer wireless networking protocols, a larger display for vehicle operators, and enhancements to the content and style of the information displayed); we also upgraded our core processor and firmware platform to simplify ongoing development, testing and upgrade, as well as improve development quality and timeliness;
- we increased the performance and reliability of three new transportation asset management products, the GSM-D400, an intermodal container tracking system, the GSM-D150, an intermodal chassis tracking device, and the GSM-D300, a dry van management system with an advanced cargo sensor, which enables customers to perform full-function asset monitoring with either satellite or cellular communications;
- we initiated two new product development projects for the transportation asset management product line that will enable the use of LTE cellular communication as well as the incorporation of wireless sensors; and
- we developed and delivered our next-generation motor-vehicle asset communicator, tailored to the needs of both on-lot and off-lot car rental - and for the connected car market in general, including LTE cellular communication, improved, hardened, secure firmware and a more secure, scalable software platform; and
- we improved the enterprise analysis capabilities of our Analytics platform for multi-site, multi-region customers.

## Intellectual Property

### *Patents*

We attempt to protect our technology and products through a variety of intellectual property protections, including the pursuit of patent protection in the United States and certain foreign jurisdictions. Because of the differences in patent laws and laws concerning proprietary rights, the extent of protection provided by U.S. patents or proprietary rights owned by us may differ from that of their foreign counterparts. Where strategically appropriate, we will attempt to pursue suspected violators of our patents and, whenever possible, monetize our intellectual property.

I.D. Systems has built a portfolio of patents and patent applications relating to various aspects of its technology and products. As of March 5, 2018, the I.D. Systems patent portfolio includes 25 U.S. patents, 2 pending U.S. patent applications, 1 pending foreign patent application, and 1 foreign patent. With the timely payment of all maintenance fees, the U.S. patents have expiration dates falling between 2019 and 2036. I.D. Systems also has foreign patents and

pending applications relating to its wireless asset management system, connected car product, and new features added to our vehicle management system. No single patent or patent family is considered material to the I.D. Systems business.

I.D. Systems' subsidiary, Asset Intelligence LLC ("AI"), also utilizes patents to protect aspects of its intellectual property assets. The AI patent portfolio focuses on methods, systems, and devices for managing mobile assets and reducing power consumption in mobile assets. As of March 19, 2018, the AI patent portfolio includes 24 U.S. patents. With timely payments of all maintenance fees, the granted U.S. patents have expiration dates falling between 2021 and 2034. No single patent or family of patents is considered material to the AI business.

### *Trademarks*

We have, or have applied for, trademark protection for I.D. SYSTEMS® and Design, the I.D. SYSTEMS Logo®, VEHICLE ASSET COMMUNICATOR®, AVRAMP® and Design, POWERFLEET®, POWERFLEET VISION®, POWERFLEET IQ®, VERIWISE IQ®, and ASSET INTELLIGENCE®.

We attempt to avoid infringing known proprietary rights of third parties in our product development and sales efforts. However, it is difficult to proceed with certainty in a rapidly evolving technological environment in which there may be numerous patent applications pending, many of which are confidential at the time of the application filing, with regard to similar technologies. If we were to discover that our products violate third-party proprietary rights, we may not be able to:

- obtain licenses to continue offering such products without substantial reengineering;
- reengineer our products successfully to avoid infringement;
- obtain licenses on commercially reasonable terms, if at all; or
- litigate an alleged infringement successfully or settle without substantial expense and damage awards.

Any claims against us relating to the infringement of third-party proprietary rights, even if without merit, could result in the expenditure of significant financial and managerial resources or in injunctions preventing us from distributing certain products. Such claims could materially adversely affect our business, financial condition and results of operations.

Our software products are susceptible to unauthorized copying and uses that may go undetected, and policing such unauthorized use is difficult. In general, our efforts to protect our intellectual property rights through patent, copyright, trademark and trade secret laws and contractual safeguards may not be effective to prevent misappropriation of our technology, or to prevent the development and design by others of products or technologies similar to, or competitive with, those developed by us. Our failure or inability to protect our proprietary rights could materially and adversely affect our business, financial condition and results of operations.

## **Manufacturing**

We outsource our hardware manufacturing operations to contract manufacturers. This strategy enables us to focus on our core competencies - designing hardware and software systems and delivering solutions to customers - and avoid investing in capital-intensive electronics manufacturing infrastructure. Outsourcing also provides us with the ability to ramp up deliveries to meet increases in demand without increasing fixed expenses.

Our manufacturers are responsible for obtaining the necessary components and supplies to manufacture our products. While components and supplies are generally available from a variety of sources, manufacturers generally depend on a limited number of suppliers. In the past, unexpected demand for communication products has caused worldwide shortages of certain electronic parts and allocation of such parts by suppliers that had an adverse impact on the ability of manufacturers to deliver products as well as on the cost of producing such products.

Due to the general availability of manufacturers for our products, we do not believe that the loss of any of our manufacturers would have a long-term material adverse effect on our business, although there could be a short-term adverse effect on our business.

We generally attempt to maintain sufficient inventory to meet customer demand for products, as well as to meet anticipated sales levels. If our product mix changes in unanticipated ways, or if sales for particular products do not materialize as anticipated, we may have excess inventory or inventory that becomes obsolete. In such cases, our operating results could be negatively affected.

## **Government Regulations**

The use of radio emissions is subject to regulation in the United States by various federal agencies, including the Federal Communications Commission, or FCC, and the Occupational Safety and Health Administration, or OSHA. Various state agencies also have promulgated regulations which concern the use of lasers and radio/electromagnetic emissions standards.

Regulatory changes in the United States and other countries in which we may operate in the future could require modifications to some of our products in order for us to continue manufacturing and marketing our products in those areas.

Our products intentionally transmit radio signals, including narrow band and spread spectrum signals, as part of their normal operation. We have obtained certification from the FCC for our products that require certification. Users of these products in the United States do not require any license from the FCC to use or operate our products. To market and sell our integrated wireless solutions in the European Union, we also utilize unlicensed radio spectra, and have obtained the required European Norm (EN) certifications.

In addition, some of our operations use substances regulated under various federal, state and local laws governing the environment and worker health and safety, including those governing the discharge of pollutants into the ground, air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Certain of our products are subject to various federal, state and local laws governing chemical substances in electronic products.

The adoption of unfavorable regulations, or unfavorable interpretations of existing regulations by courts or regulatory bodies, could require us to incur significant compliance costs, cause the development of the affected markets to become impractical or otherwise adversely affect our ability to produce or market our products.

## **Employees**

As of March 15, 2018, we had 117 full-time employees, including 10 employees based in Germany and the United Kingdom. Of our 117 total employees, 30 were engaged in customer service, 21 in product development (which includes engineering), 4 in new product management, 12 in operations, 30 in sales and marketing, 4 in information technology and 16 in executive, administration and finance. We believe that our relationships with our employees are good.

## **Available Information**

Our primary website is [www.id-systems.com](http://www.id-systems.com). We make available on this website, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish such information to, the Securities and Exchange Commission ("SEC"). We also make available on this website, free of charge, our Code of Ethics for Senior Financial Officers, which applies to our principal executive officer, principal financial officer and principal accounting officer.

## Item 1A. Risk Factors

*In addition to the other information contained in this Annual Report on Form 10-K, the following risk factors should be considered carefully in evaluating the Company's business. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks. Additional risks not presently known to the Company or that the Company currently deems immaterial may also adversely affect our business, financial condition or results of operations.*

**We have incurred significant losses and have a substantial accumulated deficit. If we cannot achieve profitability, the market price of our common stock could decline significantly.**

As of December 31, 2017, we had cash, cash equivalents and marketable securities of \$16.9 million and working capital of \$10.1 million. Our primary sources of cash are cash flows from operating activities and our holdings of cash, cash equivalents and investments. To date, we have not generated sufficient cash flow solely from operating activities to fund our operations.

We incurred net losses of approximately \$10.0 million, \$6.4 million and \$3.9 million for the years ended December 31, 2015, 2016 and 2017, respectively, and have incurred additional net losses since inception. At December 31, 2017, we had an accumulated deficit of approximately \$95.4 million. Our ability to increase our revenues from the sale of our products will depend on our ability to successfully implement our growth strategy and the continued expansion of our markets. If our revenues do not grow or if our operating expenses continue to increase, we may not be able to become profitable and the market price of our common stock could decline.

**We may not be able to successfully execute our strategic initiatives or meet our long-term financial goals.**

We have been engaged in strategic initiatives to refocus on our core business to maximize long-term stockholder value, to improve our cost structure and efficiency and to increase our selling efforts and developing new business. We cannot provide any assurance that we will be able to successfully execute these or other strategic initiatives or that we will be able to execute these initiatives on our expected timetable. We may not be successful in refocusing our core business and obtaining operational efficiencies or replacing revenues lost as a result of these strategic initiatives.

**We may need to obtain additional capital to fund our operations that could have negative consequences on our business.**

We may require additional capital in the future to develop and commercialize additional products and technologies or take advantage of other opportunities that may arise, including potential acquisitions. We may seek to raise the necessary funds through public or private equity offerings, debt financings, additional operating improvements, asset sales or strategic alliances and licensing arrangements. We have on file a shelf registration statement on Form S-3 that was declared effective by the SEC on May 18, 2017. The shelf registration statement allows us to raise up to an aggregate of \$60.0 million from the sale of common stock, preferred stock, warrants, debt securities and units or any combination of the foregoing. On July 17, 2017, we closed an underwritten public offering of approximately \$17.3 million in aggregate gross proceeds, which was conducted pursuant to a prospectus supplement to our shelf registration statement. To the extent we raise additional capital by issuing equity securities, including pursuant to our shelf registration statement, our existing stockholders may experience substantial dilution. In addition, we may be required to relinquish rights to our technologies or systems, or grant licenses on terms that are not favorable to us in order to raise additional funds through strategic alliance, joint venture and licensing arrangements. We cannot provide assurance that the additional sources of funds will be available, or if available, would have reasonable terms. If adequate funds are not available, we may be required to delay, reduce the scope of or eliminate one or more of our development programs, and our business, financial condition, results of operations and stock price could be materially and adversely affected.

**We are highly dependent upon sales of our wireless asset management system to a few customers. The loss of any of these customers, or any material reduction in the amount of our products they purchase, could materially and adversely affect our financial condition and results of operations.**

During the year ended December 31, 2017, we generated revenues of \$41.0 million with Wal-Mart Stores, Inc. accounting for 16% of our revenues. During the year ended December 31, 2016, we generated revenues of \$36.8 million with Wal-Mart Stores, Inc. accounting for 18% of our revenues. During the year ended December 31, 2015, we generated revenues of \$41.8 million with Wal-Mart Stores, Inc. accounting for 23% of our revenues. The loss of these customers or any material reduction in the amount of our products that these customers purchase, or any material adverse change in the financial condition of such customers, could materially and adversely affect our financial condition and results of operations. If we are unable to replace such revenue from existing or new customers, the market price of our common stock could decline significantly.

**If the market for our technology does not develop or become sustainable, expands more slowly than we expect or becomes saturated, our revenues will decline and our financial condition and results of operations could be materially and adversely affected.**

Our success is highly dependent on the continued market acceptance of our wireless asset management system. The market for our wireless products and services is new and rapidly evolving. If the market for our products and services does not become sustainable, or becomes saturated with competing products or services, our revenues will decline and our financial condition and results of operations could be materially and adversely affected.

**If we are unable to keep up with rapid technological change, we may be unable to meet the needs of our customers, which could materially and adversely affect our financial condition and results of operations and reduce our ability to grow our market share.**

Our market is characterized by rapid technological change and frequent new product announcements. Significant technological changes could render our existing technology obsolete. We are active in the research and development of new products and technologies and in enhancing our current products. However, research and development in our industry is complex and filled with uncertainty. For example, it is common for research and development projects to encounter delays due to unforeseen problems, resulting in low initial volume production, fewer product features than originally considered desirable and higher production costs than initially budgeted, any of which may result in lost market opportunities. In addition, these new products may not adequately meet the requirements of the marketplace and may not achieve any significant degree of market acceptance. If our efforts do not lead to the successful development, marketing and release of new products that respond to technological developments or changing customer needs and preferences, our revenues and market share could be materially and adversely affected. We may expend a significant amount of resources in unsuccessful research and development efforts. In addition, new products or enhancements by our competitors may cause customers to defer or forego purchases of our products. Any of the foregoing could materially and adversely affect our financial condition and results of operations and reduce our ability to grow our market share.

**We may incur additional charges for excess and obsolete inventory, which could adversely affect our cost of sales and gross profit.**

While we strive to effectively manage our inventory, due to rapidly changing technology, and uneven customer demand, product cycles tend to be short and the value of our inventory may be adversely affected by changes in technology that affect our ability to sell the products in our inventory. If we do not effectively forecast and manage our inventory, we may need to write off inventory as excess or obsolete, which in turn, can adversely affect our cost of sales and gross profit.

We have previously experienced, and may in the future experience, reductions in sales of older generation products as customers delay or defer purchases in anticipation of new product introductions. The reserves we have established for potential losses due to obsolete inventory may, however, prove to be inadequate and may give rise to additional charges for obsolete or excess inventory.

**The long and variable sales cycles for our solutions may cause our revenues and operating results to vary significantly from quarter to quarter or year to year, which could adversely affect the market price of our common stock.**

We expect that many customers who utilize our solutions will do so as part of a large-scale deployment of these solutions across multiple or all divisions of their organizations. A customer's decision to deploy our solutions throughout its organization will involve a significant commitment of its resources. Accordingly, initial implementations may precede any decision to deploy our solutions enterprise-wide. Throughout this sales cycle, we may spend considerable time and expense educating and providing information to prospective customers about the benefits of our solutions.

The timing of the deployment of our solutions may vary widely and will depend on the specific deployment plan of each customer, the complexity of the customer's organization and the difficulty of such deployment. Customers with substantial or complex organizations may deploy our solutions in large increments on a periodic basis. Accordingly, we may receive purchase orders for significant dollar amounts on an irregular and unpredictable basis. Because of our limited operating history and the nature of our business, we cannot predict the timing or size of these sales and deployment cycles. Long sales cycles, as well as our expectation that customers will tend to place large orders sporadically with short lead times, may cause our revenue and results of operations to vary significantly and unexpectedly from quarter to quarter. These variations could materially and adversely affect the market price of our common stock.

**We rely significantly on channel partners to sell our products, and disruptions to, or our failure to develop and manage our channel partners would harm our business.**

Recruiting and retaining qualified channel partners and training them in our technology and product offerings requires significant time and resources. In order to develop and expand our distribution channel, we must continue to scale and improve our processes and procedures that support our channel, including investment in systems and training. Those processes and procedures may become increasingly complex and difficult to manage as we grow our organization. We have no minimum purchase commitments from any of our channel partners, and our contracts with these channel partners do not prohibit them from offering products or services that compete with ours. Our competitors may provide incentives to existing and potential channel partners to favor their products or to prevent or reduce sales of our products. Our channel partners may choose not to offer our products exclusively or at all. Establishing relationships with channel partners who have a history of selling our competitors' products may also prove to be difficult. Our failure to establish and maintain successful relationships with channel partners would harm our business and operating results.

**If we are unable to protect our intellectual property rights, our financial condition and results of operations could be materially and adversely affected.**

We rely on a combination of patents, copyrights, trademarks, trade secrets and contractual measures to protect our intellectual property rights. Third parties may seek to challenge, invalidate, circumvent or render unenforceable any patents or proprietary rights owned by us. If such challenges are successful, our business will be materially and adversely affected.

Our employees, consultants and advisors enter into confidentiality agreements with us that prohibit the disclosure or use of our confidential information. We also have entered into confidentiality agreements to protect our confidential information delivered to third parties for research and other purposes. Despite these efforts, we cannot assure you that we will be able to effectively enforce these agreements or our confidential information will not be disclosed, that others will not independently develop substantially equivalent confidential information and techniques or otherwise gain access to our confidential information or that we can meaningfully protect our confidential information.

Disputes may arise in the future with respect to the ownership of rights to any technology developed with advisors or collaborators. These and other possible disagreements could lead to delays in the collaborative research, development or commercialization of our systems, or could require or result in costly and time-consuming litigation that may not be decided in our favor. Any such event could materially and adversely affect our financial condition and results of operations.

Policing the unauthorized use of our intellectual property is difficult, and we cannot assure you that the steps we have taken will prevent unauthorized use of our technology or other intellectual property, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. Accordingly, we may not be able to protect our proprietary rights against unauthorized third party copying or use. If we are unsuccessful in protecting our intellectual property, we may lose any technological advantages we have over competitors and our financial condition and results of operations could be materially and adversely affected.

**We may become involved in an intellectual property dispute that could subject us to significant liability, divert the time and attention of our management and prevent us from selling our products, any of which could materially and adversely affect our financial condition and results of operations.**

In recent years, there has been significant litigation in the United States and internationally involving claims of alleged infringement of patents and other intellectual property rights. Litigation may be necessary to enforce our intellectual property rights, defend ourselves against alleged infringement and determine the scope and validity of our intellectual property rights.

Any such litigation, whether or not successful, could result in substantial costs, divert the time and attention of our management and prevent us from selling our products. If a claim of patent infringement was decided against us, we could be required to, among other things:

- pay substantial damages to the party making such claim;
- stop selling, making, having made or using products or services that incorporate the challenged intellectual property;
- obtain from the holder of the infringed intellectual property right a license to sell, make or use the relevant technology, which license may not be available on commercially reasonable terms, or at all; or
- redesign those products or services that incorporate such intellectual property.

The failure to obtain the necessary licenses or other rights could preclude the sale, manufacture or distribution of our products and could materially and adversely affect our financial condition and results of operations.



**The U.S. government’s right to use technology developed by us with government funds could limit our intellectual property rights.**

We have developed, and may in the future develop, improvements to our technology that are funded in part by the U.S. government. As a result, we do not have the right to prohibit the U.S. government from using certain technologies developed by us with such government funds or to prohibit third parties from using those technologies to provide products and services at the request of the U.S. government. Although such government rights do not affect our ownership of the technology developed using such funds, the U.S. government has the right to royalty-free use of technologies that we have developed under such contracts. We are free to commercially exploit those government-funded technologies and may assert our intellectual property rights to seek to block other non-government users thereof, but there is no assurance we can successfully do so.

**We rely on subcontractors to manufacture and deliver our products. Any quality or performance failures by our subcontractors or changes in their financial condition could disrupt our ability to supply quality products to our customers in a timely manner, resulting in business interruptions, increased costs, claims for damages, reputation damage and reduced revenue.**

In order to meet the requirements under our customer contracts, we rely on subcontractors to manufacture and deliver our products to our customers. Any quality or performance failures by our subcontractors or changes in their financial or business condition could disrupt our ability to supply quality products to our customers in a timely manner. If we are unable to fulfill orders from our customers in a timely manner, we could experience business interruptions, increased costs, damage to our reputation and loss of our customers. In addition, we may be subject to claims from our customers for failing to meet our contractual obligations. Although we have several sources for production, the inability to provide our products to our customers in a timely manner could result in the loss of customers and our revenues could be materially reduced. In addition, there is great competition for the most qualified and competent subcontractors. If we are unable to hire qualified subcontractors, the quality of our services and products could decline. Furthermore, third-party manufacturers in the electronic component industry are consolidating. The consolidation of third-party manufacturers may give remaining manufacturers greater leverage to increase the prices that they charge, thereby increasing our manufacturing costs. If this were to occur and we are unable to pass the increased costs onto our customers, our profitability could be materially and adversely affected.

**Our manufacturers rely on a limited number of suppliers for several significant components and raw materials used in our products. If we or our manufacturers are unable to obtain these components or raw materials on a timely basis, we will be unable to meet our customers’ orders, which could reduce our revenues, subject us to claims for damages and adversely affect our relationships with our customers.**

We rely on a limited number of suppliers for the components and raw materials used in our products. Although there are many suppliers for most of our component parts and raw materials, we are dependent on a limited number of suppliers for many of our significant components and raw materials. This reliance involves a number of significant risks, including:

- unavailability of materials and interruptions in delivery of components and raw materials from our suppliers, which could result in manufacturing delays; and
- fluctuations in the quality and price of components and raw materials.

We currently do not have any long-term or exclusive purchase commitments with any of our suppliers. In addition, our suppliers may enter into exclusive arrangements with our competitors, be acquired by our competitors, or stop selling their products or components to us on commercially reasonable terms or at all. We may not be able to develop alternative sources for the components and raw materials. Even if alternate suppliers are available to us or our manufacturers, identifying them is often difficult and time consuming. If we or our manufacturers are unable to obtain an ample supply of product or raw materials from our existing suppliers or alternative sources of supply, we may be unable to satisfy our customers’ orders, which could reduce our revenues, subject us to claims for damages and adversely affect our relationships with our customers.

**The industry in which we operate is highly competitive, and competitive pressures from existing and new companies could have a material adverse effect on our financial condition and results of operations.**

The industry in which we operate is highly competitive and influenced by the following:

- advances in technology;
- new product introductions;
- evolving industry standards;
- product improvements;
- rapidly changing customer needs;
- intellectual property invention and protection;
- marketing and distribution capabilities;
- ability to attract and retain highly skilled professionals;
- competition from highly capitalized companies;
- entrance of new competitors;
- ability of customers to invest in information technology; and
- price competition.

The products marketed by us and our competitors are becoming more complex. As the technological and functional capabilities of future products increase, these products may begin to compete with products being offered by traditional computer, network and communications industry participants that have substantially greater financial, technical, marketing and manufacturing resources than we do.

Although we are not aware of any current competitors that provide the precise capabilities of our systems, we are aware of competitors that offer similar approaches to address the customer needs that our products address. Those companies include both emerging companies with limited operating histories, such as TotalTrax, Inc., and SpeedShield Technologies and companies with longer operating histories, greater name recognition and/or significantly greater financial, technical and marketing resources than ours, such as Crown Equipment Corp.

In the transportation asset management market, we compete against several established competitors, including Omnitracs, LLC, SkyBitz, Inc., Orbcomm Inc. and Spireon, Inc. We attempt to differentiate our solutions in this market by offering a choice of communication mode (satellite or cellular), patented battery management technology, sensor options, and installation configurations (dry van trailers, domestic containers, flatbed trailers, covered hopper and tanker railcars, and chassis).

In the connected vehicles solutions market, our solutions for traditional airport-based rental fleet management compete primarily against existing handheld devices, which are used widely by vehicle rental companies. Currently, the principal handheld device providers we compete against include Motorola and Intermec which was acquired by Honeywell International Inc. Our solutions for remote, decentralized rental fleet management compete primarily with companies in the car sharing market such as Hertz, Enterprise, Zipcar and City Car Share. Large system integrators and several of the national cellular wireless providers have started to offer solutions, which package third party hardware, firmware and software, that compete with our solutions. In the markets for both types of rental fleet solutions, our competitive position is differentiated by our patented car rental system.

If we do not keep pace with product and technology advances, including the development of superior products by our competitors, or if we are unable to otherwise compete successfully against our competitors, there could be a material adverse effect on our competitive position, revenues and prospects for growth. As a result, our financial condition and results of operations could be materially and adversely affected.

**The federal government or independent standards organizations may implement significant regulations or standards that could adversely affect our ability to produce or market our products.**

Our products transmit radio frequency waves, the transmission of which is governed by the rules and regulations of the FCC, as well as other federal and state agencies. Our ability to design, develop and sell our products will continue to be subject to these rules and regulations for the foreseeable future. In addition, our products and services may become subject to independent industry standards. The implementation of unfavorable regulations or industry standards, or unfavorable interpretations of existing regulations by courts or regulatory bodies, could require us to incur significant compliance costs, cause the development of the affected products to become impractical or otherwise adversely affect our ability to produce or market our products. The adoption of new industry standards applicable to our products may require us to engage in rapid product development efforts that would cause us to incur higher expenses than we anticipated. In some circumstances, we may not be able to comply with such standards, which could materially and adversely affect our ability to generate revenues through the sale of our products.

**Because our products are complex, they may have undetected errors or failures when they are introduced, which could seriously harm our business, and our product liability insurance may not adequately protect us.**

Technical products like ours often contain undetected errors or failures when first introduced. Despite our efforts to eliminate these flaws, there still may be errors or failures in our products, even after the commencement of commercial shipments. We provide a warranty reserve at the time of shipment, which may not be sufficient to cover actual repair costs. Because our products are used in business-critical applications, we could be subject to product liability claims if our systems fail to perform as intended. Even unsuccessful claims against us could result in costly litigation and the diversion of management's time and resources and could damage our reputation and impair the marketability of our systems. Although we maintain insurance, there are no assurances that:

- our insurance will provide adequate coverage against potential liabilities if our products cause harm or fail to perform as promised; or
- adequate product liability insurance will continue to be available to us in the future on commercially reasonable terms or at all.

If our insurance is insufficient to pay any product liability claims, our financial condition and results of operations could be materially and adversely affected. In addition, any such claims could permanently injure our reputation and customer relationships.

