

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, 2012.

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 closing price of the Common Stock as of June 30, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$46.1 million.

The number of shares of the registrant's Common Stock outstanding as of March 15, 2013, was 12,091,444 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement For the Registrant's 2013 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, Inc.®, Vehicle Asset Communicator®, ChaMP®, Wireless Asset Net™, AvRamp®, Opti-Kan®, WiFree®, Intelli-Listening™, SecureStream®, PowerFleet®, INTELLIPOINT®, PowerKey™, SafeNav®, and VeriWise™.

Item 1. Business

Overview

I.D. Systems, Inc. (together with its subsidiaries, “I.D. Systems,” the “Company,” “we,” “our” or “us”) develops, markets and sells wireless 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. 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, productivity and efficiency of their operations.

We have focused our business activities on three primary applications: (i) industrial fleet management, (ii) transportation asset management, and (iii) rental fleet management. Our solution for industrial fleet management allows our customers to reduce operating 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 solution for rental fleet management 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.

In addition, we have developed a cloud-based software tool called I.D. Systems Analytics (“Analytics”), which is designed to provide a single, integrated view of asset activity across multiple locations, generating enterprise-wide benchmarks, peer-industry comparisons, and deeper insights into asset operations. We look for Analytics 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.

In addition to focusing on these 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. In 2009, for example, 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. On January 7, 2010, we acquired the Asset Intelligence business unit of the General Electric Company, which provides trailer, railcar, and container tracking solutions for manufacturers, retailers, shippers and freight transportation providers, through the acquisition of Asset Intelligence, LLC ("Asset Intelligence" or "AI"), which became our wholly owned subsidiary following the acquisition. We believe that the Asset Intelligence business complements the Company's existing businesses, as the focus of Asset Intelligence on trucking, rail, and intermodal applications significantly expands the scope of assets addressed by the Company's product solutions. The web and mobile communications technologies of Asset Intelligence also complement I.D. Systems' portfolio of wireless asset management patents. In addition, the acquisition has provided the Company with access to a broader base of customers.

We sell our solutions to both executive and division-level management. 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 2012, our top customers were Avis Budget Group, Inc. and Wal-Mart Stores, Inc.

I.D. Systems, Inc. was incorporated in the State of Delaware in 1993.

Our Solutions

We design and implement asset management solutions that deliver an enterprise-level return on investment for our customers. Our solutions can be categorized as either closed-loop systems for managing campus-based assets, or mobile systems for managing remote, “over-the-road” assets.

Campus-Based Asset Management Solutions

Our campus-based asset management solutions incorporate short range 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 architectural and functional advantages that differentiate them from systems used for inventory and logistics tracking. For example, while inventory tracking systems rely on constant, continuous radio frequency (RF) connectivity to perform core functions, our systems require only periodic RF communications, and our on-asset devices perform their core functions autonomously.

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

- miniature wireless programmable computers attached to assets;
- fixed-position communication infrastructure consisting of network devices with two-way RF capabilities, RF-based location-emitting beacons and application-specific network servers; and
- proprietary software, which is a user-friendly, browser-based graphical user interface that provides visibility and control of the system database, and which is hosted either at the local installation site or at I.D. Systems’ commercial data center.

Each of these system elements processes and stores 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 RF range of any other system component or if the facility computer network is unavailable. Our communication infrastructure independently processes data and executes programmable application logic, in addition to linking monitored mobile asset data automatically to our system’s database. The link to the system’s database may leverage secure cellular communication, thereby permitting remotely-hosted server software without access to local IT infrastructure. Our server software populates the 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 campus-based asset management solutions focus on two primary applications: (i) industrial fleet management and (ii) rental fleet management. In addition to focusing on these core applications, we have adapted, and intend to continue to adapt, our wireless solutions to meet our customers’ broader asset management needs.

Industrial Fleet Management

Our PowerFleet®, PowerBox and didBOX solutions for industrial fleet management allow 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 PowerFleet®, PowerBox and didBOX systems 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.