**We may be subject to breaches of our information technology systems, which could damage our reputation, vendor, and customer relationships, and our customers' access to our services.**

Our business operations require that we use and store sensitive data, including intellectual property and proprietary business information in our secure data centers and on our networks. We face a number of threats to our data centers and networks in the form of unauthorized access, security breaches and other system disruptions. It is critical to our business strategy that our infrastructure remains secure and is perceived by customers and partners to be secure. We require user names and passwords in order to access our information technology systems. We also use encryption and authentication technologies to secure the transmission and storage of data. Despite our security measures, our information technology systems may be vulnerable to attacks by hackers or other disruptive problems. Any such security breach may compromise information used or stored on our networks and may result in significant data losses or theft of our, our customers', or our business partners' intellectual property or proprietary business information. A cybersecurity breach could negatively affect our reputation by adversely affecting the market's perception of the security or reliability of our products or services. In addition, a cyber-attack could result in other negative consequences, including remediation costs, disruption of internal operations, increased cybersecurity protection costs, lost revenues or litigation, which could have a material adverse effect on our business, results of operations and financial condition.

**Our ability to utilize net operating loss carry-forwards may be limited.**

The Company has U.S. net operating loss carry-forwards ("NOLs") that expire through 2037. Section 382 of the Internal Revenue Code imposes an annual limitation on a corporation's ability to utilize NOLs if it experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50% over a three-year period. Ownership changes in our stock, some of which are outside of our control, could result in a limitation in our ability to use our NOLs to offset future taxable income, could cause U.S. Federal income taxes to be paid earlier than otherwise would be paid if such limitation were not in effect and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

**If we lose our executive officers, or are unable to recruit additional personnel, our ability to manage our business could be materially and adversely affected.**

We are dependent on the continued employment and performance of our executive officers. We currently do not have employment agreements with any of our executive officers. Like other companies in our industry, we face intense competition for qualified personnel. Many of our competitors have greater resources than we have to hire qualified personnel. Accordingly, if we are not successful in attracting or retaining qualified personnel in the future, our ability to manage our business could be materially and adversely affected.

**If we do not adequately anticipate and respond to the risks inherent in growing our business internationally, our operating results and the market price of our common stock could be materially and adversely affected.**

To date, we have not generated significant revenues outside of North America. As part of our growth strategy, we are seeking ways to expand our operations outside of North America by establishing offices in the United Kingdom and Germany and developing relationships with global distributors to market and sell our systems internationally. For example, as of March 15, 2018, we had six employees in Germany and four in the United Kingdom who market and sell our systems in Europe. There are a number of risks inherent in doing business in international markets, including:

- unexpected legal or regulatory changes;
- unfavorable political or economic factors;
- less developed infrastructure;
- difficulties in recruiting and retaining personnel, and managing international operations;
- fluctuations in foreign currency exchange rates;
- lack of sufficient protection for intellectual property rights; and
- potentially adverse tax consequences.

If we do not adequately anticipate and respond to the risks inherent in international operations, our operating results and the market price of our common stock could be materially and adversely affected. In addition, although we intend to expand our business outside of North America, there are risks associated with conducting an international operation, including the risks listed above, and such expansion may not be successful or have a positive effect on, and could materially and adversely affect, our financial condition and results of operations.

**We provide no assurance that we will be able to successfully integrate any businesses, products, technologies or personnel that we have acquired or might acquire in the future.**

We may, from time to time, continue to consider investments in or acquisitions of complementary companies, products or technologies. In the event of any future acquisitions, we could:

- issue stock that would dilute our current stockholders' percentage ownership;
- incur debt;
- assume liabilities;
- incur expenses related to the impairment of goodwill; or
- incur large and immediate write-offs.

We may not be able to identify suitable acquisition candidates, and if we do identify suitable candidates, we may not be able to make these acquisitions on acceptable terms, or at all.

Our operation of any acquired business will also involve numerous risks, including:

- problems integrating the acquired operations, personnel, technologies or products;
- unanticipated costs;
- diversion of management's time and attention from our core businesses;
- adverse effects on existing business relationships with suppliers and customers;
- risks associated with entering markets in which we have no or limited prior experience; and
- potential loss of key employees, particularly those of acquired companies.

In addition, if we make changes to our business strategy or if external conditions adversely affect our business operations, we may be required to record an impairment charge for goodwill or intangibles, which would lead to decreased assets and reduced net operating performance.

**The concentration of common stock ownership among our executive officers and directors could limit the ability of other stockholders of the Company to influence the outcome of corporate transactions or other matters submitted for stockholder approval.**

As of March 27, 2018, our executive officers and directors beneficially owned, in the aggregate, 6% of our outstanding common stock, not including 351,000 shares of common stock that our executive officers and directors may acquire upon the exercise of outstanding options or if they otherwise acquire additional shares of common stock in the future. As a result, our officers and directors may have the ability to influence the outcome of all corporate actions requiring stockholder approval, irrespective of how our other stockholders may vote, including the following actions:

- the election of directors;
- adoption of stock option or other equity incentive compensation plans;
- the amendment of our organizational documents; and
- the approval of certain mergers and other significant corporate transactions, including a sale of substantially all of our assets.

**The unpredictability of our quarterly operating results could adversely affect the market price of our common stock.**

Our revenues and operating results may vary significantly from quarter to quarter due to a number of factors, many of which are outside of our control, and any of which could adversely affect the market price of our common stock. The main factors that may affect us include the following:

- variations in the sales of our products to our significant customers;
- variations in the mix of products and services provided by us;
- the timing and completion of initial programs and larger or enterprise-wide purchases of our products by our customers;
- the length and variability of the sales cycle for our products;
- the timing and size of sales;
- changes in market and economic conditions, including fluctuations in demand for our products; and
- announcements of new products by our competitors.

As a result of these and other factors, revenues for any quarter are subject to significant variation that could adversely affect the market price for our common stock.

**Future sales of our common stock, including sales of our common stock acquired upon the exercise of outstanding options, may cause the market price of our common stock to decline.**

The market price of our common stock could decline as a result of sales by our existing stockholders of shares of common stock in the market, or sales of our common stock acquired upon the exercise of outstanding options, or the perception that these sales could occur. These sales also may make it more difficult for us to sell equity securities at a time and price that we deem appropriate.

We have 17,634,904 shares of common stock outstanding as of March 27, 2018, of which 16,560,320 shares are freely transferable without restriction, and 1,074,584 shares are held by our officers and directors and, as such, are subject to the applicable volume, manner of sale, holding period and other limitations of Rule 144 under the Securities Act. In addition, as of December 31, 2017, options to purchase 1,290,000 shares of our common stock were issued and outstanding, of which 667,000 were vested. The remaining options will vest ratably over a five-year period measured from the date of grant. The weighted-average exercise price of the vested stock options is \$5.11. We also may issue additional shares of stock in connection with our business, including in connection with acquisitions, and may grant additional stock options to our employees, officers, directors and consultants under our stock option plans or warrants to third parties. If a significant portion of these shares of common stock were sold in the public market, the market value of our common stock could be adversely affected.

**The issuance of equity or debt securities under our shelf registration statement could have a negative impact on the price of our common stock.**

We have on file a shelf registration statement on Form S-3 that was declared effective by the SEC on May 18, 2017. The shelf registration statement allows us to raise up to an aggregate of \$60.0 million from the sale of common stock, preferred stock, warrants, debt securities, and units, or any combination of the foregoing. If we issue all of the securities included in the shelf registration statement, there could be a substantial dilutive effect on our common stock and an adverse effect on the price of our common stock.

On July 17, 2017, we closed an underwritten public offering of approximately \$17.3 million in aggregate gross proceeds, which was conducted pursuant to a prospectus supplement to our shelf registration statement.

**We provide financing to our customers for the purchase of our products, which may increase our credit risks in the event of a deterioration in a customer's financial condition or in global credit conditions.**

We sell our products to a wide range of customers in the commercial and governmental sectors. We provide financing to customers for a portion of such sales which could be in the form of notes or leases receivable over two to five years. Although these customers are extended credit terms which are approved by us internally, our business could be materially and adversely affected in the event of a deterioration of the financial condition of one or more of our customers that results in such customers' inability to repay us. This risk may increase during a general economic downturn affecting a large number of our customers or a widespread deterioration in global credit conditions, and in the event our customers do not adequately manage their businesses or properly disclose their financial condition.

**Interest rate fluctuations may adversely affect our income and results of operations.**

As of December 31, 2017, we had cash, cash equivalents and investments of \$16.9 million. In a declining interest rate environment, reinvestment typically occurs at less favorable market rates, negatively impacting future investment income. Accordingly, interest rate fluctuations may adversely affect our income and results of operations.

**Our cash and cash equivalents could be adversely affected by a downturn in the financial and credit markets.**

We maintain our cash and cash equivalents with major financial institutions; however, our cash and cash equivalent balances with these institutions exceed the Federal Deposit Insurance Corporation insurance limits. While we monitor on a systematic basis the cash and cash equivalent balances in our operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit our cash and cash equivalents fails or is subject to other adverse conditions in the financial or credit markets. To date, we have experienced no loss of principal or lack of access to our invested cash or cash equivalents; however, we can provide no assurance that access to our invested cash and cash equivalents will not be affected if the financial institutions in which we hold our cash and cash equivalents fail or the financial and credit markets deteriorate.

**Goodwill impairment or intangible impairment charges may affect our results of operations in the future.**

We test goodwill for impairment on an annual basis and more often if events occur or circumstances change that would likely reduce the fair value of a reporting unit to an amount below its carrying value. We also test for other possible acquisition intangible impairments if events occur or circumstances change that would indicate that the carrying amount of such intangible may not be recoverable. Any resulting impairment loss would be a non-cash charge and may have a material adverse impact on our results of operations in any future period in which we record a charge.

Long-lived assets with determinable useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Such charges could have a material adverse effect on our results of operations in the period in which they are recorded.

**Declines in general economic conditions could result in decreased demand for our products and services, which would adversely affect our business, financial condition and results of operations.**

Our results of operations are affected by the levels of business activities of our customers, which can be affected by economic conditions in the United States and globally. During periods of economic downturns, our customers may decrease their demand for wireless technology solutions, as well as the maintenance, support and consulting services we provide. This slowdown may have an adverse effect on the wireless solutions industry in general and on demand for our products and services, but the magnitude of that impact is uncertain. Our future growth is dependent, in part, upon the demand for our products and services. Prolonged weakness in the economy may cause business enterprises to delay or cancel wireless solutions projects, reduce their overall wireless solutions budgets and/or reduce or cancel orders for our services. This, in turn, may lead to longer sales cycles, delays in purchase decisions, and payment and collection issues, and may also result in price pressures, causing us to realize lower revenues and operating margins. Additionally, if our customers cancel or delay their wireless solutions initiatives, our business, financial condition and results of operations could be materially and adversely affected.

**Provisions of Delaware law or our charter documents could delay or prevent an acquisition of the Company, even if the acquisition would be beneficial to our stockholders, and could make it more difficult for our stockholders to change the Company's management.**

Section 203 of the Delaware General Corporation Law prohibits us from engaging in a business combination with any of our interested stockholders for three years after such stockholder became an interested stockholder unless certain specified conditions are met. As a result, these provisions and Delaware law could limit the price that investors are willing to pay in the future for shares of our common stock.

In addition, provisions of our certificate of incorporation and bylaws may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. This is because these provisions may prevent or frustrate attempts by stockholders to replace or remove our current management or members of our Board of Directors. These provisions, among other things:

- permit our Board of Directors to issue, without further action by our stockholders, up to 5,000,000 shares of preferred stock, with any rights, preferences and privileges as they may designate, including the right to approve an acquisition or other change in control;
- provide that special meetings of stockholders may be called only by (i) our Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors, either upon motion of a director or upon written request by the holders of at least 50% of the voting power of all the shares of our capital stock entitled to vote in the election of directors, voting as a single class, or (ii) our Chairman of the Board or our President; and
- require the affirmative vote of at least 75% of the voting power of all the shares of our capital stock entitled to vote in the election of directors, voting as a single class, to amend or repeal the provisions outlined above dealing with meetings of stockholders.



**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our executive and I.D. Systems administrative offices are located in Woodcliff Lake, New Jersey. In May 2010, we entered into a lease for this facility, consisting of approximately 21,400 square feet, which expires on February 28, 2021. The rent is approximately \$37,000 per month.

Our Asset Intelligence administrative offices are located in Plano, Texas. In April 2015, we entered into a lease for this facility, consisting of approximately 11,482 square feet, which expires February 28, 2021. The rent is approximately \$22,000 per month.

Our Keytroller administrative offices and storage space are located in Tampa, Florida. In July 2017, we entered into a lease for this facility, consisting of approximately 5,000 square feet, which expires July 31, 2019. The rent is approximately \$3,600 per month.

We believe that our existing facilities are adequate for our existing needs.

**Item 3. Legal Proceedings**

In the ordinary course of its business, the Company is at times subject to various legal proceedings. On June 12, 2017, ACF FinCo I LP (“ACF”) filed a lawsuit against us in the District Court for Dallas County, Texas. The complaint alleges that ACF is the successor-in-interest to McDonald Technologies International Inc. (“MTI”), one of our former suppliers, and alleges one cause of action for breach of a May 2015 Master Services Agreement pursuant to which we purchased certain products manufactured and services rendered by MTI. The complaint seeks approximately \$2.0 million in damages for amounts allegedly due by us under this agreement, plus interest and attorney’s fees. On July 7, 2017, we filed our answer denying any liability to ACF and asserting various defenses to ACF’s claims against us. The lawsuit is currently in active discovery. We believe that the lawsuit is without merit and intend to continue to vigorously defend ourselves in this matter.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II.

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information.

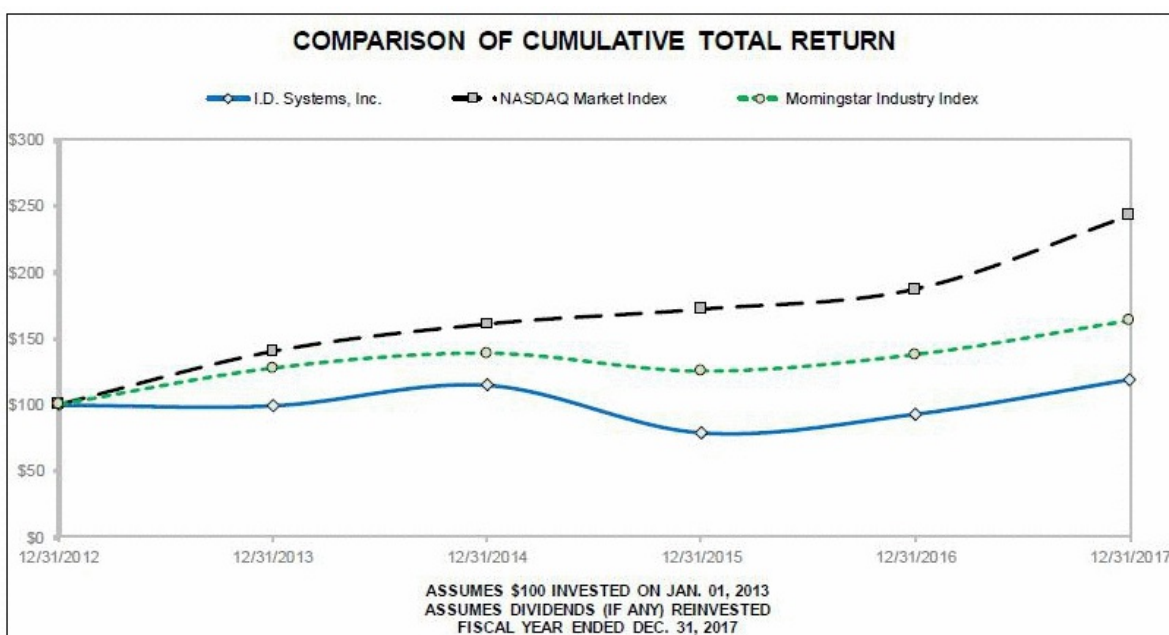
Our common stock is traded on the NASDAQ Global Market under the symbol "IDSY." The following table sets forth the high and low sales price for our common stock on the NASDAQ Global Market for each fiscal quarter during the years ended December 31, 2016 and 2017.

<u>Quarter Ended</u>	<u>High</u>	<u>Low</u>
<b>2017</b>		
March 31, 2017	\$ 7.34	\$ 5.25
June 30, 2017	7.01	5.87
September 30, 2017	7.56	5.50
December 31, 2017	7.75	6.53
<b>2016</b>		
March 31, 2016	\$ 4.80	\$ 3.75
June 30, 2016	5.39	4.19
September 30, 2016	5.43	4.26
December 31, 2016	5.59	4.63

#### Performance Graph.

The following graph shows a five-year comparison of cumulative total shareholder return for (i) the Company, (ii) the NASDAQ Market Index, and (iii) the Morningstar Communication Equipment Index (the "Morningstar Index").

The graph assumes that \$100 was invested in each of the Company's common stock, the NASDAQ Market Index and the Morningstar Index on December 31, 2012, and that any dividends were reinvested. Data points on the graph are annual. Note that historic stock price performance is not necessarily indicative of future stock price performance. The following graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.



COMPANY/INDEX/MARKET	Fiscal Year Ended					
	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017
I.D. Systems, Inc.	\$ 100.00	\$ 99.48	\$ 114.95	\$ 79.04	\$ 93.13	\$ 119.24
NASDAQ Market Index	100.00	140.12	160.78	171.97	187.22	242.71
Morningstar Industry Index	100.00	127.52	138.74	125.24	137.8	163.50

Prepared by Zacks Investment Research, Inc.  
Index Data: Copyright NASDAQ OMX, Inc. Copyright Morningstar, Inc.

#### Holders.

As of March 27, 2018, there were 17 holders of record of our common stock.

#### Dividends.

We have never paid a cash dividend on our common stock and do not expect to pay a cash dividend in the near future. We currently intend to retain future earnings, if any, to finance our operations and expand our business. Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will depend upon our financial condition, operating results, capital requirements and any other factors our Board of Directors deems relevant. In addition, our senior credit facility (described in Item 7 of Part II of this Annual Report on Form 10-K under the caption "Capital Requirements") restricts our ability to pay dividends.

#### Sales of Unregistered Securities.

None.

#### Purchases of Equity Securities by the Issuer.

On November 4, 2010, the Company announced that its Board of Directors authorized the repurchase of issued and outstanding shares of the Company's common stock having an aggregate value of up to \$3,000,000 pursuant to a share repurchase program. The repurchases under the share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from the Company's working capital. The amount and timing of such repurchases is dependent upon the price and availability of shares, general market conditions and the availability of cash, as determined at the discretion of the Company's management. All shares of common stock repurchased under the Company's share repurchase program are held as treasury stock (until such time, if ever, that they are re-issued by the Company). The share repurchase program does not have an expiration date, and the Company may discontinue or suspend the share repurchase program at any time.

The following table provides information regarding our common stock repurchases under our publicly announced share repurchase program and shares withheld for taxes due upon vesting of restricted stock for each month of the quarterly period ended December 31, 2017. As the table indicates, the Company did not make any share repurchases during the quarterly period ended December 31, 2017.

#### ISSUER PURCHASES OF EQUITY SECURITIES

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs</u>
October 1, 2017 - October 31, 2017	-	-	-	\$ 1,660,000
November 1, 2017 - November 30, 2017	-	-	-	1,660,000
December 1, 2017 - December 31, 2017	6,000(1)	\$ 6.78	-	1,660,000
<b>Total</b>	<b>6,000</b>	<b>\$ 6.78</b>	<b>-</b>	<b>\$ 1,660,000</b>

(1) Represents shares of common stock withheld to satisfy minimum tax withholding obligations in connection with the vesting of restricted stock during December 2017.

In addition, on May 3, 2007, the Company previously had announced that its Board of Directors had authorized the repurchase of issued and outstanding shares of our common stock having an aggregate value of up to \$10,000,000 pursuant to a share repurchase program (the "2007 Repurchase Program"). The 2007 Repurchase Program was terminated by the Board of Directors in March 2012. Prior to such termination, the Company had purchased approximately 1,075,000 shares of its common stock in open market transactions under the 2007 Repurchase Program for an aggregate purchase price of approximately \$9,970,000, or an average cost of \$9.27 per share. The repurchases were funded from the Company's working capital, and the amount and timing of such repurchases depended upon the price and availability of shares, general market conditions and the availability of cash, as determined at the discretion of our management.

## Item 6. Selected Financial Data

The following table sets forth selected financial data for each of the five years ended December 31, 2017 derived from our audited financial statements. You should read the information in the table below together with the section of this Annual Report on Form 10-K entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," which discusses the 2015, 2016 and 2017 fiscal years, and our financial statements and related notes and the other financial data included elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2013	2014	2015	2016	2017
<b>Statement of Operations Data:</b>					
Revenues	\$ 39,946,000	\$ 45,633,000	\$ 41,784,000	\$ 36,822,000	\$ 40,958,000
Cost of revenues	22,036,000	25,627,000	24,761,000	18,528,000	20,031,000
Gross profit	17,910,000	20,006,000	17,023,000	18,294,000	20,927,000
Operating expenses:					
Selling, general and administrative expenses	21,769,000	25,094,000	22,750,000	20,126,000	21,053,000
Research and development expenses	4,389,000	6,649,000	4,556,000	4,536,000	3,965,000
Loss on settlement of finance receivable	-	441,000	-	-	-
Loss from operations	(8,248,000)	(12,178,000)	(10,283,000)	(6,368,000)	(4,091,000)
Interest income	635,000	595,000	360,000	285,000	253,000
Interest expense	-	(29,000)	(18,000)	(293,000)	(342,000)
Other income (loss), net	51,000	37,000	(11,000)	6,000	(1,000)
Net loss before income taxes	(7,562,000)	(11,575,000)	(9,952,000)	(6,370,000)	(4,181,000)
Income tax benefit - sale of NJ net operating losses and R&D tax credits	63,000	-	-	-	311,000
Net loss	\$ (7,499,000)	\$ (11,575,000)	\$ (9,952,000)	\$ (6,370,000)	\$ (3,870,000)
Net loss per share - basic and diluted	\$ (0.63)	\$ (0.96)	\$ (0.79)	\$ (0.49)	\$ (0.26)
Weighted average common shares outstanding - basic and diluted					
	11,912,000	12,098,000	12,614,000	12,984,000	14,961,000
<b>Balance Sheet Data (at end of period):</b>					
Cash and cash equivalents	\$ 6,882,000	\$ 6,277,000	\$ 4,793,000	\$ 5,277,000	\$ 5,403,000
Investments	7,190,000	7,315,000	1,598,000	1,614,000	11,479,000
Total assets	55,515,000	52,486,000	44,428,000	44,246,000	60,932,000
Long term debt	293,000	149,000	-	-	-
Total stockholders' equity	37,449,000	27,255,000	20,570,000	16,002,000	32,971,000

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

*The following discussion is intended to assist you in understanding our financial condition and results of operations and should be read in conjunction with the financial statements and related notes included elsewhere in this Annual Report on Form 10-K. Many of the amounts and percentages in this section have been rounded for convenience of presentation, but actual recorded amounts have been used in computations. Accordingly, some information may appear not to compute accurately.*

### Overview

I.D. Systems, Inc. ("IDS", and together with its subsidiaries, "I.D. Systems," the "Company," "we," "our," or "us") develops, markets and sells wireless machine-to-machine ("M2M") solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, such as forklifts and airport ground support equipment; rental vehicles; and transportation assets, such as dry van trailers, refrigerated trailers, railcars and containers. Our patented wireless asset management systems utilize radio frequency identification (RFID), Wi-Fi, satellite or cellular communications, and sensor technology to address the needs of organizations to control, track, monitor and analyze their assets. Our solutions enable our customers to achieve tangible economic benefits by making timely, informed decisions that increase the safety, security, revenue, productivity and efficiency of their operations.

We have focused our business activities on three primary business solutions: (i) Industrial Truck Asset Management, (ii) Transportation Asset Management, and (iii) Connected Vehicle Solutions. Our solution for industrial truck asset management allows our customers to reduce operating risks including unsafe activity, facility equipment and goods damage, operational costs and capital expenditures and to comply with certain safety regulations by accurately and reliably measuring and controlling fleet activity. This solution also enhances security at industrial facilities and areas of critical infrastructure, such as airports, by controlling access to, and restricting the use of, vehicles and equipment. Our solution for transportation asset management allows our customers to increase revenue per asset deployed, reduce fleet size, and improve the monitoring and control of sensitive cargo. Our solutions for connected vehicles include unique Internet-of-Things ("IoT") projects similar to projects we have delivered to Avis Budget Group. These engineering programs help our customers transform their operations. For Avis Budget Group, our rental fleet management platform assists rental car companies in generating higher revenue by more accurately tracking vehicle data, such as fuel consumption and odometer readings, and improving customer service by expediting the rental and return processes. In addition, our wireless solution for "car sharing" enables rental car companies to establish a network of vehicles positioned strategically around cities or on corporate campuses, control vehicles remotely, manage member reservations by smart phone or Internet, and charge members for vehicle use by the hour.

We sell our solutions to both executive, division and site-level management within the enterprise. We also utilize channel partners such as independent dealers and Original Equipment Manufacturers (OEMs) who may opt for us to white label our product. Typically, our initial system deployment serves as a basis for potential expansion across the customer's organization. We work closely with customers to help maximize the utilization and benefits of our system and demonstrate the value of enterprise-wide deployments. Post-implementation, we consult with our customers to further extend and customize the benefits to the enterprise by delivering enhanced analytics capabilities.

We market and sell our solutions to a wide range of customers in the commercial and government sectors. Our customers operate in diverse markets, such as automotive manufacturing, heavy industry, retail and wholesale distribution, transportation, aviation, aerospace and defense, homeland security and vehicle rental.