PowerFleet® and PowerBox also provide: electronic operator identification; automatic wireless data communications; 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 PowerFleet® system is compatible with a variety of electronic driver identification technologies and can communicate using the customer’s Wi-Fi network. PowerFleet® also provides 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. PowerFleet® also supports additional optional sensing elements to provide additional vehicle utilization data.

To analyze and benchmark vehicle utilization and operator productivity, our PowerFleet® and PowerBox systems 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 fleet and personnel reductions as well as increases in productivity. The PowerFleet® system also provides real-time and historical visibility of vehicle movements and other advanced asset management options.

To help reduce fleet maintenance costs, our PowerFleet and PowerBox systems are able to automate and enforce preventative maintenance scheduling by:

- wirelessly uploading usage data from each vehicle;
- automatically prioritizing maintenance events based on weighted, user-defined variables;
- 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.

The PowerFleet® system also enables 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 Aviation and Transportation Security Act of 2001 mandates security for aircraft servicing equipment, including aircraft tow tractors, baggage tugs, cargo loaders, catering vehicles and fuel trucks. 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. In addition, we have developed a standalone product called SafeNav® Powered by Garmin™, which is designed to enhance airport safety by alerting airport vehicle operators when they are too close to active runways and taxiways.

Rental Fleet Management

Our solution for traditional rental fleet management 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.

In addition, we provide a wireless solution for the relatively new concept of "car sharing", whereby a rental car company (i) positions vehicles strategically around cities, universities and corporate campuses for shared use by its members, (ii) remotely controls the vehicles, (iii) manages member reservations by smart phone or Internet, and (iv) 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.

On August 22, 2011 (the "Effective Date"), in connection with the Master Agreement described below, we entered into a Purchase Agreement with Avis Budget Group, Inc. ("Avis Budget Group"), pursuant to which Avis Budget Group purchased from us, for an aggregate purchase price of \$4,604,500, (i) 1,000,000 shares (the "Shares") of our common stock, and (ii) a warrant (the "Warrant") to purchase up to an aggregate of 600,000 shares of our common stock (the "Warrant Shares") at an exercise price of \$10.00 per share. The Warrant is exercisable (x) with respect to 100,000 of the Warrant Shares, at any time after the Effective Date and on or before the fifth (5th) anniversary thereof, and (y) with respect to 500,000 of the Warrant Shares, at any time on or after the date (if any) on which Avis Budget Car Rental, LLC ("ABCR"), a subsidiary of Avis Budget Group and the Avis entity that is the counterparty under the Master Agreement, executes and delivers to us SOW#2 (described below), and on or before the fifth (5th) anniversary of the Effective Date. The fair value of the Warrant with respect to 100,000 of the Warrant Shares of approximately \$137,000 was recorded as a sales incentive in the Condensed Consolidated Statement of Operations.

Also on the Effective Date, we entered into a Master Software License, Information Technology Services and Equipment Purchase Agreement (the "Master Agreement") with ABCR for our system relating to RFID-enabled rental car management and virtual location rental (collectively, the "System"). The order was placed pursuant to a statement of work ("SOW") issued under the Master Agreement and related agreements with ABCR. The Master Agreement, governs the terms and conditions of the sales and license, and orders for hardware and for other related services will be contained in SOWs issued pursuant to the Master Agreement.

Under the terms of SOW#1, which was executed on the Effective Date, ABCR agreed to pay us not less than \$14,000,000 for the System and Maintenance Services, which covers 25,000 units (and relates to a limited subset of ABCR's total fleet during this initial phase of the Master Agreement). ABCR also has an option to proceed with SOW#2, which has a term of 60 months, pursuant to which, if executed, we would sell additional units to ABCR. If ABCR elects to purchase such additional units, then ABCR affiliates and franchisees would have the right to purchase the System from us on substantially the same terms and conditions as those set forth in the Master Agreement. As of December 31, 2012, we had deployed a cumulative total of approximately 30,000 devices for Avis Budget Group in North America, which includes devices delivered under SOW#1 as well as 5,000 devices delivered prior to the execution of SOW#1.