We have incurred net losses of approximately \$10.0 million, \$6.4 million and \$3.9 million for the years ended December 31, 2015, 2016 and 2017 respectively, and have incurred additional net losses since inception. As of December 31, 2017, we had cash, cash equivalents and marketable securities of \$16.9 million, working capital of \$10.1 million, and an accumulated deficit of \$95.4 million. Our primary sources of cash are cash flows from operating activities and the Company's holdings of cash, cash equivalents and investments from the sale of common stock. To date, the Company has not generated sufficient cash flow solely from operating activities to fund our operations.

During the year ended December 31, 2017, we generated revenues of \$41.0 million with Wal-Mart Stores, Inc. accounting for 16% of our revenues. During the year ended December 31, 2016, we generated revenues of \$36.8 million with Wal-Mart Stores, Inc. accounting for 18% of our revenues. During the year ended December 31, 2015, we generated revenues of \$41.8 million with Wal-Mart Stores, Inc. accounting for 23% of our revenues.

On July 17, 2017, we closed an underwritten public offering consisting of 2,608,695 shares of common stock at a price per share of \$5.75. In addition, the underwriters of the public offering exercised in full their option to purchase an additional 391,304 shares of common stock. Including this option exercise, the aggregate gross proceeds from the offering of a total of 2,999,999 shares of common stock, before deducting discounts and commissions and offering expenses, were approximately \$17.3 million. Net proceeds from the public offering were approximately \$16.1 million. We used a portion of the net proceeds from the offering to fund the Keytroller Acquisition (as defined below) and intends to use the remaining portion of the net proceeds for general corporate purposes.

On July 31, 2017, the Company, together with our wholly-owned subsidiary Keytroller, LLC, a Delaware limited liability company ("Keytroller"), acquired substantially all of the assets of Keytroller, LLC, a Florida limited liability company ("Keytroller FL" and such acquisition, the "Keytroller Acquisition"). The business we acquired in the Keytroller Acquisition develops and markets electronic products for managing forklifts and construction vehicles. The Keytroller Acquisition gives us a full suite of industrial fleet management product offerings capable of covering any sized fleet and budget and provides our industrial truck business more scale, both from a product and revenue standpoint and markets its line of forklift management devices mainly through a network of lift truck dealers, offering solutions for different fleet sizes at a wide range of price points.

In 2017, we improved our next generation vehicle management system on-vehicle platform and improved our product line of over-the-road asset management solutions, as described below:

- we increased the performance and reliability of our fourth-generation on-vehicle device, the VAC4, which we expect to provide benefits to both the Company (primarily through lower costs, fewer product SKU's, easier installation, integration with our hosted service offering, and expanded functional capabilities) and end users (including a simpler, universal interface with multiple vehicle types, reduced installation time, reduced upgrade time, compatibility with all known driver ID cards, newer wireless networking protocols, a larger display for vehicle operators, and enhancements to the content and style of the information displayed); we also upgraded our core processor and firmware platform to simplify ongoing development, testing and upgrade, as well as improve development quality and timeliness;

- we increased the performance and reliability of three new transportation asset management products, the GSM-D400, an intermodal container tracking system, the GSM-D150, an intermodal chassis tracking device, and the GSM-D300, a dry van management system with an advanced cargo sensor, which enables customers to perform full-function asset monitoring with either satellite or cellular communications;
- we initiated two new product development projects for the transportation asset management product line that will enable the use of LTE cellular communication as well as the incorporation of wireless sensors; and
- we developed and delivered our next-generation motor-vehicle asset communicator, tailored to the needs of both on-lot and off-lot car rental - and for the connected car market in general, including LTE cellular communication, improved, hardened, secure firmware and a more secure, scalable software platform; and
- we improved the enterprise analysis capabilities of our Analytics platform for multi-site, multi-region customers.

We are highly dependent upon sales of our system to a few customers. The loss of any of these key customers, or any material reduction in the amount of our products they purchase during a particular period, could materially and adversely affect our revenues for such period. Conversely, a material increase in the amount of our products purchased by a key customer (or customers) during a particular period could result in a significant increase in our revenues for such period, and such increased revenues may not recur in subsequent periods. Some of these key customers, as well as other customers of the Company, operate in markets that have suffered business downturns in the past few years or may so suffer in the future, particularly in light of the current global economic downturn, and any material adverse change in the financial condition of such customers could materially and adversely affect our financial condition and results of operations. If we are unable to replace such revenue from existing or new customers, the market price of our common stock could decline significantly.

We expect that many customers who utilize our solutions will do so as part of a large-scale deployment of these solutions across multiple or all divisions of their organizations. A customer's decision to deploy our solutions throughout its organization will involve a significant commitment of its resources. Accordingly, initial implementations may precede any decision to deploy our solutions enterprise-wide. Throughout this sales cycle, we may spend considerable time and expense educating and providing information to prospective customers about the benefits of our solutions.

The timing of the deployment of our solutions may vary widely and will depend on the specific deployment plan of each customer, the complexity of the customer's organization and the difficulty of such deployment. Customers with substantial or complex organizations may deploy our solutions in large increments on a periodic basis. Accordingly, we may receive purchase orders for significant dollar amounts on an irregular and unpredictable basis. Because of our limited operating history and the nature of our business, we cannot predict the timing or size of these sales and deployment cycles. Long sales cycles, as well as our expectation that customers will tend to place large orders sporadically with short lead times, may cause our revenues and results of operations to vary significantly and unexpectedly from quarter to quarter.

Our ability to increase our revenues and generate net income will depend on a number of factors, including our ability to:

- increase sales of products and services to our existing customers;
- convert our initial programs into larger or enterprise-wide purchases by our customers;
- increase market acceptance and penetration of our products; and
- develop and commercialize new products and technologies.

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

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States in the preparation of our financial statements. Our significant accounting policies are described in Note 2 to our consolidated financial statements included in this Annual Report on Form 10-K. Certain accounting policies involve significant judgments and assumptions by our management that can have a material impact on the carrying value of certain assets and liabilities. We consider such accounting policies to be our critical accounting policies. The judgments and assumptions used by our management in these critical accounting policies are based on historical experience and other factors that our management believes to be reasonable under the circumstances. Because of the nature of these judgments and assumptions, actual results could differ significantly from these judgments and estimates, which could have a material impact on the carrying values of our assets and liabilities and our results of operations. Our critical accounting policies are described below.



### ***Revenue Recognition***

We derive revenue from: (i) sales of our wireless asset management systems and spare parts; (ii) remotely hosted SaaS agreements and post-contract maintenance and support agreements; (iii) services, which includes training and technical support; and (iv) periodically, leasing arrangements.

Our industrial truck and connected vehicle wireless asset management systems consist of on-asset hardware, communication infrastructure, SaaS, and hosting infrastructure. Revenue derived from the sale of our industrial truck and connected vehicle wireless asset management systems is allocated to each element based upon vendor specific objective evidence (VSOE) of the fair value or best estimate of selling price (“BESP”) of the element. VSOE of the fair value is based upon the price charged when the element is sold separately. BESP is determined based on the overall pricing objectives taking into consideration market conditions and entity specific factors. Revenue is recognized as each element is delivered based on the allocation of arrangement consideration to each element based upon VSOE or BESP, and when there are no undelivered elements that are essential to the functionality of the delivered elements. The Company’s system is typically implemented by the customer or a third party and, as a result, revenue is recognized when title and risk of loss passes to the customer, which usually is upon delivery of the system, persuasive evidence of an arrangement exists, sales price is fixed and determinable, collectability is reasonably assured and contractual obligations have been satisfied. In some instances, we are also responsible for providing installation services. The installation services, which could be performed by third parties, are considered another element in a multi-element deliverable and revenue for installation services is recognized at the time the installation is provided. Training and technical support revenue are recognized at time of performance.

We recognize revenues from the sale of transportation asset management systems and spare parts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable, and collectability is reasonably assured. These criteria include requirements that the delivery of future products or services under the arrangement is not required for the delivered items to serve their intended purpose. The Company has determined that the revenue derived from the sale of transportation asset management systems does not have stand-alone value to the customer separate from the SaaS services provided and, therefore, the arrangements constitute a single unit of accounting. Under the applicable accounting guidance, all of the Company’s billings for equipment and the related cost are deferred, recorded, and classified as a current and long-term liability and a current and long-term asset, respectively. Deferred revenue and cost are recognized over the service contract life, ranging from one to five years, beginning at the time that a customer acknowledges acceptance of the equipment and service. The customer service contracts typically range from one to five years.

The service revenue for our transportation asset monitoring equipment relates to charges for monthly messaging usage and value-added features charges. The usage fee is a monthly fixed charge based on the expected utilization according to the rate plan chosen by the customer. Service revenue generally commences upon equipment installation and customer acceptance and is recognized over the period such services are provided.

Revenue from remote transportation asset monitoring equipment activation fees are deferred and amortized over the life of the contract.

Spare parts sales are reflected in product revenues and recognized on the date of customer receipt of the part.

We also enter into remotely hosted SaaS agreements and post-contract maintenance and support agreements for our wireless asset management systems. Revenue is recognized over the service periods and the cost of providing these services is expensed as incurred. Deferred revenue also includes prepayment of extended maintenance, hosting and support contracts.

Under certain customer contracts, we invoice progress billings once certain milestones are met. The milestone terms vary by customer and can include the receipt of the customer purchase order, delivery, installation and launch. As the systems are delivered, and services are performed, and all of the criteria for revenue recognition are satisfied, we recognize revenue. If the amount of revenue recognized for financial reporting purposes is greater than the amount invoiced, an unbilled receivable is recorded. If the amount invoiced is greater than the amount of revenue recognized for financial reporting purposes, deferred revenue is recorded.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenues in the consolidated statements of operations.

### ***Financing Receivables***

Notes receivable relate to interest-bearing product financing arrangements that exceed one year and are recorded at face value. Interest income is recognized over the life of the note. Amounts collected on notes receivable are included in net cash provided by operating activities in the consolidated statements of cash flows. Unearned income is amortized to interest income over the life of the notes using the effective-interest method.

We also derive revenue under leasing arrangements. The arrangements provide for monthly payments covering the system sale, maintenance, support and interest. These arrangements meet the criteria to be accounted for as sales-type leases. Accordingly, an asset is established for the “sales-type lease receivable” at the present value of the future minimum lease payments. Revenue is deferred and recognized over the service contract, as described above. Maintenance revenue is recognized monthly over the lease term. Interest income is recognized monthly over the lease term using the effective-interest method.

The allowance for uncollectable minimum lease payments represents our best estimate of the amount of credit losses in the existing notes and sales-type lease receivable. The allowance is determined on an individual note and lease basis if it is probable that the Company will not collect all principal and interest contractually due. We consider our customers’ financial condition and historical payment patterns in determining the customers’ probability of default. The impairment is measured based on the present value of expected future cash flows discounted at the note’s effective interest rate. There were no impairment losses recognized for the years ended December 31, 2015, 2016 and 2017. We do not accrue interest when a note or lease is considered impaired. When the ultimate collectability of the principal balance of the impaired note or lease is in doubt, all cash receipts on impaired notes or leases are applied to reduce the principal amount of such notes/leases until the principal has been recovered and are recognized as interest income thereafter. Impairment losses are charged against the allowance and increases in the allowance are charged to bad debt expense. Notes and leases are written off against the allowance when all possible means of collection have been exhausted and the potential for recovery is considered remote. We resume accrual of interest when it is probable that we will collect the remaining principal and interest of an impaired note/lease. Notes and leases become past due based on how recently payments have been received.

### ***Inventory***

Inventory, which primarily consists of finished goods and components used in the Company’s products, is stated at the lower of cost or net realizable value using the first-in first-out (FIFO) method.

Inventory valuation reserves are established in order to report inventories at the lower of cost or net realizable value in the consolidated balance sheet. The determination of inventory valuation reserves requires management to make estimates and judgments on the future salability of inventories. Valuation reserves for obsolete and slow-moving inventory are estimated based on assumptions of future sales forecasts, product life cycle expectations, the impact of new product introductions, production requirements, and specific identification of items, such as product discontinuance or engineering/material changes and by comparing the inventory levels to historical usage rates.

### ***Stock-Based Compensation***

We account for stock-based employee compensation for all share-based payments, including grants of stock options, as an operating expense, based on their fair values on the grant date. The Company recorded stock-based compensation expense of \$1,609,000, \$1,658,000 and \$2,437,000 for the years ended December 31, 2015, 2016 and 2017, respectively.

We estimate the fair value of share-based payment awards on the grant date using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service period in our consolidated statement of operations. We estimate forfeitures at the time of grant in order to estimate the amount of share-based awards that will ultimately vest. The estimate is based on our historical rates of forfeitures. Estimated forfeitures are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

### ***Long-lived Assets***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets and would be charged to earnings.

### ***Business Combinations***

Goodwill represents costs in excess of fair values assigned to the underlying net assets of acquired businesses. Goodwill and intangible assets deemed to have indefinite lives are not amortized. Intangible assets are amortized over their estimated useful lives unless the lives are determined to be indefinite. Intangible assets are carried at cost, less accumulated amortization and impairment charges. Intangible assets consist of trademarks and trade names, patents, customer relationships and other intangible assets. We test goodwill and other intangible assets annually, or when a triggering event occurs between annual impairment tests, to determine if impairment exists and if the use of indefinite lives is currently applicable.

The Company re-measures the fair value of the contingent consideration at each reporting period and any change in the fair value from either the passage of time or events occurring after the acquisition date, is recorded in earnings in the accompanying consolidated statement of operations. Actual results could differ from such estimates in future periods based on the re-measurement of the fair value.

### ***Product Warranties***

We provide a one-year warranty on our products. Estimated future warranty costs are accrued in the period that the related revenue is recognized. These estimates are derived from historical data and trends of product reliability and costs of repairing and replacing defective products.

### Income taxes

We use the asset and liability method of accounting for deferred income taxes. Deferred income taxes are measured by applying enacted statutory rates to net operating loss carryforwards and to the differences between the financial reporting and tax bases of assets and liabilities. Deferred tax assets are reduced, if necessary, by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized. At December 31, 2016 and 2017, we had a valuation allowance on all of our deferred tax assets.

### Fair Value Measurements

In determining fair value of financial instruments, we utilize a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those levels:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity's estimates of market participant assumptions.

### Results of Operations

The following table sets forth certain items related to our statement of operations as a percentage of revenues for the periods indicated and should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. Our results reflect the operations of Keytroller from July 31, 2017, the effective date of the Keytroller Acquisition. A detailed discussion of the material changes in our operating results is set forth below.

	Year Ended December 31,		
	2015	2016	2017
Revenues:			
Products	58.7%	58.0%	57.5%
Services	41.3	42.0	42.5
	100.0	100.0	100.0
Cost of revenues:			
Cost of products	43.1	38.1	32.8
Cost of services	16.1	12.2	16.1
Total gross profit	40.8	49.7	51.1
Selling, general and administrative expenses	54.4	54.7	51.4
Research and development expenses	10.9	12.3	9.7
Loss from operations	(24.5)	(17.3)	(10.0)
Interest income	0.8	0.8	0.6
Interest expense	-	(0.8)	(0.8)
Other income (loss), net	-	-	-
Loss before income taxes	(23.7)	(17.3)	(10.2)
Income tax benefit - sale of NJ R&D tax credits	-	-	0.8
Net loss	(23.7)%	(17.3)%	(9.4)%

*Year Ended December 31, 2017 Compared to Year Ended December 31, 2016*

The following table sets forth our revenues by product line for the periods indicated:

	Year Ended December 31,	
	2016	2017
<b>Product revenue:</b>		
Industrial truck asset management and connected vehicles	\$ 14,299,000	\$ 17,524,000
Transportation asset management	7,067,000	6,028,000
	<u>21,366,000</u>	<u>23,552,000</u>
<b>Services revenue:</b>		
Industrial truck asset management and connected vehicles	6,685,000	9,154,000
Transportation asset management	8,771,000	8,252,000
	<u>15,456,000</u>	<u>17,406,000</u>
	<u>\$ 36,822,000</u>	<u>\$ 40,958,000</u>

*REVENUES.* Revenues increased by approximately \$4.1 million, or 11.2%, to \$41.0 million in 2017 from \$36.8 million in 2016. The increase in revenue is attributable to an increase in total industrial truck asset management and connected vehicles revenue of approximately \$5.7 million to \$26.7 million in 2017 from \$21.0 million in 2016, partially offset by a decrease in total transportation asset management revenue of approximately \$1.6 million to \$14.3 million in 2017 from \$15.8 million in 2016.

Revenues from products increased by approximately \$2.2 million, or 10.2%, to \$23.6 million in 2017 from \$21.4 million in 2016. Industrial truck asset management and connected vehicles product revenue increased by approximately \$3.2 million to \$17.5 million in 2017 from \$14.3 million in 2016. The increase in industrial truck asset management and connected vehicles product revenue resulted principally from increased product sales of approximately \$3.5 million in product sales from Keytroller. Transportation asset management product revenue decreased by approximately \$1.0 million to \$6.0 million in 2017 from \$7.1 million in 2016. The decrease in transportation asset management product revenue resulted principally from decreased spare parts sales.

Revenues from services increased by approximately \$2.0 million, or 12.6%, to \$17.4 million in 2017 from \$15.5 million in 2016. Industrial truck asset management and connected vehicles service revenue increased by approximately \$2.5 million to \$9.2 million in 2017 from \$6.7 million in 2016, principally due to increased service revenue pursuant to a statement of work ("SOW#4") we entered into with Avis Budget Car Rental, LLC ("ABCR") in March 2017. Transportation asset management service revenue decreased by approximately \$0.5 million to \$8.3 million in 2017 from \$8.8 million in 2016 principally due to a decrease in revenue per active units.

The following table sets forth our cost of revenues by product line for the periods indicated:

	Year Ended December 31,	
	2016	2017
<b>Cost of products:</b>		
Industrial truck asset management and connected vehicles	\$ 8,541,000	\$ 8,622,000
Transportation asset management	5,495,000	4,831,000
	<u>14,036,000</u>	<u>13,453,000</u>
<b>Cost of services:</b>		
Industrial truck asset management and connected vehicles	1,950,000	4,228,000
Transportation asset management	2,542,000	2,350,000
	<u>4,492,000</u>	<u>6,578,000</u>
	<u>\$ 18,528,000</u>	<u>\$ 20,031,000</u>

*COST OF REVENUES.* Cost of revenues increased by approximately \$1.5 million, or 8.1%, to \$20.0 million in 2017 from \$18.5 million for the same period in 2016. Gross profit was \$20.9 million in 2017 compared to \$18.3 million for the same period in 2016. As a percentage of revenues, gross profit increased to 51.1% in 2017 from 49.7% in 2016.

Cost of products decreased by approximately \$0.6 million, or 4.2%, to \$13.5 million in 2016 from \$14.0 million in the same period in 2016. Gross profit for products was \$10.1 million in 2017 compared to \$7.3 million in 2016. The increase in gross profit was attributable to an increase of approximately \$3.1 million in the industrial truck asset management and connected vehicles gross profit to \$8.9 million in 2015 from \$5.8 million in 2016. The transportation asset management gross profit decreased approximately \$0.4 million to \$1.2 million in 2017 from \$1.6 million in 2016. As a percentage of product revenues, gross profit increased to 42.9% in 2017 from 34.3% in 2016. The increase in gross profit as a percentage of product revenue was due to an increase in the industrial truck asset management and connected vehicles gross profit percentage to 50.8% in 2017 from 40.3% in 2016, which was principally due to improved customer pricing. The transportation asset management product revenue gross profit percentage decreased to 19.9% in 2017 from 22.2% in 2016 principally due to an increase in warranty expense.

Cost of services increased by approximately \$2.1 million, or 46.4%, to \$6.6 million in 2017 from \$4.5 million in 2016. Gross profit for services was \$10.8 million in 2017 compared to \$11.0 million in 2016. The decrease in gross profit was attributable to a decrease in the transportation asset management gross profit of approximately \$0.3 million to \$5.9 million in 2017 from \$6.2 million in 2016, partially offset by increase of approximately \$0.2 million in the industrial truck asset management and connected vehicles gross profit to \$4.9 million in 2017 from \$4.7 million in 2016. As a percentage of service revenues, gross profit decreased to 62.2% in 2017 from 70.9% in 2016. The decrease in gross profit as a percentage of service revenue was principally due to a decrease in the industrial truck asset management and connected vehicles management gross profit percentage to 53.8% in 2017 from 70.8% in 2016 principally due to a lower gross margin on the development project portion of the SOW#4 we entered into with Avis. The transportation asset management gross profit percentage of 71.5% in 2017 remained generally consistent with the gross profit percentage of 71.0% in 2016.

*SELLING, GENERAL AND ADMINISTRATIVE EXPENSES.* Selling, general and administrative expenses (“SG&A”) increased by approximately \$0.9 million, or 4.6%, to \$21.1 million in 2017 compared to \$20.1 million in the same period in 2016. The increase was principally due to approximately \$1.0 million in SG&A expenses from Keytroller, \$0.7 million increase in stock-based compensation and \$0.4 million in acquisition related fees, partially offset by a \$0.7 million decrease in severance costs and \$0.8 million decrease in foreign currency translation. As a percentage of revenues, selling, general and administrative expenses decreased to 51.4% in 2017 from 54.7% in the same period in 2016, primarily due to the increase in revenues from 2016 to 2017.

*RESEARCH AND DEVELOPMENT EXPENSES.* Research and development expenses decreased by approximately \$0.6 million, or 12.6%, to \$4.0 million in 2017 compared to \$4.5 million in the same period in 2016 principally due to a reallocation of internal product development resources to cost of services for the Avis SOW#4 project. As a percentage of revenues, research and development expenses decreased to 9.7% in 2017 from 12.3% in the same period in 2016, primarily due to the decrease in expenses noted above and the increase in revenue from 2016 to 2017.

*INTEREST INCOME.* Interest income decreased by \$32,000, or 11.2%, to \$253,000 in 2017 from \$285,000 in the same period in 2016 principally due to a decrease in interest income from financing receivables.

*INTEREST EXPENSE.* Interest expense increased by \$49,000, or 16.7%, to \$342,000 in 2017 from \$293,000 in the same period in 2016, principally due to accretion of the contingent consideration.

*INCOME TAX BENEFIT.* Income tax benefit increased to \$311,000 in 2017 from \$-0- in 2016 due to the reversal of the valuation allowance in 2017 on the New Jersey R&D tax credits deferred tax asset sold during 2017.

*NET LOSS.* Net loss was \$3.9 million, or \$(0.26) per basic and diluted share, for 2017 as compared to net loss of \$6.4 million, or \$(0.49) per basic and diluted share, for the same period in 2016. The decrease in the net loss was due primarily to the reasons described above.

*Year Ended December 31, 2016 Compared to Year Ended December 31, 2015*

The following table sets forth our revenues by product line for the periods indicated:

	Year Ended December 31,	
	2015	2016
<b>Product revenue:</b>		
Industrial truck asset management and connected vehicles	\$ 13,201,000	\$ 14,299,000
Transportation asset management	11,330,000	7,067,000
	<u>24,531,000</u>	<u>21,366,000</u>
<b>Services revenue:</b>		
Industrial truck asset management and connected vehicles	7,372,000	6,685,000
Transportation asset management	9,881,000	8,771,000
	<u>17,253,000</u>	<u>15,456,000</u>
	<u>\$ 41,784,000</u>	<u>\$ 36,822,000</u>

*REVENUES.* Revenues decreased by approximately \$5.0 million, or 11.9%, to \$36.8 million in 2016 from \$41.8 million in 2015. The decrease in revenue is attributable to decrease in total transportation asset management revenue of approximately \$5.4 million to \$15.8 million in 2016 from \$21.2 million in 2015, partially offset by an increase in total industrial truck asset management and connected vehicles revenue of approximately \$0.4 million to \$21.0 million in 2016 from \$20.6 million in 2015.

Revenues from products decreased by approximately \$3.2 million, or 12.9%, to \$21.4 million in 2016 from \$24.5 million in 2015. Transportation asset management product revenue decreased by approximately \$4.3 million to \$7.1 million in 2016 from \$11.3 million in 2015. The decrease in transportation asset management product revenue resulted principally from decreased product revenue of approximately \$0.5 million to Ashley Distribution Services, Ltd. and spare parts sales of approximately \$2.9 million to Wal-Mart Stores, Inc and \$1.0 million to Knight Transportation Inc. Industrial truck asset management and connected vehicles product revenue increased by approximately \$1.1 million to \$14.3 million in 2016 from \$13.2 million in 2015. The increase in industrial truck asset management and connected vehicles product revenue resulted principally from increased product sales of approximately \$1.4 million to Ford Motor Company and \$1.1 million to the General Motors Company partially offset by decreased product sales of approximately \$0.7 million to the Raymond Corporation and \$0.5 million to Procter & Gamble.

Revenues from services decreased by approximately \$1.8 million, or 10.4%, to \$15.5 million in 2016 from \$17.3 million in 2015. Industrial truck asset management and connected vehicles service revenue decreased by approximately \$0.7 million to \$6.7 million in 2016 from \$7.4 million in 2015, principally due to decreased service revenue of approximately \$0.7 million from Avis Budget, Inc. Transportation asset management service revenue decreased by approximately \$1.1 million to \$8.8 million in 2016 from \$9.9 million in 2015 principally due to a decrease in the number of active units and the revenue per active unit from contract renewals.