ABCR hosts the System, and as part of the Master Agreement, we also will provide ABCR with services for ongoing maintenance and support of the System (the "Maintenance Services") for a period of 60 months from installation of the equipment. ABCR has the option to renew the period for 12 months upon expiration, and then after such 12-month period, the period can continue on a month-to-month basis (during which ABCR can terminate at any time) for up to 48 additional months.

The Master Agreement provides for an exclusivity period from the Effective Date until twelve (12) months after delivery of the 5000th new unit under SOW#1. The exclusivity period is currently scheduled to elapse in July 2013. If SOW#2 is executed, then, beginning on such date, the Exclusivity Period will continue (or resume, if the exclusivity period has elapsed by the effective date of SOW#2, provided that SOW#2 is executed within three months of expiry, unless we already entered into an agreement with another customer to sell the System) for a period of four years. During the exclusivity period, we will not (i) sell the System to any ABCR Competitor (as defined in the Master Agreement) for the same purpose set forth in the Master Agreement, and/or (ii) market and/or engage in any sales discussions or negotiations regarding any sale of the System with any ABCR Competitor that is prohibited under clause (i) above.

The Master Agreement may be terminated by ABCR for cause (which is generally a material breach of our obligations under the Master Agreement), for convenience (subject to the termination fee detailed in the Master Agreement), upon a material adverse change affecting us (as defined in the Master Agreement), or for intellectual property infringement. We do not have the right to unilaterally terminate the Master Agreement. In the event that ABCR terminates SOW#1, then ABCR would be liable to us for the net present value of all future remaining charges under SOW#1 at a negotiated discount rate per annum, with such payment due on the effective date of termination.

Remote 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 satellite and cellular wireless communications and Web 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 remote asset management systems consist of five principal elements:

- satellite or cellular 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, temperature, motion, and door, 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:

- integration into refrigerated asset microcontrollers to provide temperature and set point data and alerts via our VeriWise Intelligent Portal (VIP) or by an e-mail notification directly to the customer when an alarm condition develops;
- change in cargo status of an asset via our patented full-length cargo sensor;
- on-device 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;
- door sensors, which detect an unauthorized open door either by time or location, resulting in a door breach alert;
- emergency track functionality that can be enabled to track an asset at more frequent intervals if a theft condition is expected;
- geo-fencing, which can alert our customer when an asset enters a prohibited geography or location; and
- utilization of our Tractor ID product notification if the incorrect tractor connects to the asset.

Analytics

We introduced a new data analysis software tool in 2012 called I.D. Systems Analytics. This cloud-based software provides 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 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 (1) quantifies best-practice enterprise benchmarks for industrial asset utilization and safety; (2) reveals variations and inefficiencies in asset activity across both sites and geographic regions; (3) identifies opportunities to eliminate or reallocate assets, with full enterprise awareness, to reduce capital and operating costs; (4) helps balance asset mix and inform acquisition decisions (5) uncovers activity trends over time to forecast asset requirements; and (6) enables performance comparisons to broad, industry-specific benchmarks. We look for Analytics 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.

Growth Strategy

Our objective is to become the 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:

- 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;
- utilizing a performance services team to (i) shorten our initial sales cycles by helping prospective customers identify and quantify benefits expected from our system, (ii) accelerate transitions from initial implementation to roll-out programs by helping customers achieve and prove expected system benefits, and (iii) build service revenue through long-term consultative engagements that help customers use our system to attain continuous improvements in their operations;
- 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;
- developing channel partners to provide new sales, marketing, distribution and support networks, especially for our PowerBox product, which is designed to be simple enough for industrial truck dealers to sell, install and support without relying on the Company's technical resources; and
- expanding our resources and activities internationally, especially in Europe, where we believe re-packaging, promoting and supporting our products represents a large growth opportunity.