The following table sets forth our cost of revenues by product line for the periods indicated:

	Year Ended December 31,	
	2015	2016
<b>Cost of products:</b>		
Industrial truck asset management and connected vehicles	\$ 8,889,000	\$ 8,541,000
Transportation asset management	9,129,000	5,495,000
	<u>18,018,000</u>	<u>14,036,000</u>
<b>Cost of services:</b>		
Industrial truck asset management and connected vehicles	3,675,000	1,950,000
Transportation asset management	3,068,000	2,542,000
	<u>6,743,000</u>	<u>4,492,000</u>
	<u>\$ 24,761,000</u>	<u>\$ 18,528,000</u>

*COST OF REVENUES.* Cost of revenues decreased by approximately \$6.2 million, or 25.2%, to \$18.5 million in 2016 from \$24.8 million for the same period in 2015. The decrease is principally attributable to decreases in cost of products and services in 2016. Gross profit was \$18.3 million in 2016 compared to \$17.0 million for the same period in 2015. As a percentage of revenues, gross profit increased to 49.7% in 2016 from 40.8% in 2015.

Cost of products decreased by approximately \$4.0 million, or 22.1%, to \$14.0 million in 2016 from \$18.0 million in the same period in 2015. Gross profit for products was \$7.3 million in 2016 compared to \$6.5 million in 2015. The increase in gross profit was attributable to an increase of approximately \$1.4 million in the industrial truck asset management and connected vehicles gross profit to \$5.8 million in 2015 from \$4.3 million in 2015. The transportation asset management gross profit decreased approximately \$0.6 million to \$1.6 million in 2015 from \$2.2 in 2015. As a percentage of product revenues, gross profit increased to 34.3% in 2016 from 26.6% in 2015. The increase in gross profit as a percentage of product revenue was due to an increase in the industrial truck asset management and connected vehicles gross profit percentage to 40.3% in 2016 from 32.7% in 2015, which was principally due to improved customer pricing. The transportation asset management product revenue gross profit percentage increased to 22.2% in 2016 from 19.4% in 2015 principally from a decrease in spare parts sales which have a lower gross margin.

Cost of services decreased by approximately \$2.3 million, or 33.4%, to \$4.5 million in 2015 from \$6.7 million in 2015. Gross profit for services was \$11.0 million in 2016 compared to \$10.5 million in 2015. The increase in gross profit was attributable to an increase of approximately \$1.0 million in the industrial truck asset management and connected vehicles gross profit to \$4.7 million in 2016 from \$3.7 million in 2015, partially offset by a decrease in the transportation asset management gross profit of approximately \$0.6 million to \$6.2 million in 2016 from \$6.8 million in 2015. As a percentage of service revenues, gross profit increased to 70.9% in 2016 from 60.9% in 2015. The increase in gross profit as a percentage of service revenue was principally due to an increase in the industrial truck asset management and connected vehicles gross profit percentage to 70.8% in 2016 from 50.1% in 2015 and an increase in the transportation asset management gross profit percentage to 71.0% in 2016 from 69.0% in 2015. The increase in the industrial truck asset management and connected vehicles gross profit percentage was principally due to a decrease in installation expenses. The increase in transportation asset management gross profit percentage was principally due to a decrease in communication expenses.

*SELLING, GENERAL AND ADMINISTRATIVE EXPENSES.* Selling, general and administrative expenses decreased by approximately \$2.6 million, or 11.5%, to \$20.1 million in 2016 compared to \$22.8 million in the same period in 2015. The decrease was principally from the reduction in workforce and other cost-cutting measures implemented in the second half of 2015 and a \$0.6 million decrease in professional fees from an unconsummated strategic initiative in 2015, partially offset by \$0.4 million increase in severance costs related to the Company's executive management change in December 2016, and \$0.4 million increase in foreign currency translation losses. As a percentage of revenues, selling, general and administrative expenses increased to 54.7% in 2016 from 54.4% in the same period in 2015, primarily due to the decrease in revenues from 2016 to 2015.

*RESEARCH AND DEVELOPMENT EXPENSES.* Research and development expenses of approximately \$4.5 million in 2016 remained generally consistent with research and development expenses in 2015. As a percentage of revenues, research and development expenses increased to 12.3% in 2016 from 10.9% in the same period in 2015, primarily due to the decrease in revenues from 2016 to 2015.

*INTEREST INCOME.* Interest income decreased by \$57,000, or 16.7%, to \$285,000 in 2016 from \$342,000 in the same period in 2015 principally due to a decrease in interest income from financing receivables.

*INTEREST EXPENSE.* Interest expense increased to approximately \$293,000 in 2016 from \$-0- in the same period in 2015, principally due to an increase in interest expense from the revolving credit facility.

*NET LOSS.* Net loss was \$6.4 million, or \$(0.49) per basic and diluted share, for 2016 as compared to net loss of \$10.0 million, or \$(0.79) per basic and diluted share, for the same period in 2015. The decrease in the net loss was due primarily to the reasons described above.



## **Liquidity and Capital Resources**

Historically, our capital requirements have been funded primarily from the net proceeds from the issuance of our securities, including any issuances of our common stock upon the exercise of options. As of December 31, 2017, we had cash, cash equivalents and marketable securities of \$16.9 million and working capital of \$10.1 million, compared to cash, cash equivalents and marketable securities of \$6.9 million and working capital of \$10.1 million as of December 31, 2016.

On May 12, 2017, we filed a shelf registration statement on Form S-3 that was declared effective by the Securities and Exchange Commission (the "SEC") on May 18, 2017. Pursuant to the shelf registration statement, we may offer to the public from time to time, in one or more offerings, up to \$60.0 million of our common stock, preferred stock, warrants, debt securities, and units, or any combination of the foregoing, at prices and on terms to be determined at the time of any such offering. The specific terms of any future offering will be determined at the time of the offering and described in a prospectus supplement that will be filed with the SEC in connection with such offering.

On July 17, 2017, we closed an underwritten public offering consisting of 2,608,695 shares of common stock at a price per share of \$5.75. In addition, the underwriters of the public offering exercised in full their option to purchase an additional 391,304 shares of common stock. Including this option exercise, the aggregate gross proceeds from the offering of a total of 2,999,999 shares of common stock, before deducting discounts and commissions and offering expenses, were approximately \$17.3 million. Net proceeds from the public offering were approximately \$16.1 million. We used approximately \$7.1 million of the net proceeds from the offering to fund the Keytroller Acquisition and intend to use the remaining portion of the net proceeds for general corporate purposes.

### ***Capital Requirements***

As of December 31, 2017, we had cash (including restricted cash), cash equivalents and marketable securities of \$16.9 million and working capital of \$10.1 million. Our primary sources of cash are cash flows from operating activities and our holdings of cash, cash equivalents from the sale of common stock. To date, we have not generated sufficient cash flow solely from operating activities, although we had positive cash flows in the current twelve-month period, to fund our operations.

We believe our available working capital, anticipated level of future revenues, expected cash flows from operations and net proceeds we raised from the underwritten public offering that closed on July 17, 2017 will provide sufficient funds to cover capital requirements for at least the next twelve months.

Our capital requirements depend on a variety of factors, including, but not limited to, the length of the sales cycle, the rate of increase or decrease in our existing business base, the success, timing, and amount of investment required to bring new products to market, revenue growth or decline and potential acquisitions. Failure to generate positive cash flow from operations will have a material adverse effect on our business, financial condition and results of operations.

### ***Operating Activities***

Net cash provided by operating activities was \$3.9 million for the year ended December 31, 2017, compared to net cash used in operating activities of \$2.5 million for the same period in 2016. The net cash provided by operating activities for the year ended December 31, 2017 reflects a net loss of \$3.9 million and includes non-cash charges of \$2.4 million for stock-based compensation and \$1.1 million for depreciation and amortization expense. Changes in working capital items included:

- a decrease in accounts receivable of \$1.6 million;
- a decrease in financing receivables of \$1.3 million;
- a decrease in deferred costs of \$1.8 million; and
- a decrease in accounts payable and accrued expenses of \$1.1 million.

Net cash used in operating activities was \$2.5 million for the year ended December 31, 2016, compared to net cash used in operating activities of \$6.9 million for the same period in 2015. The net cash used in operating activities for the year ended December 31, 2016 reflects a net loss of \$6.4 million and includes non-cash charges of \$1.7 million for stock-based compensation and \$0.7 million for depreciation and amortization expense. Changes in working capital items included:

- a decrease in accounts receivable of \$1.2 million;
- a decrease in inventory of \$3.0 million;
- an increase in deferred costs of \$3.8 million;
- an increase in deferred revenue of \$2.9 million;
- an increase in prepaid expenses and other assets of \$1.1 million;
- a decrease in financing receivables of \$0.8 million; and
- a decrease in accounts payable and accrued expenses of \$1.9 million.

### ***Investing Activities***

Net cash used in investing activities was \$17.7 million for the year ended December 31, 2017, compared to net cash used in investing activities of \$0.5 million for the same period in 2016. The change from the same period in 2016 was primarily due to approximately \$7.4 million used for the Keytroller Acquisition and net investment purchases of approximately \$10.0 million in 2017.

Net cash used in investing activities was \$0.5 million for the year ended December 31, 2016, compared to net cash provided by investing activities of \$3.5 million for the same period in 2015. The change from the same period in 2015 was primarily due to a decrease in net proceeds from the sale and maturities of investments of \$5.7 million partially offset by a decrease in expenditures for fixed assets and website development costs of \$1.7 million from 2015.

### ***Financing Activities***

Net cash provided by financing activities was \$14.3 million for the year ended December 31, 2017, compared to net cash provided by financing activities of \$3.1 million for the same period in 2016. The change from the same period in 2016 was primarily due to net proceeds from a public offering of approximately \$16.1 million, an increase in proceeds from the exercise of stock options of \$1.2 million, partially offset by net repayments of \$3.0 million of the revolving credit.

Net cash provided by financing activities was \$3.1 million for the year ended December 31, 2016, compared to net cash provided by financing activities of \$1.9 million for the same period in 2015. The change from the same period in 2015 was primarily due to a decrease in proceeds from the exercise of stock options of \$1.9 million from 2015 partially offset by net borrowing of \$3.0 million from the revolving credit facility.

## Contractual Obligations and Commitments

The following table summarizes our significant contractual obligations and commitments as of December 31, 2017:

	Payment due by Period				
	Total	Less than one year	1 to 3 years	3 to 5 years	After 5 Years
Operating leases	\$ 2,882,000	\$ 926,000	\$ 1,956,000	\$ -	\$ -

Purchase orders or contracts for the purchase of raw materials and other goods and services are not included in the table above. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. Although we have entered into contracts for services, the obligations under these contracts were not significant and the contracts generally contain clauses allowing for cancellation without significant penalty.

The expected timing or payment of obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid may be different depending on changes to agreed-upon amounts for some obligations.

### Inflation

We believe our operations have not been and, in the foreseeable future, will not be, materially and adversely affected by inflation or changing prices.

### Business Acquisitions

In addition to focusing on our core applications, we adapt our systems to meet our customers' broader asset management needs and seek opportunities to expand our solution offerings through strategic acquisitions. For example, in 2009 we acquired Didbox Ltd., a privately held, United Kingdom-based manufacturer and marketer of vehicle operator identification systems, which provides us with a wider range of industrial vehicle management solutions and expands our base of operations in Europe.

In 2010, we entered into a purchase agreement with General Electric Capital Corporation and GE Asset Intelligence, LLC ("GEAI"), pursuant to which we acquired GEAI's telematics business through the purchase of Asset Intelligence, LLC ("AI"). AI combines web-based software technologies with satellite and cellular communications to deliver data-driven telematics solutions for supply chain asset management. These solutions help secure and optimize the performance of trailers, railcars, containers, and the freight they carry, enabling shippers and carriers to maximize security and efficiency throughout their supply chains.

On July 31, 2017, we completed the Keytroller Acquisition. The business we acquired in the Keytroller Acquisition develops and markets electronic products for managing forklifts and construction vehicles. The Keytroller Acquisition gives us a full suite of industrial fleet management product offerings capable of covering any sized fleet and budget and provides our industrial truck business more scale, both from a product and revenue standpoint and markets its line of forklift management devices mainly through a network of lift truck dealers, offering solutions for different fleet sizes at a wide range of price points.

### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## Recently Issued Accounting Pronouncements

In May 2017, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting”. The FASB issued the update to provide clarity and reduce the cost and complexity when applying the guidance in Topic 718. The amendments in this update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. This ASU will be effective for public companies for fiscal years beginning after December 15, 2017, including interim periods. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,” which simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. Under the amendments in ASU 2017-04, an entity should recognize an impairment charge for the amount by which the carrying amount of a reporting unit exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The updated guidance requires a prospective adoption. The guidance is effective beginning fiscal year 2021. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In January 2017, FASB issued ASU No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business”. The amendment was issued to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments in this ASU provide a screen to determine when a set (inputs and processes that produce an output) is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. The requirement is for public business entities to apply the guidance to annual reporting periods beginning after December 15, 2017. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash,” which requires the inclusion of restricted cash with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This ASU is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments,” which provides clarification on how companies present and classify certain cash receipts and cash payments in the statement of cash flows. This ASU will be effective for fiscal periods beginning after December 15, 2017 and interim periods within those fiscal years. Early adoption is permitted. If an entity early adopts the amendments in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments - Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments,” which amends the guidance on measuring credit losses on financial assets held at amortized cost. The amendment is intended to address the issue that the previous “incurred loss” methodology was restrictive for an entity’s ability to record credit losses based on not yet meeting the “probable” threshold. The new language will require these assets to be valued at amortized cost presented at the net amount expected to be collected with a valuation provision. This update standard is effective for fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact of this ASU to the consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation - Stock Compensation” (Topic 718), which includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. This ASU is effective for annual periods beginning after December 15, 2016, with early adoption permitted. The Company adopted this pronouncement January 1, 2017. The adoption of this guidance did not have a material impact on the Company’s financial results.

In February 2016, the FASB issued ASU No. 2016-02, “Leases” (Topic 842), which requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. The revised guidance must be applied on a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The revised guidance is effective for the Company beginning in the quarter ending March 31, 2019. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, “Inventory (Topic 330): Simplifying the Measurement of Inventory,” which requires entities to measure most inventory “at the lower of cost and net realizable value (“NRV”),” thereby simplifying the current guidance under which an entity must measure inventory at the lower of cost or market. Under the new guidance, inventory is “measured at the lower of cost and net realizable value,” which eliminates the need to determine replacement cost and evaluate whether it is above the ceiling (NRV) or below the floor (NRV less a normal profit margin). The guidance defines NRV as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.” The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. The Company adopted this pronouncement January 1, 2017. The adoption of this guidance did not have a material impact on the Company’s financial results.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” (Topic 606). This ASU is intended to clarify the principles for recognizing revenue by removing inconsistencies and weaknesses in revenue requirements; providing a more robust framework for addressing revenue issues; improving comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets; and providing more useful information to users of financial statements through improved revenue disclosure requirements. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application. In July 2015, the FASB approved a deferral of the ASU effective date from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017, while allowing for early adoption for fiscal periods after December 15, 2016.

The new revenue standard provides the option between two different methods of adoption. The full retrospective method calls for the Company to present

each prior reported period shown in the financial statements under the new guidance. The modified retrospective method requires the Company to calculate the cumulative effect of applying the new guidance as of the date of adoption via adjustment to retained earnings. The Company continues to assess the impact the new revenue standard will have on its consolidated financial statements. The Company expects to adopt this update in its 2018 first quarter using the modified retrospective approach. As part of our ongoing evaluations, the Company does not expect the adoption of the new revenue standard to have a significant impact on our consolidated financial statements as the revenue recognition of the majority of transactions under our current policy are expected to be appropriate under the guidance of the new revenue standard.

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

We are subject to market risks in the form of changes in corporate income tax rates, which risks are currently immaterial to us.

The Company has international operations, giving rise to exposure to market risks from changes in foreign exchange rates. The Company faces both translation and transaction risks related to foreign currency exchange. Our results of operations and cash flows are subject to fluctuations in the Euro and British Pound Sterling against the United States Dollar (“USD”). Our statement of operations and balance sheet accounts are also impacted by the re-measurement of non-functional currency transactions such as USD denominated intercompany loans, cash accounts held by our overseas subsidiaries, accounts receivable denominated in foreign currencies, and accounts payable denominated in foreign currencies. These exposures may change over time as business practices evolve and economic conditions change. Changes in foreign currency exchange rates could have an adverse impact on our financial results and cash flows.

For the years ended December 31, 2015, 2016 and 2017 revenues denominated in foreign currencies were approximately 3.9%, 5.8% and 4.7%, respectively. Cumulative foreign currency translation (losses) gains of \$(140,000), \$408,000 and \$(373,000) related to the Company’s German and United Kingdom subsidiaries is included in accumulated other comprehensive loss in the stockholders’ equity section of the consolidated balance sheet at December 31, 2015, 2016 and 2017, respectively. The aggregate foreign currency transaction exchange rate losses included in loss before income taxes were \$(60,000), \$(437,000) and \$456,000 for the years ended December 31, 2015, 2016 and 2017, respectively.

We also are subject to market risk from changes in interest rates which could affect our future results of operations and financial condition. We manage our exposure to these risks through our regular operating and financing activities. We also are subject to market risks from changes in equity prices of equity securities we hold in our investment portfolio, which risks currently are immaterial to us. As of December 31, 2017, we had cash, cash equivalents and investments of \$16.9 million.

As of December 31, 2017, the carrying value of our cash and cash equivalents approximated fair value. Changes in interest rates affect the interest earned on the Company’s cash, cash equivalents and marketable securities and the fair value of those securities. We maintain our cash and cash equivalents with major financial institutions; however, our cash and cash equivalent balances with these institutions exceed the Federal Deposit Insurance Corporation (“FDIC”) insurance limits. While we monitor on a systematic basis the cash and cash equivalent balances in our operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit our cash and cash equivalents fails or is subject to other adverse conditions in the financial or credit markets. To date, we have experienced no loss of principal or lack of access to our invested cash or cash equivalents; however, we can provide no assurance that access to our invested cash and cash equivalents will not be affected if the financial institutions in which we hold our cash and cash equivalents fail or the financial and credit markets deteriorate.

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

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of  
I.D. Systems, Inc. and Subsidiaries

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of I.D. Systems, Inc. and Subsidiaries (the "Company") as of December 31, 2016 and 2017, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the years in three-year period ended December 31, 2017, and the related notes and financial statement schedule identified in Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2016 and 2017, and the consolidated results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting 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.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

*/s/ EisnerAmper LLP*

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We have served as the Company's auditor since 1999.

EISNERAMPER LLP  
Iselin, New Jersey  
March 30, 2018



**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

	As of December 31,	
	2016	2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 4,972,000	\$ 5,097,000
Restricted cash	305,000	306,000
Investments - short term	115,000	1,201,000
Accounts receivable, net of allowance for doubtful accounts of \$341,000 and \$87,000 in 2016 and 2017, respectively	9,585,000	8,746,000
Financing receivables - current, net of allowance for doubtful accounts of \$-0- in 2016 and 2017	1,766,000	1,295,000
Inventory, net	3,920,000	4,586,000
Deferred costs - current	3,750,000	4,296,000
Prepaid expenses and other current assets	3,495,000	3,627,000
<b>Total current assets</b>	<b>27,908,000</b>	<b>29,154,000</b>
Investments - long term	1,499,000	10,278,000
Financing receivables - less current portion	2,430,000	1,557,000
Deferred costs - less current portion	6,638,000	4,302,000
Fixed assets, net	3,075,000	2,747,000
Goodwill	1,837,000	7,318,000
Intangible assets, net	706,000	5,417,000
Other assets	153,000	159,000
	<u>\$ 44,246,000</u>	<u>\$ 60,932,000</u>
<b>LIABILITIES</b>		
Current liabilities:		
Short-term borrowings	\$ 2,993,000	\$ -
Accounts payable and accrued expenses	7,622,000	7,440,000
Deferred revenue - current	7,197,000	9,711,000
Acquisition related contingent consideration - current	-	1,923,000
<b>Total current liabilities</b>	<b>17,812,000</b>	<b>19,074,000</b>
Deferred revenue - less current portion	10,066,000	7,738,000
Acquisition related contingent consideration - less current portion	-	854,000
Deferred rent	366,000	295,000
	<u>28,244,000</u>	<u>27,961,000</u>
Commitments and Contingencies (Note 20)		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock; authorized 5,000,000 shares, \$0.01 par value; none issued	-	-
Common stock; authorized 50,000,000 shares, \$0.01 par value; 14,578,000 and 18,327,000 shares issued at December 31, 2016 and 2017, respectively; shares outstanding, 13,767,000 and 17,440,000 at December 31, 2016 and 2017, respectively	129,000	183,000
Additional paid-in capital	111,844,000	133,569,000
Accumulated deficit	(91,498,000)	(95,368,000)
Accumulated other comprehensive loss	(103,000)	(578,000)
Treasury stock; 811,000 and 887,000 common shares at cost at December 31, 2016 and 2017, respectively	(4,370,000)	(4,835,000)
<b>Total stockholders' equity</b>	<b>16,002,000</b>	<b>32,971,000</b>
<b>Total liabilities and stockholders' equity</b>	<u><b>\$ 44,246,000</b></u>	<u><b>\$ 60,932,000</b></u>

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Operations**

	Year Ended December 31,		
	2015	2016	2017
<b>Revenues:</b>			
Products	\$ 24,531,000	\$ 21,366,000	\$ 23,552,000
Services	17,253,000	15,456,000	17,406,000
	<u>41,784,000</u>	<u>36,822,000</u>	<u>40,958,000</u>
<b>Cost of Revenues:</b>			
Cost of products	18,018,000	14,036,000	13,453,000
Cost of services	6,743,000	4,492,000	6,578,000
	<u>24,761,000</u>	<u>18,528,000</u>	<u>20,031,000</u>
Gross Profit	<u>17,023,000</u>	<u>18,294,000</u>	<u>20,927,000</u>
<b>Operating expenses:</b>			
Selling, general and administrative expenses	22,750,000	20,126,000	21,053,000
Research and development expenses	4,556,000	4,536,000	3,965,000
	<u>27,306,000</u>	<u>24,662,000</u>	<u>25,018,000</u>
Loss from operations	(10,283,000)	(6,368,000)	(4,091,000)
Interest income	342,000	285,000	253,000
Interest expense	-	(293,000)	(342,000)
Other (expense) income, net	(11,000)	6,000	(1,000)
Net loss before income taxes	(9,952,000)	(6,370,000)	(4,181,000)
Income tax benefit - sale of NJ R&D tax credits	-	-	311,000
Net loss	<u>\$ (9,952,000)</u>	<u>\$ (6,370,000)</u>	<u>\$ (3,870,000)</u>
Net loss per share - basic and diluted	<u>\$ (0.79)</u>	<u>\$ (0.49)</u>	<u>\$ (0.26)</u>
Weighted average common shares outstanding - basic and diluted	<u>12,614,000</u>	<u>12,984,000</u>	<u>14,961,000</u>

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Loss**

	Year Ended December 31,		
	2015	2016	2017
Net loss	\$ (9,952,000)	\$ (6,370,000)	\$ (3,870,000)
Other comprehensive (loss) income, net:			
Unrealized loss on investments	(28,000)	(5,000)	(103,000)
Reclassification of net realized investment losses (gains) included in net loss	43,000	(6,000)	1,000
Foreign currency translation adjustment	(140,000)	408,000	(373,000)
Total other comprehensive (loss) income	(125,000)	397,000	(475,000)
Comprehensive loss	\$ (10,077,000)	\$ (5,973,000)	\$ (4,345,000)

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Stockholders' Equity
	Number of Shares	Amount					
Balance at January 1, 2015	<u>13,476,000</u>	<u>\$ 124,000</u>	<u>\$ 106,272,000</u>	<u>\$ (75,176,000)</u>	<u>\$ (375,000)</u>	<u>\$ (3,590,000)</u>	<u>\$ 27,255,000</u>
Net loss	-	-	-	(9,952,000)	-	-	(9,952,000)
Foreign currency translation adjustment	-	-	-	-	(140,000)	-	(140,000)
Unrealized gain on investments, net of realized amounts	-	-	-	-	15,000	-	15,000
Shares issued pursuant to exercise of stock options	568,000	5,000	2,235,000	-	-	-	2,240,000
Issuance of restricted stock	232,000	-	-	-	-	-	-
Forfeiture of restricted shares	(65,000)	-	-	-	-	-	-
Shares withheld pursuant to exercise of stock options and restricted stock	-	-	-	-	-	(457,000)	(457,000)
Stock based compensation - restricted stock	-	-	1,325,000	-	-	-	1,325,000
Stock based compensation - options and performance shares	-	-	284,000	-	-	-	284,000
Balance at December 31, 2015	<u>14,211,000</u>	<u>\$ 129,000</u>	<u>\$ 110,116,000</u>	<u>\$ (85,128,000)</u>	<u>\$ (500,000)</u>	<u>\$ (4,047,000)</u>	<u>\$ 20,570,000</u>
Net loss	-	-	-	(6,370,000)	-	-	(6,370,000)
Foreign currency translation adjustment	-	-	-	-	408,000	-	408,000
Unrealized loss on investments, net of realized amounts	-	-	-	-	(11,000)	-	(11,000)
Shares issued pursuant to exercise of stock options	20,000	-	70,000	-	-	-	70,000
Issuance of restricted stock	566,000	-	-	-	-	-	-
Forfeiture of restricted shares	(219,000)	-	-	-	-	-	-
Shares withheld pursuant to exercise of stock options and restricted stock	-	-	-	-	-	(323,000)	(323,000)
Stock based compensation - restricted stock	-	-	908,000	-	-	-	908,000
Stock based compensation - options and performance shares	-	-	750,000	-	-	-	750,000
Balance at December 31, 2016	<u>14,578,000</u>	<u>\$ 129,000</u>	<u>\$ 111,844,000</u>	<u>\$ (91,498,000)</u>	<u>\$ (103,000)</u>	<u>\$ (4,370,000)</u>	<u>\$ 16,002,000</u>
Net loss	-	-	-	(3,870,000)	-	-	(3,870,000)
Foreign currency translation adjustment	-	-	-	-	(373,000)	-	(373,000)
Unrealized loss on investments, net of realized amounts	-	-	-	-	(102,000)	-	(102,000)
Shares issued pursuant to exercise of stock options	271,000	3,000	1,274,000	-	-	-	1,277,000
Shares issued pursuant to an underwritten public offering, net of issuance costs of \$1,200,000	3,000,000	30,000	16,035,000	-	-	-	16,065,000
Shares issued pursuant to Keytroller acquisition	296,000	3,000	1,997,000	-	-	-	2,000,000
Issuance of restricted stock	240,000	19,000	(19,000)	-	-	-	-
Forfeiture of restricted shares	(58,000)	(1,000)	1,000	-	-	-	-
Shares withheld pursuant to exercise of stock options and restricted stock	-	-	-	-	-	(465,000)	(465,000)
Stock based compensation - restricted stock	-	-	1,682,000	-	-	-	1,682,000
Stock based compensation - options and performance shares	-	-	755,000	-	-	-	755,000
Balance at December 31, 2017	<u>18,327,000</u>	<u>\$ 183,000</u>	<u>\$ 133,569,000</u>	<u>\$ (95,368,000)</u>	<u>\$ (578,000)</u>	<u>\$ (4,835,000)</u>	<u>\$ 32,971,000</u>

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

	Year Ended December 31,		
	2015	2016	2017
<b>Cash flows from operating activities (net of net assets acquired):</b>			
Net loss	\$ (9,952,000)	\$ (6,370,000)	\$ (3,870,000)
Adjustments to reconcile net loss to cash used in operating activities:			
Inventory reserve	186,000	205,000	313,000
Stock based compensation expense	1,609,000	1,658,000	2,437,000
Depreciation and amortization	718,000	685,000	1,132,000
Bad debt expense	326,000	117,000	115,000
Change in contingent consideration	-	-	94,000
Other non-cash items	106,000	2,000	(69,000)
Changes in:			
Restricted cash	(1,000)	(1,000)	(1,000)
Accounts receivable	3,350,000	1,174,000	1,597,000
Financing receivables	943,000	832,000	1,344,000
Inventory	(1,086,000)	3,027,000	87,000
Prepaid expenses and other assets	(437,000)	(1,120,000)	(138,000)
Deferred costs	(1,166,000)	(3,758,000)	1,790,000
Deferred revenue	(347,000)	2,939,000	186,000
Accounts payable and accrued expenses	(1,151,000)	(1,874,000)	(1,099,000)
Net cash (used in) provided by operating activities	<u>(6,902,000)</u>	<u>(2,484,000)</u>	<u>3,918,000</u>
<b>Cash flows from investing activities:</b>			
Acquisition	-	-	(7,373,000)
Capital expenditures	(2,182,000)	(505,000)	(386,000)
Purchases of investments	(2,754,000)	(956,000)	(11,083,000)
Proceeds from the sale and maturities of investments	8,434,000	932,000	1,113,000
Net cash provided by (used in) investing activities	<u>3,498,000</u>	<u>(529,000)</u>	<u>(17,729,000)</u>
<b>Cash flows from financing activities:</b>			
Net proceeds from underwritten public offering			16,065,000
Borrowings under revolving credit facility	-	14,650,000	11,655,000
Repayments under revolving credit facility	-	(11,657,000)	(14,648,000)
Proceeds from exercise of stock options	2,006,000	70,000	1,277,000
Principal payments of capital lease obligation	(149,000)	-	-
Net cash provided by financing activities	<u>1,857,000</u>	<u>3,063,000</u>	<u>14,349,000</u>
Effect of foreign exchange rate changes on cash and cash equivalents	62,000	433,000	(413,000)
<b>Net (decrease) increase in cash and cash equivalents</b>	<u>(1,485,000)</u>	<u>483,000</u>	<u>125,000</u>
Cash and cash equivalents - beginning of period	<u>5,974,000</u>	<u>4,489,000</u>	<u>4,972,000</u>
Cash and cash equivalents - end of period	<u>\$ 4,489,000</u>	<u>\$ 4,972,000</u>	<u>\$ 5,097,000</u>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for:			
Interest	<u>\$ 18,000</u>	<u>\$ 175,000</u>	<u>\$ 130,000</u>
Non-cash investing and financing activities:			
Shares withheld pursuant to stock issuance	<u>\$ 457,000</u>	<u>\$ 323,000</u>	<u>\$ 465,000</u>
Unrealized gain (loss) on investments	<u>\$ 15,000</u>	<u>\$ (11,000)</u>	<u>\$ (102,000)</u>
Value of shares issued pursuant to acquisition			<u>\$ 2,000,000</u>
Contingent consideration relating to acquisition			<u>\$ 2,683,000</u>

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 and 2017**

**NOTE 1 - DESCRIPTION OF BUSINESS AND LIQUIDITY**

I.D. Systems, Inc. and its subsidiaries (collectively, the “Company,” “we,” “our” or “us”) develop, market and sell wireless machine-to-machine (“M2M”) solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, such as forklifts, airport ground support equipment, rental vehicles and transportation assets, such as dry van trailers, refrigerated trailers, railcars and containers. The Company’s patented wireless asset management system addresses the needs of organizations to control, track, monitor and analyze their assets. Our cloud-based software application called I.D. Systems Analytics (“Analytics”), is designed to provide a single, integrated view of asset activity across multiple locations, generating enterprise-wide benchmarks and peer-industry comparisons to provide an even deeper layer of insights into asset operations. Analytics determines key performance indicators (“KPIs”) relating to the performance of managed assets. The Company’s solutions enable customers to achieve tangible economic benefits by making timely, informed decisions that increase the safety, security, revenue, productivity and efficiency of their operations. The Company outsources its hardware manufacturing operations to contract manufacturers.

I.D. Systems, Inc. was incorporated in Delaware in 1993 and commenced operations in January 1994.

**Public Offering**

On July 17, 2017, the Company closed an underwritten public offering consisting of 2,608,695 shares of common stock at a price per share of \$5.75. In addition, the underwriters of the public offering exercised in full their option to purchase an additional 391,304 shares of common stock. Including this option exercise, the aggregate gross proceeds from the offering of a total of 2,999,999 shares of common stock, before deducting discounts and commissions and offering expenses, were approximately \$17.3 million. Net proceeds from the public offering were approximately \$16.1 million. The Company used a portion of the net proceeds from the offering to fund the Keytroller Acquisition (as defined below) and intends to use the remaining portion of the net proceeds for general corporate purposes.

**Keytroller Acquisition**

On July 31, 2017, we, together with our wholly-owned subsidiary Keytroller, LLC, a Delaware limited liability company (“Keytroller”), acquired substantially all of the assets of Keytroller, LLC, a Florida limited liability company (the “Keytroller Acquisition”). The business we acquired in the Keytroller Acquisition develops and markets electronic products for managing forklifts and construction vehicles. The Keytroller Acquisition gives us a full suite of industrial fleet management product offerings capable of covering any sized fleet and budget and provides our industrial truck business more scale, both from a product and revenue standpoint and markets its line of forklift management devices mainly through a network of lift truck dealers, offering solutions for different fleet sizes at a wide range of price points.

**Liquidity**

As of December 31, 2017, we had cash (including restricted cash), cash equivalents and marketable securities of \$16.9 million and working capital of \$10.1 million. The Company’s primary sources of cash are cash flows from operating activities and the Company’s holdings of cash, cash equivalents and investments from the sale of common stock. To date, the Company has not generated sufficient cash flows solely from operating activities, although we had positive cash flows in 2017, to fund its operations.

We believe our available working capital, anticipated level of future revenues, expected cash flows from operations and net proceeds we raised from the underwritten public offering that closed on July 17, 2017 will provide sufficient funds to cover capital requirements through at least March 31, 2018.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**[A] Principles of consolidation:**

The consolidated financial statements include the accounts of I.D. Systems, Inc. and its wholly owned subsidiaries, Asset Intelligence, LLC (“AI”), I.D. Systems GmbH (“IDS GmbH”), I.D. Systems (UK) Ltd (formerly Didbox Ltd.) (“IDS Ltd”) and Keytroller (which, as noted above, are collectively referred to herein as the “Company”). All material intercompany balances and transactions have been eliminated in consolidation.

**[B] Use of estimates:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company continually evaluates estimates used in the preparation of the financial statements for reasonableness. The most significant estimates relate to stock-based compensation arrangements, measurements of fair value of assets acquired and liabilities assumed and acquisition-related contingent consideration, realization of deferred tax assets, the impairment of tangible and intangible assets, inventory reserves, allowance for doubtful accounts, warranty reserves and deferred revenue and costs. Actual results could differ from those estimates.

**[C] Cash and cash equivalents:**

The Company considers all highly liquid debt instruments with an original maturity of three months or less when purchased to be cash equivalents unless they are legally or contractually restricted. The Company’s cash and cash equivalent balances generally exceed FDIC limits.

**[D] Restricted cash:**

Restricted cash at December 31, 2016 and 2017 consists of cash held in escrow for purchases from a vendor.

**[E] Investments:**

The Company's investments include debt securities, U.S. Treasury Notes, government and state agency bonds, corporate bonds and commercial paper, which are classified as either available for sale, held to maturity or trading, depending on management's investment intentions relating to these securities. All of the Company's investments are currently classified as available for sale. Available for sale securities are measured at fair value based on quoted market values of the securities, with the unrealized gain and (losses) reported as comprehensive income or (loss). The Company has classified as short-term those securities that mature within one year and all other securities are classified as long-term. Realized gains and losses from the sale of available for sale securities are determined on a specific-identification basis. Net realized gains and losses from the sale of investment securities available for sale are included in "other income" in the consolidated statement of operations. Dividend and interest income are recognized when earned.

**[F] Accounts receivable:**

Accounts receivable are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in net cash provided by operating activities in the consolidated statements of cash flows. The Company maintains reserves against its accounts receivable for potential losses. Allowances for uncollectible accounts are estimated based on the Company's periodic review of accounts receivable balances. In establishing the required allowance, management considers our customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts receivable are net of an allowance for doubtful accounts in the amount of \$341,000 and \$87,000 in 2016 and 2017, respectively. The Company does not have any off-balance sheet credit exposure related to its customers.

**[G] Financing receivables:**

Financing receivables consists of sales-type lease receivables from the sale of the Company's products and services. These arrangements meet the criteria to be accounted for as sales-type leases. Accordingly, an asset is established for the "sales-type lease receivable" at the present value of the future minimum lease payments. Amounts collected on sales-type leases are included in net cash provided by operating activities in the consolidated statements of cash flows. Interest income is recognized monthly over the lease term using the effective-interest method.

The allowance for uncollectable minimum lease payments represents the Company's best estimate of the amount of credit losses in the Company's existing notes and sales-type lease receivable. The allowance is determined on an individual lease basis if it is probable that the Company will not collect all principal and interest contractually due. The Company considers our customers' financial condition and historical payment patterns in determining the customers' probability of default. The impairment is measured based on the present value of expected future cash flows discounted at the note's effective interest rate. There were no impairment losses recognized for the years ended December 31, 2015, 2016 and 2017. The Company does not accrue interest when a lease is considered impaired. When the ultimate collectability of the principal balance of the impaired lease is in doubt, all cash receipts on impaired lease are applied to reduce the principal amount of such lease until the principal has been recovered and are recognized as interest income thereafter. Impairment losses are charged against the allowance and increases in the allowance are charged to bad debt expense. Leases are written off against the allowance when all possible means of collection have been exhausted and the potential for recovery is considered remote. The Company resumes accrual of interest when it is probable that the Company will collect the remaining principal and interest of an impaired lease. Leases become past due based on how recently payments have been received.

## [H] Revenue recognition:

The Company's revenue is derived from: (i) sales of our wireless asset management systems and spare parts; (ii) remotely hosted SaaS agreements and post-contract maintenance and support agreements; (iii) services, which includes training and technical support; and (iv) periodically, leasing arrangements. Amounts invoiced to customers which are not recognized as revenue are classified as deferred revenue and classified as short-term or long-term based upon the terms of future services to be delivered.

Our industrial truck and connected vehicle wireless asset management systems consist of on-asset hardware, communication infrastructure, SaaS, and hosting infrastructure. Revenue derived from the sale of our industrial truck and connected vehicle wireless asset management systems is allocated to each element based upon vendor specific objective evidence (VSOE) of the fair value or best estimate of selling price ("BESP") of the element. VSOE of the fair value is based upon the price charged when the element is sold separately. BESP is determined based on overall pricing objectives taking into consideration market conditions and entity specific factors. Revenue is recognized as each element is delivered based on the allocation of arrangement consideration to each element based on VSOE or BESP, and when there are no undelivered elements that are essential to the functionality of the delivered elements. The Company's system is typically implemented by the customer or a third party and, as a result, revenue is recognized when title and risk of loss passes to the customer, which usually is upon delivery of the system, persuasive evidence of an arrangement exists, sales price is fixed and determinable, collectability is reasonably assured and contractual obligations have been satisfied. In some instances, we are also responsible for providing installation services. The additional installation services, which could be performed by third parties, are considered another element in a multi-element deliverable and revenue for installation services is recognized at the time the installation is provided. Training and technical support revenue are recognized at time of performance.

The Company recognizes revenues from the sale of transportation asset management systems and spare parts when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable, and collectability is reasonably assured. These criteria include requirements that the delivery of future products or services under the arrangement is not required for the delivered items to serve their intended purpose. The Company has determined that the revenue derived from the sale of transportation asset management systems does not have stand-alone value to the customer separate from the SaaS services provided and, therefore, the arrangements constitute a single unit of accounting. Under the applicable accounting guidance, all of the Company's billings for equipment and the related cost are deferred, recorded, and classified as a current and long-term liability and a current and long-term asset, respectively. Deferred revenue and cost are recognized over the service contract life, ranging from one to five years, beginning at the time that a customer acknowledges acceptance of the equipment and service. The customer service contracts typically range from one to five years.

The service revenue for our transportation asset monitoring equipment relates to charges for monthly messaging usage and value-added features charges. The usage fee is a monthly fixed charge based on the expected utilization according to the rate plan chosen by the customer. Service revenue generally commences upon equipment installation and customer acceptance and is recognized over the period such services are provided.

Revenue from transportation asset monitoring equipment activation fees is deferred and amortized over the life of the contract.

Spare parts sales are reflected in product revenues and recognized on the date of customer receipt of the part.

The Company also enters into remotely hosted SaaS agreements and post-contract maintenance and support agreements for its wireless asset management systems. Revenue is recognized ratably over the service periods and the cost of providing these services is expensed as incurred. Deferred revenue also includes prepayment of extended maintenance, hosting and support contracts.

The Company also derives revenue under leasing arrangements. Such arrangements provide for monthly payments covering the system sale, maintenance, support and interest. These arrangements meet the criteria to be accounted for as sales-type leases. Accordingly, an asset is established for the "sales-type lease receivable" at the present value of the expected lease payments and revenue is deferred and recognized over the service contract, as described above. Maintenance revenues and interest income are recognized monthly over the lease term.

Under certain customer contracts, the Company invoices progress billings once certain milestones are met. The milestone terms vary by customer and can include the receipt of the customer purchase order, delivery, installation and launch. As the systems are delivered, and services are performed, and all of the criteria for revenue recognition are satisfied, the Company recognizes revenue. If the amount of revenue recognized for financial reporting purposes is greater than the amount invoiced, an unbilled receivable is recorded. If the amount invoiced is greater than the amount of revenue recognized for financial reporting purposes, deferred revenue is recorded.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenues in the consolidated statements of operations.



**[I] Deferred costs:**

Deferred product costs consist of transportation asset management equipment costs deferred in accordance with our revenue recognition policy. The Company will continue to evaluate the realizability of the carrying amount of the deferred contract costs on a quarterly basis. To the extent the carrying value of the deferred contract costs exceed the contract revenue, an impairment loss will be recognized.

**[J] Inventory:**

Inventory, which primarily consists of finished goods and components used in the Company's products, is stated at the lower of cost or net realizable value using the first-in first-out (FIFO) method.

Inventory valuation reserves are established in order to report inventories at the lower of cost or net realizable value in the consolidated balance sheet. The determination of inventory valuation reserves requires management to make estimates and judgments on the future salability of inventories. Valuation reserves for obsolete and slow-moving inventory are estimated based on assumptions of future sales forecasts, product life cycle expectations, the impact of new product introductions, production requirements, and specific identification of items, such as product discontinuance or engineering/material changes and by comparing the inventory levels to historical usage rates.

**[K] Fixed assets and depreciation:**

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets, which range from three to ten years. Leasehold improvements are amortized using the straight-line method over the terms of the respective leases, or their estimated useful lives, whichever is shorter. For website development costs, the Company capitalizes costs incurred during the application development stage. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life, generally three years.

**[L] Long-lived assets:**

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets and would be charged to earnings. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

**[M] Business Combinations:**

Goodwill represents costs in excess of fair values assigned to the underlying net assets of acquired businesses. Goodwill and intangible assets deemed to have indefinite lives are not amortized. Intangible assets other than goodwill are amortized over their useful lives unless the lives are determined to be indefinite. Intangible assets are carried at cost, less accumulated amortization. Intangible assets consist of trademarks and trade name, patents, customer relationships and other intangible assets. The Company tests goodwill and other intangible assets annually, or when a triggering event occurs between annual impairment tests, to determine if impairment exists and if the use of indefinite lives is currently applicable. For purposes of the goodwill impairment test, the Company's product lines are aggregated within one reporting unit. For the years ended December 31, 2015, 2016 and 2017, the Company has not incurred an impairment charge.

The Company re-measures the fair value of the contingent consideration at each reporting period and any change in the fair value from either the passage of time or events occurring after the acquisition date, is recorded in earnings in the accompanying consolidated statement of operations. Actual results could differ from such estimates in future periods based on the re-measurement of the fair value.

**[N] Product warranties:**

The Company typically provides a one-year warranty on its products. Estimated future warranty costs are accrued in the period that the related revenue is recognized. These estimates are derived from historical data and trends of product reliability and costs of repairing and replacing defective products.

**[O] Research and development:**

Research and development costs are charged to expense as incurred and consists primarily of salaries and related expenses, supplies and contractor costs. Research and development costs were \$4,556,000, \$4,536,000 and \$3,965,000 in 2015, 2016 and 2017, respectively.

**[P] Patent costs:**

Costs incurred in connection with acquiring patent rights are charged to expense as incurred.

**[Q] Benefit plan:**

The Company maintains a retirement plan under Section 401(k) of the Internal Revenue Code, which covers all eligible employees. All employees with U.S. source income are eligible to participate in the plan immediately upon employment. The Company did not make any contributions to the plan during the years ended December 31, 2015, 2016 and 2017.

**[R] Rent expense:**

Expense related to the Company's facilities leases is recorded on a straight-line basis over the respective lease terms. The difference between rent expense incurred and the amounts required to be paid in accordance with the lease term is recorded as deferred rent and is amortized over the lease term.

**[S] Stock-based compensation:**

The Company accounts for stock-based employee compensation for all share-based payments, including grants of stock options and restricted stock, as an operating expense based on their fair values on grant date. The Company recorded stock-based compensation expense of \$1,609,000, \$1,658,000 and \$2,437,000 for the years ended December 31, 2015, 2016 and 2017, respectively.

The Company estimates the fair value of share-based option awards on the grant date using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service period in the Company's consolidated statement of operations. The Company estimates forfeitures at the time of grant in order to estimate the amount of share-based awards that will ultimately vest. The estimate is based on the Company's historical rates of forfeitures. Estimated forfeitures are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

**[T] Income taxes:**

The Company uses the asset and liability method of accounting for deferred income taxes. Deferred income taxes are measured by applying enacted statutory rates to net operating loss carryforwards and to the differences between the financial reporting and tax bases of assets and liabilities. Deferred tax assets are reduced, if necessary, by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes uncertainty in income taxes in the financial statements using a recognition threshold and measurement attribute of a tax position taken or expected to be taken in a tax return. The Company applies the "more-likely-than-not" recognition threshold to all tax positions, commencing at the adoption date of the applicable accounting guidance, which resulted in no unrecognized tax benefits as of such date. Additionally, there have been no unrecognized tax benefits subsequent to adoption. The Company has opted to classify interest and penalties that would accrue according to the provisions of relevant tax law as selling, general, and administrative expenses, in the consolidated statement of operations. For the years ended December 31, 2015, 2016 and 2017, there was no such interest or penalty.

The Company files federal income tax returns and separate income tax returns in various states. For federal and certain states, the 2014 through 2017 tax years remain open for examination by the tax authorities under the normal three-year statute of limitations. For certain other states, the 2013 through 2017 tax years remain open for examination by the tax authorities under a four-year statute of limitations.

**[U] Fair value of financial instruments:**

Cash and cash equivalents and investments in securities are carried at fair value. The carrying value of financing receivables approximates fair value due to the interest rate implicit in the instruments approximating current market rates. The carrying value of accounts receivable, accounts payable and other liabilities approximates their fair values due to the short period to maturity of these instruments.

**[V] Advertising and marketing expense:**

Advertising and marketing costs are expensed as incurred. Advertising and marketing expense for the years ended December 31, 2015, 2016 and 2017 amounted to \$455,000, \$510,000 and \$538,000, respectively.

**[W] Commitments and contingencies:**

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

**[X] Recently issued accounting pronouncements:**

In May 2017, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting”. The FASB issued the update to provide clarity and reduce the cost and complexity when applying the guidance in Topic 718. The amendments in this update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. This ASU will be effective for public companies for fiscal years beginning after December 15, 2017, including interim periods. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,” which simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. Under the amendments in ASU 2017-04, an entity should recognize an impairment charge for the amount by which the carrying amount of a reporting unit exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The updated guidance requires a prospective adoption. The guidance is effective beginning fiscal year 2021. Early adoption is permitted. The guidance is effective beginning fiscal year 2021. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In January 2017, FASB issued ASU No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business”. The amendment was issued to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments in this ASU provide a screen to determine when a set (inputs and processes that produce an output) is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. The requirement is for public business entities to apply the guidance to annual reporting periods beginning after December 15, 2017. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash,” which requires the inclusion of restricted cash with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This ASU is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments,” which provides clarification on how companies present and classify certain cash receipts and cash payments in the statement of cash flows. This ASU will be effective for fiscal periods beginning after December 15, 2017 and interim periods within those fiscal years. Early adoption is permitted. If an entity early adopts the amendments in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company does not expect the adoption of this standard to have a material impact on the consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments - Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments,” which amends the guidance on measuring credit losses on financial assets held at amortized cost. The amendment is intended to address the issue that the previous “incurred loss” methodology was restrictive for an entity’s ability to record credit losses based on not yet meeting the “probable” threshold. The new language will require these assets to be valued at amortized cost presented at the net amount expected to be collected with a valuation provision. This update standard is effective for fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact of this ASU to the consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation - Stock Compensation” (Topic 718), which includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. This ASU is effective for annual periods beginning after December 15, 2016, with early adoption permitted. The Company adopted this pronouncement January 1, 2017. The adoption of this guidance did not have a material impact on the Company’s financial results.

In February 2016, the FASB issued ASU No. 2016-02, “Leases” (Topic 842), which requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. The revised guidance must be applied on a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The revised guidance is effective for the Company beginning in the quarter ending March 31, 2019. The Company is currently evaluating the impact of this ASU on the consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, “Inventory (Topic 330): Simplifying the Measurement of Inventory,” which requires entities to measure most inventory “at the lower of cost and net realizable value (“NRV”),” thereby simplifying the current guidance under which an entity must measure inventory at the lower of cost or market. Under the new guidance, inventory is “measured at the lower of cost and net realizable value,” which eliminates the need to determine replacement cost and evaluate whether it is above the ceiling (NRV) or below the floor (NRV less a normal profit margin). The guidance defines NRV as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.” The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. The Company adopted this pronouncement January 1, 2017. The adoption of this guidance did not have a material impact on the Company’s financial results.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" (Topic 606). This ASU is intended to clarify the principles for recognizing revenue by removing inconsistencies and weaknesses in revenue requirements; providing a more robust framework for addressing revenue issues; improving comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets; and providing more useful information to users of financial statements through improved revenue disclosure requirements. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application. In July 2015, the FASB approved a deferral of the ASU effective date from annual and interim periods beginning after December 15, 2016 to annual and interim periods beginning after December 15, 2017, while allowing for early adoption for fiscal periods after December 15, 2016.

The new revenue standard provides the option between two different methods of adoption. The full retrospective method calls for the Company to present each prior reported period shown in the financial statements under the new guidance. The modified retrospective method requires the Company to calculate the cumulative effect of applying the new guidance as of the date of adoption via adjustment to retained earnings. The Company continues to assess the impact the new revenue standard will have on its consolidated financial statements. The Company expects to adopt this update in its 2018 first quarter using the modified retrospective approach. As part of our ongoing evaluations, the Company does not expect the adoption of the new revenue standard to have a significant impact on our consolidated financial statements as the revenue recognition of the majority of transactions under our current policy are expected to be appropriate under the guidance of the new revenue standard.

### NOTE 3 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Company's investments include debt securities, U.S. Treasury Notes, government and state agency bonds, corporate bonds and commercial paper, which are classified as either available for sale, held to maturity or trading, depending on management's investment intentions relating to these securities. As of December 31, 2016 and 2017, all of the Company's investments are classified as available for sale. Available for sale securities are measured at fair value based on quoted market values of the securities, with the unrealized gain and (losses) reported as comprehensive income or (loss). For the years ended December 31, 2015, 2016 and 2017, the Company reported unrealized losses, net of realized amounts, of \$(28,000), \$(5,000) and \$(103,000), respectively, on available for sale securities in total comprehensive loss. Realized gains and losses from the sale of available for sale securities are determined on a specific-identification basis. The Company has classified as short-term those securities that mature within one year. All other securities are classified as long-term.

The following table summarizes the estimated fair value of investment securities designated as available for sale, classified by the contractual maturity date of the security as of December 31, 2017:

	<u>Fair Value</u>
Due within one year	\$ 1,201,000
Due one year through three years	8,954,000
Due after three years	<u>1,324,000</u>
	<u>\$ 11,479,000</u>

The cost, gross unrealized gains (losses) and fair value of available for sale, held-to-maturity and trading by major security type at December 31, 2016 and 2017 were as follows:

<b>December 31, 2017</b>	<b>Cost</b>	<b>Unrealized Gain</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>
<b>Investments - short term</b>				
Available for sale				
U.S. Treasury Notes	\$ 1,066,000	-	(1,000)	\$ 1,065,000
Corporate bonds and commercial paper	136,000	-	-	136,000
<b>Total investments - short term</b>	<b>1,202,000</b>	<b>-</b>	<b>(1,000)</b>	<b>1,201,000</b>
<b>Investments - long term</b>				
Available for sale				
U.S. Treasury Notes	3,367,000	-	(37,000)	3,330,000
Government agency bonds	4,279,000	-	(40,000)	4,239,000
Corporate bonds and commercial paper	2,744,000	-	(35,000)	2,709,000
<b>Total investments - long term</b>	<b>10,390,000</b>	<b>-</b>	<b>(112,000)</b>	<b>10,278,000</b>
<b>Total investments</b>	<b>\$ 11,592,000</b>	<b>\$ -</b>	<b>\$ (113,000)</b>	<b>\$ 11,479,000</b>
<b>December 31, 2016</b>				
	<b>Cost</b>	<b>Unrealized Gain</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>
<b>Investments - short term</b>				
Available for sale				
U.S. Treasury Notes	\$ 40,000	-	-	\$ 40,000
Government agency bonds	50,000	-	-	50,000
Corporate bonds and commercial paper	25,000	-	-	25,000
<b>Total investments - short term</b>	<b>115,000</b>	<b>-</b>	<b>-</b>	<b>115,000</b>
<b>Investments - long term</b>				
Available for sale				
U.S. Treasury Notes	1,027,000	-	(7,000)	1,020,000
Government agency bonds	100,000	-	(1,000)	99,000
Corporate bonds and commercial paper	383,000	-	(3,000)	380,000
<b>Total investments - long term</b>	<b>1,510,000</b>	<b>-</b>	<b>(11,000)</b>	<b>1,499,000</b>
<b>Total investments</b>	<b>\$ 1,625,000</b>	<b>\$ -</b>	<b>\$ (11,000)</b>	<b>\$ 1,614,000</b>

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those levels:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity's estimates of market participant assumptions.

At December 31, 2016 and 2017, the Company's investments described above are classified as Level 1 for fair value measurement.

#### NOTE 4 - REVENUE RECOGNITION

The Company's revenue is derived from: (i) sales of our wireless asset management systems and spare parts; (ii) remotely hosted SaaS agreements and post-contract maintenance and support agreements; (iii) services, which includes training and technical support; and (iv) periodically, leasing arrangements. Amounts invoiced to customers which are not recognized as revenue are classified as deferred revenue and classified as short-term or long-term based upon the terms of future services to be delivered.

Deferred revenue consists of the following:

	December 31,	
	2016	2017
Deferred activation fees	\$ 385,000	\$ 313,000
Deferred revenue	230,000	2,276,000
Deferred maintenance and SaaS revenue	3,049,000	3,296,000
Deferred transportation asset management product revenue	13,599,000	11,564,000
	17,263,000	17,449,000
Less: Current portion	7,197,000	9,711,000
Deferred revenue - less current portion	\$ 10,066,000	\$ 7,738,000

During the years ended December 31, 2015, 2016 and 2017, the Company amortized deferred equipment revenue of \$5,373,000, \$5,258,000 and \$5,785,000, respectively, to product revenue.

In April 2015, we entered into a development project with Avis Budget Car Rental, LLC ("ABCR"), a subsidiary of Avis Budget Group, that included certain contractual milestones. This development project was completed during 2016 and the Company recognized milestone revenue of \$255,000 for the year ended December 31, 2016 from the completion of milestones in accordance with the milestone method of revenue recognition. Milestone payments are recognized as revenue upon achievement of the milestone only if the following conditions are met: (i) there is substantive uncertainty at the date of entering into the arrangement that the milestone would be achieved; (ii) the milestone is commensurate with either the vendor's performance to achieve the milestone or the enhancement of the value of the delivered item by the vendor; (iii) the milestone relates solely to past performance; and (iv) be reasonable in relation to the effort expended to achieve the milestone.

On March 18, 2017 (the "SOW#4 Effective Date"), the Company entered into a statement of work (the "SOW#4") with ABCR for the Company's cellular-enabled rental fleet car management system (the "System"). The SOW#4 provides for a period of exclusivity commencing on the SOW#4 Effective Date and ending fourteen months after the SOW#4 Effective Date, which may be extended in six-month increments by Avis under certain conditions. Avis has the right to cancel or accept the System and pay a lower price if the System cannot retrieve the necessary vehicle data from twenty-five makes and models six months after the SOW#4 Effective Date.

Pursuant to the SOW#4, the Company will also provide ABCR with services for ongoing maintenance and support of the System ("Maintenance Services") for an initial period of sixty months from installation of the equipment. ABCR has the option to renew such period for an additional twelve months upon its expiry, and then after such 12-month period, ABCR can purchase additional Maintenance Services on a month-to-month basis (during which ABCR can terminate the Maintenance Services) for up to forty-eight additional months.

ABCR has agreed to pay approximately \$21,270,000 to the Company for the System and maintenance and support services which cover 50,000 units. ABCR has an option to purchase additional units. Under the terms of the SOW#4, the Company is entitled to an upfront payment of \$3,290,000, which is comprised of a \$2,000,000 initial payment for the units to be delivered, \$902,000 for development of additional system enhancements and \$388,000 for production readiness development. The Company invoiced the upfront payment and the initial payment for the units to be delivered is included in current deferred revenue at December 31, 2017. In September 2017, the Company and ABCR amended SOW#4 for out-of-scope system enhancements performed by the Company. If ABCR exercises its right to terminate the agreement if the System is not able to retrieve the necessary vehicle data from twenty-five makes and models six months after the SOW#4 Effective Date, approximately \$1,785,000 of the upfront payment for the units would be refundable. The Company recognizes revenue on the development project, which was completed and approved in December 2017, on a proportional method performance basis, as determined by the relationship of actual labor and material costs incurred to date compared to the estimated total project costs. Estimates of total project costs are reviewed and revised during the term of the project. Revisions to project costs estimates, where applicable, are recorded in the period in which the facts that give rise to such changes become known. The Company recognized development project revenue of \$2,470,000 during the year ended December 31, 2017.

The SOW#4 may be terminated by ABCR for cause (which is generally the Company's material breach of its obligations under the SOW#4), for convenience (subject to a termination fee), upon a material adverse change to the Company, or for intellectual property infringement. The Company does not have the right to unilaterally terminate the SOW#4. In the event that ABCR terminates the SOW#4, then ABCR would be liable to the Company for the net present value of all future remaining charges under the SOW#4 at a negotiated discount rate per annum, with the payment due on the effective date of termination.



## NOTE 5 - FINANCING RECEIVABLES

Financing receivables include notes and sales-type lease receivables from the sale of the Company's products and services. The present value of net investment in sales-type lease receivable is principally for three to five-year leases of the Company's product and is reflected net of unearned income of \$293,000 and \$164,000 at December 31, 2016 and 2017, respectively, at a weighted-average discount rate of 4%

Scheduled maturities of minimum lease payments outstanding as of December 31, 2017 are as follows:

Year ending December 31:

2018	\$	1,295,000
2019		802,000
2020		540,000
2021		182,000
2022		33,000
		<u>2,852,000</u>
Less: Current portion		1,295,000
Total	\$	<u>1,557,000</u>

## NOTE 6 - ACQUISITION

On July 31, 2017, the Company completed the Keytroller Acquisition pursuant to an asset purchase agreement (the "Purchase Agreement") by and among the Company, Keytroller, Keytroller, LLC, a Florida limited liability company ("Keytroller FL") and the principals of Keytroller FL party thereto. Consideration for the Keytroller Acquisition included (i) \$7,098,000 in cash paid at closing, (ii) 295,902 shares of our common stock issued at closing with a fair value of \$2,000,000 and (iii) up to \$3,000,000 of shares of our common stock as potential earn-out payments, computed in accordance with the terms of the Purchase Agreement. The potential earn-out payments were estimated at a fair value of \$2,683,000. During the fourth quarter of 2017, the Company paid a post-closing working capital adjustment of \$275,000.

The Company incurred acquisition-related expenses of approximately \$301,000, which are included in selling, general and administrative expenses for the year ended December 31, 2017.

The purchase method of accounting in accordance with ASC805, *Business Combinations*, was applied for the Keytroller Acquisition. This requires the total cost of an acquisition to be allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values at the date of acquisition with the excess cost accounted for as goodwill. Goodwill arising from the acquisition is attributable to expected product and sales synergies from combining the operations of the acquired business with those of the Company. The Company recorded \$2,683,000 of contingent consideration based on the estimated financial performance for the two years following closing. The contingent consideration was discounted at an interest rate of 14.6%, which represents the Company's weighted-average discount rate. During the year ended December 31, 2017, the Company measured the intangibles acquired in the Keytroller Acquisition at fair value on a non-recurring basis. Contingent consideration related to acquisitions are recorded at fair value (level 3) with changes in fair value recorded in other (expense) income, net.

The changes in contingent consideration through December 31, 2017 is as follows:

Balance August 1, 2017	\$	2,683,000
Change in contingent consideration		94,000
Balance as of December 31, 2017	\$	<u>2,777,000</u>

The following table summarizes the approximate preliminary purchase price allocation based on estimated fair values of the net assets acquired at the acquisition date:

Accounts receivable	\$	835,000
Inventory		1,066,000
Other assets, net		42,000
Intangibles		5,086,000
Goodwill (a)		5,481,000
Less: Current liabilities assumed		(454,000)
Net assets acquired	<u>\$</u>	<u>12,056,000</u>

(a)The goodwill is expected to be fully deductible for tax purposes, except the contingent consideration which is deductible only when paid.

The results of operations of Keytroller have been included in the consolidated statement of operations as of the effective date of acquisition. The following revenue and operating income of Keytroller are included in the Company's consolidated results of operations:

		<u>Year Ended</u> <u>December 31, 2017</u>
Revenues	\$	3,468,000
Operating income	\$	708,000

The following table represents the combined pro forma revenue and earnings for the years ended December 31, 2015, 2016 and 2017:

	<u>Year Ended</u> <u>December 31, 2015</u>		<u>Year Ended</u> <u>December 31, 2016</u>		<u>Year Ended</u> <u>December 31, 2017</u>	
	<u>Historical</u>	<u>Pro Forma</u> <u>Combined</u>	<u>Historical</u>	<u>Pro Forma</u> <u>Combined</u>	<u>Historical</u>	<u>Pro Forma</u> <u>Combined</u>
Revenues	\$ 41,784,000	\$ 47,074,000	\$ 36,822,000	\$ 43,446,000	\$ 40,958,000	\$ 44,796,000
Operating loss	(10,283,000)	(9,703,000)	(6,368,000)	(5,505,000)	(4,091,000)	(3,617,000)
Net loss per share - basic and diluted	\$ (0.79)	\$ (0.60)	\$ (0.49)	\$ (0.35)	\$ (0.26)	\$ (0.24)

The combined pro forma revenue and earnings for the years ended December 31, 2015, 2016 and 2017 were prepared as though the Keytroller Acquisition had occurred as of January 1, 2015. The pro forma results do not include any anticipated cost synergies or other effects of the planned integration of Keytroller. This summary is not necessarily indicative of what the results of operations would have been had the Keytroller Acquisition occurred during such period, nor does it purport to represent results of operations for any future periods.

## NOTE 7 - INVENTORIES

Inventory, which primarily consists of finished goods and components used in the Company's products, is stated at the lower of cost or net realizable value using the first-in first-out (FIFO) method. Inventory is shown net of valuation reserves of \$208,000 and \$266,000 at December 31, 2016 and 2017, respectively.

Inventories consist of the following:

	December 31,	
	2016	2017
Components	\$ 1,183,000	\$ 1,083,000
Finished goods	2,737,000	3,503,000
	<u>\$ 3,920,000</u>	<u>\$ 4,586,000</u>

## NOTE 8 - FIXED ASSETS

Fixed assets are stated at cost, less accumulated depreciation and amortization, and are summarized as follows:

	December 31,	
	2016	2017
Equipment	\$ 1,678,000	\$ 1,054,000
Computer software and website development	5,874,000	5,610,000
Computer hardware	2,761,000	2,560,000
Furniture and fixtures	401,000	416,000
Automobiles	60,000	60,000
Leasehold improvements	181,000	181,000
	10,955,000	9,881,000
Accumulated depreciation and amortization	<u>(7,880,000)</u>	<u>(7,134,000)</u>
	<u>\$ 3,075,000</u>	<u>\$ 2,747,000</u>

The Company had expenditures of approximately \$1,919,000 and \$13,000 for computer equipment and software which had not been placed in service as of December 31, 2016 and 2017, respectively. Depreciation and amortization expense is not recorded for such assets until they are placed in service.

Depreciation and amortization expense for the years ended December 31, 2015, 2016 and 2017 was \$583,000, \$549,000 and \$757,000, respectively. This includes amortization of costs associated with computer software and website development for the years ended December 31, 2015, 2016 and 2017 of \$156,000, \$165,000 and \$410,000, respectively.

The Company capitalizes in fixed assets the costs of software development and website development. Specifically, the assets comprise an implementation of Enterprise Resource Planning (ERP) software, enhancements to the VeriWise systems, and a customer interface website (which is the primary tool used to provide data to our customers). The website employs updated web architecture and improved functionality and features, including, but not limited to, customization at the customer level, enhanced security features, custom virtual electronic geofencing of landmarks, global positioning system ("GPS")-based remote mileage reporting, and richer mapping capabilities. The Company capitalized the costs incurred during the "development" and "enhancement" stages of the software and website development. Costs incurred during the "planning" and "post-implementation/operation" stages of development were expensed. The Company capitalized \$461,000 and \$100,000 for such projects for the years ended December 31, 2016 and 2017, respectively.

**NOTE 9 - INTANGIBLE ASSETS AND GOODWILL**

The following table summarizes identifiable intangible assets of the Company as of December 31, 2016 and 2017:

<u>December 31, 2017</u>	<u>Useful Lives (In Years)</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Amortized:				
Customer relationships	10	\$ 3,123,000	(130,000)	2,993,000
Trademark and tradename	10 - 15	1,367,000	(52,000)	1,315,000
Patents	11	1,489,000	(1,083,000)	406,000
Favorable contract interest	5	388,000	(40,000)	348,000
Covenant not to compete	4	208,000	(18,000)	190,000
		<u>6,575,000</u>	<u>(1,323,000)</u>	<u>5,252,000</u>
Unamortized:				
Customer list		104,000	-	104,000
Trademark and Tradename		61,000	-	61,000
		<u>165,000</u>	<u>-</u>	<u>165,000</u>
<b>Total</b>		<u>\$ 6,740,000</u>	<u>\$ (1,323,000)</u>	<u>\$ 5,417,000</u>
<u>December 31, 2016</u>	<u>Useful Lives (In Years)</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Amortized:				
Patents	11	\$ 1,489,000	\$ (948,000)	\$ 541,000
Unamortized:				
Customer list		104,000	-	104,000
Trademark and Tradename		61,000	-	61,000
		<u>165,000</u>	<u>-</u>	<u>165,000</u>
<b>Total</b>		<u>\$ 1,654,000</u>	<u>\$ (948,000)</u>	<u>\$ 706,000</u>

The Company tests the goodwill and other intangible assets on an annual basis in the fourth quarter or more frequently if the Company believes indicators of impairment exist. As of December 31, 2016 and 2017, the Company determined that no impairment existed to the goodwill, customer list and trademark and trade name of its acquired intangibles.

The Company also determined that the use of indefinite lives for the customer list and remaining trademark and trade name remains applicable at December 31, 2016 and 2017, as the Company expects to continue to derive future benefits from these intangible assets.

Amortization expense for the years ended December 31, 2015, 2016 and 2017 was \$135,000, \$136,000 and \$375,000, respectively. Estimated future amortization expense for each of the five succeeding fiscal years for these intangible assets is as follows:

Year ending December 31:

2018	\$	712,000
2019		712,000
2020		712,000
2021		536,000
2022		462,000
Thereafter		2,118,000
	<u>\$</u>	<u>5,252,000</u>

The changes in goodwill from January 1, 2017 to December 31, 2017 is as follows:

Balance of as January 1, 2017	\$	1,837,000
Keytroller acquisition		5,481,000
Balance as of December 31, 2017	<u>\$</u>	<u>7,318,000</u>

#### NOTE 10 - NET LOSS PER SHARE

Basic and diluted loss per share	December 31,		
	2015	2016	2017
Net loss	<u>\$ (9,952,000)</u>	<u>\$ (6,370,000)</u>	<u>\$ (3,870,000)</u>
Weighted-average common shares outstanding - basic and diluted	<u>12,614,000</u>	<u>12,984,000</u>	<u>14,961,000</u>
Net loss per share - basic and diluted	<u>\$ (0.79)</u>	<u>\$ (0.49)</u>	<u>\$ (0.26)</u>

Basic loss per share is calculated by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution assuming common shares were issued upon the exercise of outstanding options and the proceeds thereof were used to purchase outstanding common shares. Dilutive potential common shares include outstanding stock options, warrants and restricted stock and performance share awards. For the years ended December 31, 2015, 2016 and 2017, the basic and diluted weighted-average shares outstanding are the same, since the effect from the potential exercise of outstanding stock options, warrants and vesting of restricted stock and performance shares of 1,887,000, 1,896,000 and 1,831,000, respectively, would have been anti-dilutive.

## NOTE 11 - STOCK-BASED COMPENSATION

The Company adopted the 1999 Stock Option Plan, pursuant to which the Company had the right to grant stock awards and options to purchase up to 2,813,000 shares of common stock. The 1999 Stock Option Plan expired during 2009 and the Company cannot issue additional options under this plan.

The Company adopted the 2007 Equity Compensation Plan, pursuant to which, as amended, the Company may grant options to purchase up to an aggregate of 2,500,000 shares of common stock. The 2007 Equity Compensation Plan expired during 2017 and the Company cannot issue additional options under this plan. The Company also adopted the 2009 Non-Employee Director Equity Compensation Plan, pursuant to which, as amended, the Company may grant options to purchase up to an aggregate of 600,000 shares of common stock. There were 14,000 shares available for future issuance under the 2009 Non-Employee Director Equity Compensation Plan at December 31, 2017. In June 2015, the Company adopted the 2015 Equity Compensation Plan (the “2015 Plan”) pursuant to which the Company may grant stock options, restricted stock and other equity-based awards with respect to up to an aggregate of 1,200,000 shares of common stock. There were 228,000 shares available for future issuance under the 2015 Plan at December 31, 2017. The plans are administered by the Compensation Committee of the Company’s Board of Directors (the “Compensation Committee”), which has the authority to determine, among other things, the term during which an option may be exercised (not more than 10 years), the exercise price of an option and the vesting provisions.

On December 20, 2016, the Company and Kenneth Ehrman, its former Chief Executive Officer, entered into Amendment No. 2 to Severance Agreement, which amends the Severance Agreement dated September 22, 2009 (as amended, the “Ehrman Severance Agreement”). Under the terms of the Ehrman Severance Agreement, a pro-rata portion of Mr. Ehrman’s unvested stock options and restricted stock were partially vested based on the number of months elapsed since the date of grant as compared to the scheduled vesting date. Due to the modification of the terms of the stock option and restricted stock agreements, the Company recognized a \$(26,000) reduction of stock-based compensation expense in the fourth quarter of 2016 which is included in the stock option and restricted stock stock-based compensation expense.

**[A] Stock options:**

A summary of the status of the Company's stock options as of December 31, 2015, 2016 and 2017 and changes during the years then ended, is presented below:

	2015		2016		2017	
	Number of Shares	Weighted - Average Exercise Price	Number of Shares	Weighted - Average Exercise Price	Number of Shares	Weighted - Average Exercise Price
Outstanding at beginning of year	2,209,000	\$ 6.84	1,212,000	\$ 6.94	1,243,000	\$ 5.08
Granted	-	-	395,000	4.75	350,000	6.00
Exercised	(568,000)	3.95	(20,000)	3.44	(271,000)	4.72
Forfeited or expired	(429,000)	10.36	(344,000)	11.36	(32,000)	8.26
Outstanding at end of year	<u>1,212,000</u>	\$ 6.94	<u>1,243,000</u>	\$ 5.08	<u>1,290,000</u>	\$ 5.33
Exercisable at end of year	<u>904,000</u>	\$ 7.40	<u>822,000</u>	\$ 5.07	<u>667,000</u>	\$ 5.11

The following table summarizes information about stock options at December 31, 2017:

Exercise Prices (\$)	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted - Average Contractual Life in Years	Weighted - Average Exercise Price	Number Outstanding	Weighted - Average Exercise Price
2.07 – 4.87	330,000	5	\$ 4.03	210,000	\$ 3.72
4.88 – 5.70	346,000	6	5.35	203,000	5.39
5.71 – 5.97	221,000	5	5.80	209,000	5.81
5.98 – 7.41	393,000	8	6.14	45,000	7.21
	<u>1,290,000</u>	6	\$ 5.33	<u>667,000</u>	\$ 5.11

As of December 31, 2017		
	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Life in Years
Options outstanding	\$ 2,093,000	6
Options exercisable	\$ 1,232,000	4

The fair value of each option grant on the date of grant is estimated using the Black-Scholes option-pricing model reflecting the following weighted-average assumptions:

	December 31,		
	2015	2016	2017
Expected volatility	-	43.6%	<b>42.4%</b>
Expected life of options	-	4.0 years	<b>4.0 years</b>
Risk free interest rate	-	1.27%	<b>1.69%</b>
Dividend yield	-	0%	<b>0%</b>
Weighted-average fair value of options granted during the year	\$ -	\$ 1.68	\$ <b>2.11</b>

Expected volatility is based on historical volatility of the Company's common stock and the expected life of options is based on historical data with respect to employee exercise periods.

For the years ended December 31, 2015, 2016 and 2017, the Company recorded \$282,000, \$270,000 and \$411,000, respectively, of stock-based compensation expense in connection with the stock option grants. The total intrinsic value of options exercised during the years ended December 31, 2015, 2016 and 2017 was \$1,524,000, \$33,000 and \$375,000, respectively.

The fair value of options vested during the years ended December 31, 2015, 2016 and 2017 was \$505,000, \$280,000 and \$291,000, respectively. As of December 31, 2017, there was \$965,000 of total unrecognized compensation costs related to non-vested options granted under the Company's stock option plans. That cost is expected to be recognized over a weighted-average period of 2.8 years.



**[B] Restricted Stock Awards:**

The Company grants restricted stock to employees, whereby the employees are contractually restricted from transferring the shares until they are vested. The stock is unvested at the time of grant and, upon vesting, there are no legal restrictions on the stock. The fair value of each share is based on the Company's closing stock price on the date of the grant. A summary of the non-vested shares for the years ended December 31, 2015, 2016 and 2017 is as follows:

	Number of Non-vested Shares	Weighted - Average Grant Date Fair Value
	<u>                    </u>	<u>                    </u>
Non-vested at January 1, 2015	616,000	\$ 5.69
Granted	232,000	6.00
Vested	(210,000)	5.75
Forfeited	<u>(63,000)</u>	5.70
Non-vested at December 31, 2015	575,000	\$ 5.79
Granted	271,000	4.80
Vested	(272,000)	5.34
Forfeited	<u>(182,000)</u>	5.72
Non-vested at December 31, 2016	392,000	\$ 5.45
Granted	240,000	6.26
Vested	(194,000)	5.42
Forfeited	<u>(8,000)</u>	5.69
Non-vested at December 31, 2017	<u>430,000</u>	\$ 5.91

For the years ended December 31, 2015, 2016 and 2017, the Company recorded \$1,325,000, \$908,000 and \$1,682,000 respectively, of stock-based compensation expense in connection with the restricted stock grants. As of December 31, 2017, there was \$1,658,000 of total unrecognized compensation cost related to non-vested shares. That cost is expected to be recognized over a weighted-average period of 2.0 years.

**[C] Performance Shares:**

In January 2016, the Company granted 295,000 performance shares to employees pursuant to the 2015 Plan. The shares are unvested at the time of grant and, upon vesting, there are no contractual restrictions on the shares. The vesting of the shares is subject to the achievement of performance goals during a two-year period from the date of issuance, with the ability to achieve prorated vesting of the shares during interim annual measurement periods. If the performance goals are not met, the performance shares will not vest and will automatically be returned to the plan. If the performance goals are met, then the shares will be issued to the employees. The fair value of each share is based on the Company's closing stock price on the date of the grant.

The following table summarizes the activity relating to the Company's performance shares for the years ended December 31, 2015, 2016 and 2017:

	<b>Number of Non-vested Shares</b>	<b>Weighted- Average Grant Date Fair Value</b>
Performance shares, non-vested, at January 1, 2015	18,000	\$ 0.38
Granted	-	-
Vested	-	-
Forfeited	(18,000)	0.38
Performance shares, non-vested, at December 31, 2015	-	-
Granted	295,000	\$ 4.07
Vested	-	-
Forfeited	(34,000)	4.07
Performance shares, non-vested, at December 31, 2016	261,000	4.07
Granted	-	\$ -
Vested	(100,000)	4.07
Forfeited	(50,000)	4.07
Performance shares, non-vested, December 31, 2017	<u>111,000</u>	<u>\$ 4.07</u>

For the years ended December 31, 2015, 2016 and 2017, the Company recorded \$-0-, \$480,000 and \$344,000 respectively, of stock-based compensation expense in connection with the performance shares. As of December 31, 2017, there was \$11,000 of total unrecognized compensation cost related to non-vested performance shares. That cost is expected to be recognized over a weighted-average period of 0.1 years.

**NOTE 12 - REVOLVING CREDIT FACILITY**

On December 18, 2015, the Company and AI entered into a loan and security agreement (the “Revolver”) with Siena Lending Group LLC. The Revolver provided a revolving credit facility in an aggregate principal amount of up to \$7.5 million and a maturity date of December 18, 2017. Effective August 30, 2017, the Company terminated the Revolver. The Company did not incur an early termination penalty as a result of terminating the Revolver.

**NOTE 13 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consist of the following:

	December 31,	
	2016	2017
Accounts payable	\$ 6,195,000	\$ 6,233,000
Accrued warranty	472,000	535,000
Accrued severance	609,000	100,000
Accrued compensation	297,000	507,000
Other current liabilities	49,000	65,000
	<u>\$ 7,622,000</u>	<u>\$ 7,440,000</u>

Included in accounts payable and accrued expenses at December 31, 2016 and 2017 is accrued severance of \$609,000 and \$100,000, respectively, to Kenneth Ehrman and Norman L. Ellis, the former Chief Executive Officer and Chief Operating Officer of the Company, respectively. The accrued severance was payable in equal monthly installments of approximately \$37,000 as of December 31, 2017.

The Company’s products are warranted against defects in materials and workmanship for a period of 12 months from the date of acceptance of the product by the customer. The customers may purchase an extended warranty providing coverage up to a maximum of 60 months. A provision for estimated future warranty costs is recorded for expected or historical warranty matters related to equipment shipped and is included in accounts payable and accrued expenses in the Consolidated Balance Sheets as of December 31, 2016 and 2017.

The following table summarizes warranty activity during the years ended December 31, 2016 and 2017:

	Year Ended	
	2016	2017
Accrued warranty reserve, beginning of year	\$ 614,000	\$ 472,000
Accrual for product warranties issued	431,000	253,000
Product replacements and other warranty expenditures	(252,000)	(68,000)
Expiration of warranties	(321,000)	(122,000)
Accrued warranty reserve, end of period	<u>\$ 472,000</u>	<u>\$ 535,000</u>

**NOTE 14 - CONCENTRATION OF CUSTOMERS**

One customer accounted for 16% the Company's revenue during the year ended and as of December 31, 2017 and two customers accounted for 14% and 11% of the Company's accounts receivable as of December 31, 2017. One customer accounted for 14% of finance receivables as of December 31, 2017.

One customer accounted for 18% the Company's revenue during the year ended and as of December 31, 2016 and one customer accounted for 12% of the Company's accounts receivable as of December 31, 2016.

One customer accounted for 23% the Company's revenue during the year ended and as of December 31, 2015 and one customer accounted for 10% of the Company's accounts receivable as of December 31, 2015. One customer accounted for 11% of finance receivables as of December 31, 2015.

## NOTE 15 - STOCKHOLDERS' EQUITY

### [A] Public Offering:

On July 17, 2017, the Company closed an underwritten public offering consisting of 2,608,695 shares of common stock at a price per share of \$5.75. In addition, the underwriters of the public offering exercised in full their option to purchase an additional 391,304 shares of common stock. Including this option exercise, the aggregate gross proceeds from the offering of a total of 2,999,999 shares of common stock, before deducting discounts and commissions and offering expenses, were approximately \$17.3 million. Net proceeds from the public offering were approximately \$16.1 million. The Company used a portion of the net proceeds from the offering to fund the Keytroller Acquisition and intends to use the remaining portion of the net proceeds for general corporate purposes.

### [B] Preferred stock:

The Company is authorized to issue 5,000,000 shares of preferred stock, par value \$0.01 per share. The Company's Board of Directors has the authority to issue shares of preferred stock and to determine the price and terms of those shares. No shares of preferred stock are issued and outstanding.

### [C] Stock repurchase program:

On November 3, 2010, the Company's Board of Directors authorized the repurchase of issued and outstanding shares of the Company's common stock having an aggregate value of up to \$3,000,000 pursuant to a share repurchase program. The repurchases under the share repurchase program are made from time to time in the open market or in privately negotiated transactions and are funded from the Company's working capital. The amount and timing of such repurchases is dependent upon the price and availability of shares, general market conditions and the availability of cash, as determined at the discretion of the Company's management. All shares of common stock repurchased under the Company's share repurchase program are held as treasury stock. The Company did not purchase any shares of its common stock under the share repurchase program during the years ended December 31, 2015 through 2017. As of December 31, 2017, the Company has purchased a total of approximately 310,000 shares of its common stock in open market transactions under the share repurchase program for an aggregate purchase price of approximately \$1,340,000, or an average cost of \$ 4.33 per share.

### [D] Shares withheld:

During the year ended December 31, 2017, 76,000 shares of the Company's common stock were withheld to satisfy minimum tax withholding obligations in connection with the vesting of restricted shares and to pay the exercise price of stock options in the aggregate amount of \$465,000.

During the year ended December 31, 2016, 67,000 shares of the Company's common stock were withheld to satisfy minimum tax withholding obligations in connection with the vesting of restricted shares and to pay the exercise price of stock options in the aggregate amount of \$323,000.

During the year ended December 31, 2015, 80,000 shares of the Company's common stock were withheld to satisfy minimum tax withholding obligations in connection with the vesting of restricted shares and to pay the exercise price of stock options in the aggregate amount of \$457,000.

**NOTE 16 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

Comprehensive loss includes net loss and unrealized gains or losses on available-for-sale investments and foreign currency translation gains and losses. Cumulative unrealized gains and losses on available-for-sale investments are reflected as accumulated other comprehensive loss in stockholders' equity on the Company's Consolidated Balance Sheets.

The accumulated balances for each classification of other comprehensive loss are as follows:

	Foreign currency items	Unrealized gain (losses) on investments	Accumulated other comprehensive income
Balance at January 1, 2015	\$ (360,000)	\$ (15,000)	\$ (375,000)
Net current period change	(140,000)	15,000	(125,000)
Balance at December 31, 2015	(500,000)	\$ -	(500,000)
Net current period change	408,000	(11,000)	397,000
Balance at December 31, 2016	(92,000)	\$ (11,000)	(103,000)
Net current period change	(373,000)	(102,000)	(475,000)
Balance at December 31, 2017	\$ (465,000)	\$ (113,000)	(578,000)

Income and expense accounts of foreign operations are translated at actual or weighted-average exchange rates during the period. Assets and liabilities of foreign operations that operate in a local currency environment are translated to U.S. dollars at the exchange rates in effect at the balance sheet date. Translation gains or losses are reported as components of accumulated other comprehensive income or loss in consolidated stockholders' equity. Net translation gains or losses resulting from the translation of foreign currency financial statements and the effect of exchange rate changes on intercompany transactions of a long-term investment nature with IDS GmbH resulted in translation (losses) gains of \$(140,000), \$408,000 and \$(373,000) at December 31, 2015, 2016 and 2017, respectively, which are included in comprehensive loss in the Consolidated Statement of Changes in Stockholders' Equity. Effective December 1, 2015, the intercompany transactions with IDS GmbH are not considered of a long-term investment nature and the effect of the exchange rate changes subsequent to December 1, 2015 on the intercompany transactions are included selling, general and administrative expenses in the Consolidated Statement of Operations.

Gains and losses resulting from foreign currency transactions are included in determining net income or loss. Foreign currency transaction (losses) gains for the years ended December 31, 2015, 2016 and 2017 of \$(60,000), \$(437,000) and \$456,000, respectively, are included in selling, general and administrative expenses in the Consolidated Statement of Operations.

## NOTE 17 - INCOME TAXES

At December 31, 2017, the Company had an aggregate net operating loss carryforward of approximately \$78,966,000 for U.S. federal income tax purposes. At December 31, 2017, the Company had an aggregate net operating loss carryforward of approximately \$56,162,000 for state income tax purposes and a foreign net operating loss carryforward of approximately \$2,813,000. Substantially all of the net operating loss carryforwards expire from 2021 through 2037 for federal purposes and from 2018 through 2037 for state purposes. The net operating loss carryforwards may be limited to use in any particular year based on Internal Revenue Code ("IRC") Section 382 related to change of ownership restrictions. Section 382 of the IRC imposes an annual limitation on the utilization of NOL carryforwards based on long-term bond rates and the value of the corporation at the time of a change in ownership as defined by Section 382 of the IRC. In addition, future stock issuances may subject the Company to further limitations on the utilization of its net operating loss carryforwards under the same Internal Revenue Code provision.

At December 31, 2017, the Company has New Jersey net operating loss carryforwards ("NJ NOLs") included above in the approximate amount of \$34,383,000 expiring through 2037, which are available to reduce future earnings which would otherwise be subject to state income tax. In 2017, the Company sold approximately \$332,000 of NJ research and development tax credits, subject to a 6.2% seller's allocation factor for approximately \$311,000.

On December 22, 2017, the U.S. President signed the Tax Cuts and Jobs Act (the "Tax Act") into law. Effective January 1, 2018, among other changes, the Tax Act (1) reduces the U.S. federal corporate tax rate from 35 percent to 21 percent, (2) changes the rules relating to net operating loss carryforwards and carrybacks, (3) eliminates the corporate alternative minimum tax ("AMT") and changes how existing AMT credits can be realized; and (4) requires companies to pay a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries.

The Tax Act did not have a material impact on our consolidated financial statements since our deferred temporary differences in the United States are fully offset by a valuation allowance and we do not have any significant off shore earnings from which to record the mandatory transition tax.

On December 22, 2017, the SEC issued guidance under Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act ("SAB 118") directing taxpayers to consider the impact of the Tax Act as "provisional" when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law. The changes in the Tax Act are broad and complex. The final impacts of the Tax Act may differ from the Company's estimates due to, among other things, changes in interpretations of the Tax Act, further legislation related to the Tax Act, changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates to estimates the Company has utilized to calculate the impacts of the Tax Act. The SEC has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the related tax impacts. The Company currently anticipates finalizing any resulting adjustments by the end of our next fiscal year ending December 31, 2018. The Company, based on current knowledge, did estimate the impact of SAB 118 on its income tax provision for the year ended December 31, 2017. The impact on the Company's consolidated financial statements for the year ended December 31, 2017 is immaterial, primarily because the Company has a valuation allowance on deferred tax assets.

The Company has net deferred tax assets of approximately \$31,753,000 and \$26,112,000 at December 31, 2016 and 2017, respectively. The net deferred tax assets decreased by approximately \$10,848,000 with a corresponding decrease to the valuation allowance as a result of the decrease in federal corporate tax rate to 21% as a result of the Tax Act. A significant portion of the deferred tax assets recognized relate to net operating losses. The Company had other temporary differences between financial and tax reporting for stock-based compensation, fixed asset depreciation expense, deferred revenue, deferred expenses, bad debt reserves, inventory reserves, warranty reserves and acquisition-related expenses.

For the year ended December 31, 2017, the Company's valuation allowance has decreased to \$26,112,000 compared to \$31,753,000 as of December 31, 2016, largely due to the decrease in federal corporate tax rate to 21% as a result of the Tax Act. The Company has provided a valuation allowance against the full amount of its deferred tax assets. The valuation allowance was established because of the uncertainty of realization of the deferred tax assets due to lack of sufficient history of generating taxable income. Realization is dependent upon generating sufficient taxable income prior to the expiration of the net operating loss carryforwards in future periods. The valuation allowance increased (decreased) in 2015, 2016 and 2017 by \$4,148,000, \$2,287,000 and \$(5,641,000) (net of the decrease of \$10,848,000 due to the decrease in federal corporate tax rate to 21% as a result of the Tax Act), respectively.

Loss before income taxes consists of the following:

	Year Ended December 31,		
	2015	2016	2017
U.S. operations	\$ (9,216,000)	\$ (5,547,000)	\$ (4,425,000)
Foreign operations	(736,000)	(823,000)	244,000
	<u>\$ (9,952,000)</u>	<u>\$ (6,370,000)</u>	<u>\$ (4,181,000)</u>

The difference between income taxes at the statutory federal income tax rate and income taxes reported in the Consolidated Statements of Operations is attributable to the following:

	Year Ended December 31,		
	2015	2016	2017
Income tax benefit at the federal statutory rate	\$ (3,384,000)	\$ (2,166,000)	\$ (1,316,000)
State and local income taxes, net of effect on federal taxes	(791,000)	(848,000)	(441,000)
Increase (decrease) in valuation allowance	4,148,000	2,287,000	(8,509,000)
Incentive stock options/forfeitures	(104,000)	624,000	(11,000)
Change in Federal tax rate			10,848,000
Research and development tax credits	-	-	(1,390,000)
Permanent differences and other	131,000	103,000	508,000
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (311,000)</u>

The change in the valuation allowance is adjusted for the tax effects of ASU No. 2016-09 and other comprehensive loss.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2016 and 2017 are presented below:

	December 31,	
	2016	2017
Deferred tax assets:		
Net operating loss carryforwards	\$ 25,999,000	\$ 21,007,000
Deferred revenue	7,277,000	4,629,000
Stock-based compensation	888,000	839,000
Federal research and development tax credits	-	1,058,000
Intangibles, amortization	1,035,000	675,000
Inventories	178,000	175,000
Acquisition related expenses	328,000	321,000
Bad debt reserve	153,000	30,000
Other deductible temporary differences	693,000	556,000
	<u>36,551,000</u>	<u>29,290,000</u>
Total gross deferred tax assets		
Less: Valuation allowance	(31,753,000)	(26,112,000)
	<u>4,798,000</u>	<u>3,178,000</u>
Deferred tax liabilities:		
Deferred expenses	(4,715,000)	(2,978,000)
Fixed assets, depreciation	(83,000)	(200,000)
	<u>(4,798,000)</u>	<u>(3,178,000)</u>
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>



#### NOTE 18 - WHOLLY OWNED FOREIGN SUBSIDIARIES

The financial statements of the Company's wholly owned German subsidiary, IDS GmbH, and United Kingdom subsidiary, IDS Ltd, are consolidated with the financial statements of I.D. Systems, Inc.

The net revenue and net loss for IDS GmbH included in the Consolidated Statement of Operations are as follows:

	Year Ended December 31,		
	2015	2016	2017
Net revenue	\$ 1,212,000	\$ 1,852,000	\$ 1,365,000
Net (loss) income	(303,000)	211,000	103,000

Total assets of IDS GmbH were \$1,012,000 and \$1,086,000 as of December 31, 2016 and 2017, respectively. IDS GmbH operates in a local currency environment using the Euro as its functional currency.

The net revenue and net loss for IDS Ltd included in the consolidated statement of operations are as follows:

	Year Ended December 31,		
	2015	2016	2017
Net revenue	\$ 434,000	\$ 296,000	\$ 577,000
Net (loss) income	(433,000)	(612,000)	141,000

Total assets of IDS Ltd were \$1,130,000 and \$1,187,000 as of December 31, 2016 and 2017, respectively. IDS Ltd operates in a local currency environment using the British Pound as its functional currency.

#### NOTE 19 - REDUCTION IN WORK FORCE

The Company entered into a Separation and General Release Agreement (the "Ellis Separation Agreement") with Norman L. Ellis, its former Chief Operating Officer, on December 16, 2016 and Amendment No. 2 to Severance Agreement (together with the Ellis Separation Agreement, the "Separation Agreements") with Kenneth Ehrman, its former Chief Executive Officer, on December 20, 2016. Under the terms of the Separation Agreements, the Company recognized severance costs of \$637,000 which are included in selling, general and administrative expenses in the consolidated statement of operations for 2016.

On July 31, 2015, the Company eliminated 27 positions, representing approximately 20% of our total personnel. In order to earn a severance payment, affected employees were required to execute a general release agreement. Total severance costs incurred during the year ended December 31, 2015 were \$280,000, of which \$30,000 is included in research and development expenses and \$250,000 is included in selling, general and administrative expenses in the consolidated statement of operations for 2015. As of December 31, 2015, these costs have been paid.

## NOTE 20 - COMMITMENTS AND CONTINGENCIES

Except for normal operating leases, the Company is not currently subject to any material commitments.

### [A] Contingencies:

On June 12, 2017, ACF FinCo I LP (“ACF”) filed a lawsuit against the Company in the District Court for Dallas County, Texas. The complaint alleges that ACF is the successor-in-interest to McDonald Technologies International Inc. (“MTI”), one of our former suppliers, and alleges one cause of action for breach of a May 2015 Master Services Agreement pursuant to which the Company purchased certain products manufactured and services rendered by MTI. The complaint seeks approximately \$2.0 million in damages for amounts allegedly due by the Company under this agreement, plus interest and attorney’s fees. On July 7, 2017, the Company filed its answer denying any liability to ACF and asserting various defenses to ACF’s claims against the Company. The lawsuit is currently in active discovery. The Company believes that the lawsuit is without merit and intend to continue to vigorously defend ourselves in this matter.

### [B] Severance agreements:

The Company entered into severance agreements with five of its executive officers. The severance agreements, each of which is substantially identical in form, provide each executive with certain severance and change in control benefits upon the occurrence of a “Trigger Event,” as defined in the severance agreements. As a condition to the Company’s obligations under the severance agreements, each executive has executed and delivered to the Company a restrictive covenants agreement.

Under the terms of the severance agreements, in general, each executive is entitled to the following: (i) a cash payment at the rate of the executive’s annual base salary as in effect immediately prior to the Trigger Event for a period of 12, 15 or 18 months, depending on the executive, (ii) continued healthcare coverage during the severance period, (iii) partial accelerated vesting of the executive’s previously granted stock options and restricted stock awards, and (iv) an award of “Performance Shares” under the Restricted Stock Unit Award Agreement previously entered into between the Company and the executive.

The Company entered into the Ellis Separation Agreement on December 16, 2016 and amended the Ehrman Severance Agreement on December 20, 2016. Under the terms of the Separation Agreements, the Company recognized severance costs of \$637,000 which are included in selling, general and administrative expenses. In addition, a pro-rata portion of Mr. Ehrman’s unvested stock options and restricted stock were partially vested based on the number of months elapsed since the date of grant as compared to the scheduled vesting date. Due to the modification of the terms of the stock option and restricted stock agreements, the Company recognized a \$(26,000) reduction of stock-based compensation expense in the fourth quarter of 2016 which is included in the stock option and restricted stock stock-based compensation expense.

### [C] Operating leases:

The office leases for the Company’s executive offices in Woodcliff Lake, New Jersey and sales and administrative office in Plano, Texas, which expire in February 2021 also provide for escalations relating to increases in real estate taxes and certain operating expenses. The Company leases office and storage space in Tampa, Florida which will expire in July 2019 and provides for escalations relating to increases in real estate taxes. In addition, the Company leases sales and administrative offices in Milton Keynes, United Kingdom and Dusseldorf, Germany. The Company’s operating leases provide for minimum annual rental payments as follows:

Year Ending December 31,

2018	\$	926,000
2019		913,000
2020		893,000
2021		150,000
2022		-
Thereafter		-
	\$	<u>2,882,000</u>

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rental expense for operating leases was approximately \$860,000, \$1,057,000 and \$1,021,000 for the years ended December 31, 2015, 2016 and 2017, respectively.

**NOTE 21 - QUARTERLY SELECTED FINANCIAL DATA (UNAUDITED)**

The following tables contain selected quarterly financial data for each quarter for the years ended December 31, 2016 and 2017. We believe the following information reflects all normal recurring adjustments necessary for a fair presentation of the information for the periods presented. The operating results for any period are not necessarily indicative of results for any future periods.

	Year Ended December 31, 2017			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
<b>Revenues:</b>				
Products	\$ 4,334,000	\$ 6,375,000	\$ 6,490,000	\$ 6,353,000
Services	<u>3,665,000</u>	<u>4,331,000</u>	<u>4,596,000</u>	<u>4,814,000</u>
	<u>7,999,000</u>	<u>10,706,000</u>	<u>11,086,000</u>	<u>11,167,000</u>
<b>Cost of revenues:</b>				
Cost of products	2,815,000	3,427,000	3,475,000	3,736,000
Cost of services	<u>1,034,000</u>	<u>1,738,000</u>	<u>1,984,000</u>	<u>1,822,000</u>
	<u>3,849,000</u>	<u>5,165,000</u>	<u>5,459,000</u>	<u>5,558,000</u>
Gross Profit	4,150,000	5,541,000	5,627,000	5,609,000
Selling, general and administrative expenses	4,782,000	5,189,000	5,213,000	5,869,000
Research and development expenses	1,238,000	854,000	958,000	915,000
Other income, net	<u>(16,000)</u>	<u>(22,000)</u>	<u>(42,000)</u>	<u>(10,000)</u>
Net loss before income tax benefit	(1,886,000)	(524,000)	(586,000)	(1,185,000)
Income tax benefit - sale of NJ R&D tax credits	-	-	-	311,000
Net loss	<u>\$ (1,886,000)</u>	<u>\$ (524,000)</u>	<u>\$ (586,000)</u>	<u>\$ (874,000)</u>
Net loss per share - basic and diluted	<u>\$ (0.14)</u>	<u>\$ (0.04)</u>	<u>\$ (0.04)</u>	<u>\$ (0.05)</u>
<b>Year Ended December 31, 2016</b>				
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
<b>Revenues:</b>				
Products	\$ 6,282,000	\$ 4,918,000	\$ 4,561,000	\$ 5,605,000
Services	<u>4,195,000</u>	<u>3,986,000</u>	<u>3,654,000</u>	<u>3,621,000</u>
	<u>10,477,000</u>	<u>8,904,000</u>	<u>8,215,000</u>	<u>9,226,000</u>
<b>Cost of revenues:</b>				
Cost of products	4,186,000	3,142,000	3,018,000	3,690,000
Cost of services	<u>1,093,000</u>	<u>1,037,000</u>	<u>1,195,000</u>	<u>1,167,000</u>
	<u>5,279,000</u>	<u>4,179,000</u>	<u>4,213,000</u>	<u>4,857,000</u>
Gross Profit	5,198,000	4,725,000	4,002,000	4,369,000
Selling, general and administrative expenses	4,786,000	5,019,000	4,984,000	5,337,000
Research and development expenses	1,130,000	1,192,000	1,098,000	1,116,000
Other income, net	<u>20,000</u>	<u>(11,000)</u>	<u>(12,000)</u>	<u>1,000</u>
Net loss	<u>\$ (698,000)</u>	<u>\$ (1,497,000)</u>	<u>\$ (2,092,000)</u>	<u>\$ (2,083,000)</u>
Net loss per share - basic and diluted	<u>\$ (0.05)</u>	<u>\$ (0.12)</u>	<u>\$ (0.16)</u>	<u>\$ (0.16)</u>

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

None.

### **Item 9A. Controls and Procedures**

#### Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the “SEC”). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

As of December 31, 2017, we carried out an evaluation, with the participation of our management, including our principal executive officer and our principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective, at the reasonable assurance level, in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to our management, including our principal executive officer and our principal financial 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 such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness, as of December 31, 2017, of our internal control over financial reporting based on the framework in 2013 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2017.

On July 31, 2017, we completed the Keytroller Acquisition. We are currently in the process of integrating policies, processes, people, technology and operations for the combined companies. In accordance with SEC staff guidance permitting a company to exclude an acquired business from management’s assessment of the effectiveness of internal control over financial reporting for the year in which the acquisition is completed, we have excluded the business that we acquired in the Keytroller Acquisition from our assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. As of and for the year ended December 31, 2017, Keytroller had totals asset of \$13,382,000, revenues of \$3,468,000 and net income of \$708,000.

#### Changes in Internal Control over Financial Reporting

There was no change, other than the integration of Keytroller, in our system of internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the quarter ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

None.

### PART III.

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

The Company incorporates by reference herein information to be set forth in its definitive proxy statement for its 2018 annual meeting of stockholders that is responsive to the information required with respect to this Item 10; provided, however, that such information shall not be incorporated herein:

- if the information that is responsive to the information required with respect to this Item 10 is provided by means of an amendment to this Annual Report on Form 10-K filed with the SEC prior to the filing of such definitive proxy statement; or
- if such proxy statement is not filed with the SEC within 120 days after the end of the Company's most recently completed fiscal year, in which case the Company will provide such information by means of an amendment to this Annual Report on Form 10-K filed with the SEC within such 120-day period.

#### Item 11. Executive Compensation

The Company incorporates by reference herein information to be set forth in its definitive proxy statement for its 2018 annual meeting of stockholders that is responsive to the information required with respect to this Item 11; provided, however, that such information shall not be incorporated herein:

- if the information that is responsive to the information required with respect to this Item 11 is provided by means of an amendment to this Annual Report on Form 10-K filed with the SEC prior to the filing of such definitive proxy statement; or
- if such proxy statement is not filed with the SEC within 120 days after the end of the Company's most recently completed fiscal year, in which case the Company will provide such information by means of an amendment to this Annual Report on Form 10-K filed with the SEC.

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

The Company incorporates by reference herein information to be set forth in its definitive proxy statement for its 2018 annual meeting of stockholders that is responsive to the information required with respect to this Item 12; provided, however, that such information shall not be incorporated herein:

- if the information that is responsive to the information required with respect to this Item 12 is provided by means of an amendment to this Annual Report on Form 10-K filed with the SEC prior to the filing of such definitive proxy statement; or
- if such proxy statement is not filed with the SEC within 120 days after the end of the Company's most recently completed fiscal year, in which case the Company will provide such information by means of an amendment to this Annual Report on Form 10-K filed with the SEC within such 120-day period.

#### Securities Authorized for Issuance Under Equity Compensation Plans.

The following table provides certain information with respect to the Company's equity compensation plans in effect as of December 31, 2017:

#### EQUITY COMPENSATION PLAN INFORMATION

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected under column (a)) (c)
Equity compensation plans approved by security holders (1)	1,290,000	\$ 5.33	242,000
Total	1,290,000	\$ 5.33	242,000

- (1) These plans consist of the Company's 1999 Stock Option Plan, 2007 Equity Compensation Plan, 2009 Non-Employee Director Equity Compensation Plan and 2015 Equity Compensation Plan, which were our only equity compensation plans under which awards were outstanding as of December 31, 2016. Each of our 1999 Stock Option Plan and 1999 Director Option Plan expired in 2009, and no additional awards may be granted thereunder. The 2007 Equity Compensation Plan expired in 2017, and no additional awards may be granted thereunder.

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

The Company incorporates by reference herein information to be set forth in its definitive proxy statement for its 2018 annual meeting of stockholders that is responsive to the information required with respect to this Item 13; provided, however, that such information shall not be incorporated herein:

- if the information that is responsive to the information required with respect to this Item 13 is provided by means of an amendment to this Annual Report on Form 10-K filed with the SEC prior to the filing of such definitive proxy statement; or
- if such proxy statement is not filed with the SEC within 120 days after the end of the Company's most recently completed fiscal year, in which case the Company will provide such information by means of an amendment to this Annual Report on Form 10-K filed with the SEC within such 120-day period.

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

The Company incorporates by reference herein information to be set forth in its definitive proxy statement for its 2018 annual meeting of stockholders that is responsive to the information required with respect to this Item 14; provided, however, that such information shall not be incorporated herein:

- if the information that is responsive to the information required with respect to this Item 14 is provided by means of an amendment to this Annual Report on Form 10-K filed with the SEC prior to the filing of such definitive proxy statement; or
- if such proxy statement is not filed with the SEC within 120 days after the end of the Company's most recently completed fiscal year, in which case the Company will provide such information by means of an amendment to this Annual Report on Form 10-K filed with the SEC within such 120-day period.

## PART IV.

### Item 15. Exhibits, Financial Statement Schedules

#### (a) List of Financial Statements, Financial Statement Schedules, and Exhibits.

(1) Financial Statements. The following financial statements of I.D. Systems, Inc. are included in Item 8 of Part II of this Annual Report on Form 10-K:

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	52
<a href="#">Consolidated Balance Sheets at December 31, 2016 and 2017</a>	53
<a href="#">Consolidated Statements of Operations for the Years Ended December 31, 2015, 2016 and 2017</a>	54
<a href="#">Consolidated Statements of Comprehensive Loss for the Years Ended December 31, 2015, 2016 and 2017</a>	55
<a href="#">Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2015, 2016 and 2017</a>	56
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2015, 2016 and 2017</a>	57
<a href="#">Notes to the Consolidated Financial Statements</a>	58

#### (2) Financial Statement Schedules.

Schedule II - Valuation and Qualifying Accounts

All other financial statement schedules are omitted from this Annual Report on Form 10-K, as they are not required or applicable or the required information is included in the financial statements or notes thereto.

(3) Exhibits. The following exhibits are filed with this Annual Report on Form 10-K or are incorporated herein by reference, as indicated.

- 2.1 [Membership Interest Purchase Agreement, dated as of January 7, 2010, by and among I.D. Systems, Inc., General Electric Capital Corporation and GE Asset Intelligence, LLC \(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on January 13, 2010\).](#)
- 2.2 Asset Purchase Agreement, dated July 11, 2017, by and among I.D. Systems, Inc., Keytroller, LLC, a Delaware limited liability company, Keytroller, LLC, a Florida limited liability company, and the individuals listed on the signature page thereto (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on July 12, 2017).†
- 3.1.1 Restated Certificate of Incorporation of I.D. Systems, Inc., as amended (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on June 28, 1999).
- 3.1.2 Certificate of Amendment to the Restated Certificate of Incorporation of I.D. Systems (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 of I.D. Systems, Inc. (File No. 333-144709) filed with the SEC on July 19, 2007).
- 3.1.3 Certificate of Correction to the Restated Certificate of Incorporation of I.D. Systems (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 of I.D. Systems, Inc. (File No. 333-144709) filed with the SEC on July 19, 2007).
- 3.1.4 Certificate of Designation for the Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on July 8, 2009).
- 3.1.5 Certificate of Amendment of Amended and Restated Certificate of Incorporation of I.D. Systems, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on June 25, 2015).
- 3.2.1 Restated By-Laws of I.D. Systems, Inc. (incorporated by reference to Exhibit 3.2 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on June 28, 1999).
- 3.2.2 Amendment No. 1 to Restated Bylaws of I.D. Systems, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on December 8, 2016).

- 4.1 Specimen Certificate of I.D. Systems, Inc.'s Common Stock (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on June 28, 1999).
- 10.1 1995 Non-Qualified Stock Option Plan (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on April 23, 1999).\*
- 10.2 1999 Stock Option Plan (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on April 23, 1999).\*
- 10.3.1 1999 Director Option Plan (incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. (File No. 333-76947) filed with the SEC on June 8, 1999).\*
- 10.3.2 Amendment, dated March 15, 2012, to 1999 Director Option Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2012 (File No. 001-15087) filed with the SEC on May 14, 2012).\*
- 10.4 I.D. Systems, Inc. 2007 Equity Compensation Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 of I.D. Systems, Inc. (File No. 333-185085) filed with the SEC on November 21, 2012).\*
- 10.5.1 2009 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on November 6, 2009).\*
- 10.5.2 Amendment, dated March 16, 2012, to 2009 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2012 (File No. 001-15087) filed with the SEC on May 14, 2012).\*
- 10.6 I.D. Systems, Inc. 2015 Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on June 25, 2015).\*
- 10.7 Severance Agreement, dated September 11, 2009, by and between I.D. Systems, Inc. and Jeffrey Jagid (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 (File No. 001-15087) filed with the SEC on November 6, 2009).\*
- 10.8 Severance Agreement, dated September 11, 2009, by and between the Company and Ned Mavrommatis (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 (File No. 001-15087) filed with the SEC on November 6, 2009).\*
- 10.9 Severance Agreement, dated September 11, 2009, by and between the Company and Kenneth Ehrman (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 (File No. 001-15087) filed with the SEC on November 6, 2009).\*
- 10.10 Amendment to Severance Agreement, dated as of June 20, 2013, between I.D. Systems, Inc. and Kenneth Ehrman (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2013 (File No. 001-15087) filed with the SEC on August 14, 2013).\*
- 10.11 Amendment No. 2 to Severance Agreement, dated as of December 20, 2016, between I.D. Systems, Inc. and Kenneth Ehrman (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on December 21, 2016).\*
- 10.12 Severance Agreement, dated September 11, 2009, by and between the Company and Michael Ehrman (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 (File No. 001-15087) filed with the SEC on November 6, 2009).\*
- 10.13 Office Lease Agreement, dated as of May 10, 2010, by and between IPC New York Properties, LLC, as Landlord, and I.D. Systems, Inc., as Tenant (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2010 (File No. 001-15087) filed with the SEC on May 17, 2010).
- 10.14 Severance Agreement, dated December 14, 2010, by and between the Company and Darryl Miller (incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K of I.D. Systems, Inc. for the fiscal year ended December 31, 2010 (File No. 001-15087) filed with the SEC on March 31, 2011).\*



- 10.15 Separation and General Release Agreement, dated as of July 19, 2013, between I.D. Systems, Inc. and Darryl Miller (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2013 (File No. 001-15087) filed with the SEC on November 14, 2013).\*
- 10.16 Separation and General Release Agreement, dated as of March 21, 2014, between Jeffrey M. Jagid and I.D. Systems, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on March 27, 2014).\*
- 10.17 Severance Agreement, dated as of March 27, 2014, between Brett Kilpatrick and I.D. Systems, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on March 27, 2014).\*
- 10.18 Offer Letter, dated July 21, 2014, between I.D. Systems, Inc. and Norman L. Ellis (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on July 22, 2014).\*
- 10.19 Stock Option Grant Agreement, dated July 21, 2014, between I.D. Systems, Inc. and Norman L. Ellis (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on July 22, 2014).\*
- 10.20 Employment Offer Letter, dated December 6, 2016, between I.D. Systems, Inc. and Chris A. Wolfe (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on December 8, 2016).\*
- 10.21 Separation and General Release Agreement, dated December 16, 2016, between I.D. Systems, Inc. and Norman L. Ellis (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on December 19, 2016).\*
- 10.22 Sublease Agreement, dated as of July 14, 2011, by and between AirSure Limited, LLC, as Sublessor, and Asset Intelligence, LLC, as Sublessee (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 (File No. 001-15087) filed with the SEC on August 12, 2011).
- 10.23 Amendment No. 1 to Sublease Agreement, dated as of July 14, 2011, by and between AirSure Limited, LLC, as Sublessor, and Asset Intelligence, LLC, as Sublessee (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 (File No. 001-15087) filed with the SEC on August 12, 2011).
- 10.24 Guaranty of Sublease, dated as of July 14, 2011, made by I.D. Systems, Inc., in favor of AirSure Limited, LLC (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 (File No. 001-15087) filed with the SEC on August 12, 2011).
- 10.25 Purchase Agreement, dated as of August 22, 2011, by and between I.D. Systems, Inc. and Avis Budget Group, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on August 23, 2011).
- 10.26 Warrant to Purchase Common Stock (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on August 23, 2011).
- 10.27 Lease Agreement, dated April 9, 2015, between I.D. Systems, Inc. and GP Park II, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on April 10, 2015).
- 10.28 Loan and Security Agreement, dated as of December 18, 2015, among I.D. Systems, Inc. and Asset Intelligence, LLC, as Borrowers, Siena Lending Group LLC and the other loan party obligors party thereto from time to time (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. (File No. 001-15087) filed with the SEC on December 23, 2015).

- 21.1 [List of Subsidiaries \(filed herewith\).](#)
- 23.1 [Consent of EisnerAmper LLP \(filed herewith\).](#)
- 31.1 [Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 31.2 [Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.1 [Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.2 [Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

101.INS XBRL Instance Document.

101.SCHXBRL Taxonomy Extension Schema Document.

101.CALXBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

101.LABXBRL Taxonomy Extension Label Linkbase Document.

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

† We have omitted certain schedules and exhibits to this agreement in accordance with Item 601(b)(2) of Regulation S-K, and we will supplementally furnish a copy of any omitted schedule and/or exhibit to the Securities and Exchange Commission upon request.

\* Management contract or compensatory plan or arrangement.

(b) Exhibits. The exhibits required by Item 601 of Regulation S-K are filed herewith or incorporated herein by reference. Please see the Index to Exhibits to this Annual Report on Form 10-K, which is incorporated into this Item 15(b) by reference.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 30, 2018

I.D. SYSTEMS, INC.

By: /s/ Chris A. Wolfe

Chris A. Wolfe  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Ned Mavrommatis

Ned Mavrommatis  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report is signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chris A. Wolfe</u> Chris A. Wolfe	Chief Executive Officer (Principal Executive Officer)	March 30, 2018
<u>/s/ Ned Mavrommatis</u> Ned Mavrommatis	Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2018
<u>/s/ Kenneth Brakebill</u> Kenneth Brakebill	Director	March 30, 2018
<u>/s/ Michael Brodsky</u> Michael Brodsky	Director	March 30, 2018
<u>/s/ Michael Casey</u> Michael Casey	Director	March 30, 2018
<u>/s/ Ron Konezny</u> Ron Konezny	Director	March 30, 2018

**I.D. SYSTEMS, INC. AND SUBSIDIARIES**  
**SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS**  
(In thousands)

<u>Description</u>	<u>Balance at Beginning Period</u>	<u>Charged to (Write-off) Costs and Expenses</u>	<u>Other Additions Or (Deductions)</u>	<u>Balance at End of Period</u>
<b>Inventory reserve</b>				
Year ended December 31, 2017	\$ 208	\$ 313	(255)	\$ 266
Year ended December 31, 2016	\$ 374	\$ 205	(371)	\$ 208
Year ended December 31, 2015	\$ 1,424	\$ 186	(1,236)	\$ 374

<u>Description</u>	<u>Balance at Beginning Period</u>	<u>Charged to (Write-off) to Costs and Expenses</u>	<u>Other Additions Or (Deductions)</u>	<u>Balance at End of Period</u>
<b>Allowance for doubtful accounts</b>				
Year ended December 31, 2017	\$ 341	\$ 115	(369)	\$ 87
Year ended December 31, 2016	\$ 1,512	\$ 117	(1,288)	\$ 341
Year ended December 31, 2015	\$ 1,434	\$ 326	(248)	\$ 1,512

<u>Description</u>	<u>Balance at Beginning Period</u>	<u>Charged to (Write-off) to Costs and Expenses</u>	<u>Other Additions Or (Deductions)</u>	<u>Balance at End of Period</u>
<b>Warranty reserve</b>				
Year ended December 31, 2017	\$ 472	\$ 131	(68)	\$ 535
Year ended December 31, 2016	\$ 614	\$ 110	(252)	\$ 472
Year ended December 31, 2015	\$ 942	\$ (28)	(300)	\$ 614

## INDEX TO EXHIBITS

- 2.1 [Membership Interest Purchase Agreement, dated as of January 7, 2010, by and among I.D. Systems, Inc., General Electric Capital Corporation and GE Asset Intelligence, LLC \(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on January 13, 2010\).](#)
- 2.2 [Asset Purchase Agreement, dated July 11, 2017, by and among I.D. Systems, Inc., Keytroller, LLC, a Delaware limited liability company, Keytroller, LLC, a Florida limited liability company, and the individuals listed on the signature page thereto \(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on July 12, 2017\).](#)†
- 3.1.1 [Restated Certificate of Incorporation of I.D. Systems, Inc., as amended \(incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on June 28, 1999\).](#)
- 3.1.2 [Certificate of Amendment to the Restated Certificate of Incorporation of I.D. Systems \(incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 of I.D. Systems, Inc. \(File No. 333-144709\) filed with the SEC on July 19, 2007\).](#)
- 3.1.3 [Certificate of Correction to the Restated Certificate of Incorporation of I.D. Systems \(incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 of I.D. Systems, Inc. \(File No. 333-144709\) filed with the SEC on July 19, 2007\).](#)
- 3.1.4 [Certificate of Designation for the Series A Junior Participating Preferred Stock \(incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on July 8, 2009\).](#)
- 3.1.5 [Certificate of Amendment of Amended and Restated Certificate of Incorporation of I.D. Systems, Inc., as amended \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on June 25, 2015\).](#)
- 3.2.1 [Restated By-Laws of I.D. Systems, Inc. \(incorporated by reference to Exhibit 3.2 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on June 28, 1999\).](#)
- 3.2.2 [Amendment No. 1 to Restated Bylaws of I.D. Systems, Inc. \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on December 8, 2016\).](#)
- 4.1 [Specimen Certificate of I.D. Systems, Inc.'s Common Stock \(incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on June 28, 1999\).](#)
- 10.1 [1995 Non-Qualified Stock Option Plan \(incorporated by reference to Exhibit 10.5 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on April 23, 1999\).\\*](#)
- 10.2 [1999 Stock Option Plan \(incorporated by reference to Exhibit 10.6 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on April 23, 1999\).\\*](#)
- 10.3.1 [1999 Director Option Plan \(incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Registration Statement on Form SB-2 of I.D. Systems, Inc. \(File No. 333-76947\) filed with the SEC on June 8, 1999\).\\*](#)
- 10.3.2 [Amendment, dated March 15, 2012, to 1999 Director Option Plan \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2012 \(File No. 001-15087\) filed with the SEC on May 14, 2012\).\\*](#)
- 10.4 [I.D. Systems, Inc. 2007 Equity Compensation Plan, as amended \(incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 of I.D. Systems, Inc. \(File No. 333-185085\) filed with the SEC on November 21, 2012\).\\*](#)
- 10.5.1 [2009 Non-Employee Director Equity Compensation Plan \(incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on November 6, 2009\).\\*](#)

- 10.5.2 [Amendment, dated March 16, 2012, to 2009 Non-Employee Director Equity Compensation Plan \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2012 \(File No. 001-15087\) filed with the SEC on May 14, 2012\).\\*](#)
- 10.6 [I.D. Systems, Inc. 2015 Equity Compensation Plan \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on June 25, 2015\).\\*](#)
- 10.7 [Severance Agreement, dated September 11, 2009, by and between I.D. Systems, Inc. and Jeffrey Jagid \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 \(File No. 001-15087\) filed with the SEC on November 6, 2009\).\\*](#)
- 10.8 [Severance Agreement, dated September 11, 2009, by and between the Company and Ned Mavrommatis \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 \(File No. 001-15087\) filed with the SEC on November 6, 2009\).\\*](#)
- 10.9 [Severance Agreement, dated September 11, 2009, by and between the Company and Kenneth Ehrman \(incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 \(File No. 001-15087\) filed with the SEC on November 6, 2009\).\\*](#)
- 10.10 [Amendment to Severance Agreement, dated as of June 20, 2013, between I.D. Systems, Inc. and Kenneth Ehrman \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2013 \(File No. 001-15087\) filed with the SEC on August 14, 2013\).\\*](#)
- 10.11 [Amendment No. 2 to Severance Agreement, dated as of December 20, 2016, between I.D. Systems, Inc. and Kenneth Ehrman \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on December 21, 2016\).\\*](#)
- 10.12 [Severance Agreement, dated September 11, 2009, by and between the Company and Michael Ehrman \(incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2009 \(File No. 001-15087\) filed with the SEC on November 6, 2009\).\\*](#)
- 10.13 [Office Lease Agreement, dated as of May 10, 2010, by and between IPC New York Properties, LLC, as Landlord, and I.D. Systems, Inc., as Tenant \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended March 31, 2010 \(File No. 001-15087\) filed with the SEC on May 17, 2010\).](#)
- 10.14 [Severance Agreement, dated December 14, 2010, by and between the Company and Darryl Miller \(incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K of I.D. Systems, Inc. for the fiscal year ended December 31, 2010 \(File No. 001-15087\) filed with the SEC on March 31, 2011\).\\*](#)
- 10.15 [Separation and General Release Agreement, dated as of July 19, 2013, between I.D. Systems, Inc. and Darryl Miller \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended September 30, 2013 \(File No. 001-15087\) filed with the SEC on November 14, 2013\).\\*](#)
- 10.16 [Separation and General Release Agreement, dated as of March 21, 2014, between Jeffrey M. Jagid and I.D. Systems, Inc. \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on March 27, 2014\).\\*](#)
- 10.17 [Severance Agreement, dated as of March 27, 2014, between Brett Kilpatrick and I.D. Systems, Inc. \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on March 27, 2014\).\\*](#)
- 10.18 [Offer Letter, dated July 21, 2014, between I.D. Systems, Inc. and Norman L. Ellis \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on July 22, 2014\).\\*](#)
- 10.19 [Stock Option Grant Agreement, dated July 21, 2014, between I.D. Systems, Inc. and Norman L. Ellis \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on July 22, 2014\).\\*](#)
- 10.20 [Employment Offer Letter, dated December 6, 2016, between I.D. Systems, Inc. and Chris A. Wolfe \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on December 8, 2016\).\\*](#)
- 10.21 [Separation and General Release Agreement, dated December 16, 2016, between I.D. Systems, Inc. and Norman L. Ellis \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on December 19, 2016\).\\*](#)

- 10.22 [Sublease Agreement, dated as of July 14, 2011, by and between AirSure Limited, LLC, as Sublessor, and Asset Intelligence, LLC, as Sublessee \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 \(File No. 001-15087\) filed with the SEC on August 12, 2011\).](#)
- 10.23 [Amendment No. 1 to Sublease Agreement, dated as of July 14, 2011, by and between AirSure Limited, LLC, as Sublessor, and Asset Intelligence, LLC, as Sublessee \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 \(File No. 001-15087\) filed with the SEC on August 12, 2011\).](#)
- 10.24 [Guaranty of Sublease, dated as of July 14, 2011, made by I.D. Systems, Inc., in favor of AirSure Limited, LLC \(incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of I.D. Systems, Inc. for the fiscal quarter ended June 30, 2011 \(File No. 001-15087\) filed with the SEC on August 12, 2011\).](#)
- 10.25 [Purchase Agreement, dated as of August 22, 2011, by and between I.D. Systems, Inc. and Avis Budget Group, Inc. \(incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on August 23, 2011\).](#)
- 10.26 [Warrant to Purchase Common Stock \(incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on August 23, 2011\).](#)
- 10.27 [Lease Agreement, dated April 9, 2015, between I.D. Systems, Inc. and GP Park II, LLC \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on April 10, 2015\).](#)
- 10.28 [Loan and Security Agreement, dated as of December 18, 2015, among I.D. Systems, Inc. and Asset Intelligence, LLC, as Borrowers, Siena Lending Group LLC and the other loan party obligors party thereto from time to time \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of I.D. Systems, Inc. \(File No. 001-15087\) filed with the SEC on December 23, 2015\).](#)
- 21.1 [List of Subsidiaries \(filed herewith\).](#)
- 23.1 [Consent of EisnerAmper LLP \(filed herewith\).](#)
- 31.1 [Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 31.2 [Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.1 [Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.2 [Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 101.INS XBRL Instance Document.
- 101.SCHXBRL Taxonomy Extension Schema Document.
- 101.CALXBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LABXBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

† We have omitted certain schedules and exhibits to this agreement in accordance with Item 601(b)(2) of Regulation S-K, and we will supplementally furnish a copy of any omitted schedule and/or exhibit to the Securities and Exchange Commission upon request.

\* Management contract or compensatory plan or arrangement.





**I.D. SYSTEMS, INC.  
LIST OF SUBSIDIARIES**

<b>Name</b>	<b>Jurisdiction of Formation</b>
Asset Intelligence, LLC	Delaware
I.D. Systems, GmbH	Germany
I.D. Systems (UK) Ltd (formerly Didbox Ltd.)	United Kingdom
Keytroller, LLC	Delaware



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements of I.D. Systems, Inc. on Form S-8 (Nos. 333-87973, 333-134142, 333-134138, 333-144709, 333-185084, 333-185085, and 333-206080) and on Form S-3 (Nos. 333-217968, 333-116144 and 333-187644) of our report dated March 30, 2018, on our audits of the consolidated financial statements and financial statement schedule as of December 31, 2017 and 2016, and for each of the years in the three-year period ended December 31, 2017, which report is included in this Annual Report on Form 10-K.

*/s/ EisnerAmper LLP*

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Iselin, New Jersey  
March 30, 2018

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**CERTIFICATIONS**

I, Chris A. Wolfe, as Chief Executive Officer (Principal Executive Officer), certify that:

1. I have reviewed this Annual Report on Form 10-K of I.D. Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2018

By: /s/ Chris A. Wolfe  
Name: Chris A. Wolfe  
Title: Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATIONS**

I, Ned Mavrommatis, as Chief Financial Officer (Principal Financial Officer), certify that:

1. I have reviewed this Annual Report on Form 10-K of I.D. Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2018

By: /s/ Ned Mavrommatis  
Name: Ned Mavrommatis  
Title: Chief Financial Officer  
(Principal Financial Officer)

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

In connection with the Annual Report on Form 10-K (the "Report") of I.D. Systems, Inc. (the "Corporation") for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof, I, Chris A. Wolfe, Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Dated: March 30, 2018

By: /s/ Chris A. Wolfe

Name: Chris A. Wolfe

Title: Chief Executive Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Annual Report on Form 10-K (the "Report") of I.D. Systems, Inc. (the "Corporation") for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof, I, Ned Mavrommatis, Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Dated: March 30, 2018

By: /s/ Ned Mavrommatis

Name: Ned Mavrommatis

Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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