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 maintenance, support and consulting services.

Campus-Based Fleet Management 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 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 control electrical anomalies.

Wireless Asset Managers. Many of our system deployments require 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. They also allow 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;
- actively polls Wireless Asset Managers to retrieve data on demand;
- passively listens to allow remote systems to initiate data communications for data download;
- automates event scheduling, including data downloads, 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 console is deployed either as a standard client-server application or as a thin-client. The console 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 data center.

Remote 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, 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;
- temperature, door, cargo, or tractor ID sensors mounted on the asset;
- solar panels and circuitry to maintain the charge of the on-asset device's battery pack;
- either sealed lead acid or lithium battery 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

Maintenance Services. We provide a warranty on all hardware and software 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. Pricing for our extended maintenance and support contracts is dependent upon the level of service we expect to provide. Our maintenance and support services typically include remote system monitoring, help desk technical support, escalation procedure development and routine diagnostic data analysis. Expenses to fulfill our warranty obligations have historically been minimal.

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. These services are priced based on the extent of training that the customer requests.

Following system launch and advanced training, we make additional, refresher training available for a fee, either at the customer's site or at our offices. The customer may also elect to purchase additional training as part of a larger extended maintenance contract.

To help our customers derive the most benefit from our system, we supply a broad range of support documentation and provide initial post-launch data consulting. Our support documentation includes hardware user guides, software manuals, vehicle installation overviews, troubleshooting guides and issue escalation procedures. Our initial data consulting is intended to help the customer determine which reports and charts are most meaningful to different system users and which specific data may represent cost-saving or productivity-enhancing opportunities.

We have provided 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 certain 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.

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 both executive and division-level management. 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, retailers, shippers, freight transportation companies, heavy industry, retail and wholesale distribution, aerospace and defense, homeland security and vehicle rental.

During the year ended December 31, 2012, we generated revenues of \$44.6 million with Avis Budget Group, Inc. and Wal-Mart Stores, Inc. accounting for 18% and 15%, respectively, of our revenues. During the year ended December 31, 2011, we generated revenues of \$39.3 million, with Wal-Mart Stores, Inc., Avis Budget Group, Inc., and Ford Motor Company accounting for 17%, 11% and 10%, respectively, of our revenues. During the year ended December 31, 2010, we generated revenues of \$25.9 million, including \$15.2 million of revenue from AI (which we acquired on January 7, 2010), and Wal-Mart Stores, Inc. accounted for 26% of our revenues. During the year ended December 31, 2010, no other customer accounted for more than 10% 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 distinguish ourselves from our competitors by focusing on three primary applications: (i) industrial fleet management, (ii) rental fleet management, and (iii) remote transportation asset management. 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 segment. In the industrial fleet management market, the wireless control, tracking and management of enterprise assets is relatively new. Although we are not aware of any current competitors that provide the precise capabilities of our systems, we are aware of competitors that offer subsets of our system capabilities or alternate approaches to the needs our products address. Those companies include both emerging companies with limited operating histories, such as ShockWatch, a division of TotalTrax Inc., and SpeedShield, a unit of Automotion Control Systems Pty. Ltd., 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., Symbol Technologies (which was acquired by Motorola, Inc.), and Intermec, Inc.

In the rental fleet management 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. Our solutions for remote, decentralized rental fleet management compete primarily with companies such as Hertz, Enterprise, U-Haul, and City Car Share. In the markets for both types of rental fleet solutions, our competitive position is differentiated by our patented rental vehicle management technology and anchored by our contractual relationship with Avis Budget Group, which has deployed our solutions in the United States.

In the remote transportation asset management market, we compete against several established competitors, including Qualcomm Incorporated, SkyBitz, Inc. (which was acquired by Telular Corporation), and Par Technology Corporation and StarTrak Systems, LLC (which were acquired by Orbcomm Inc.). We attempt to differentiate our solutions in this segment by offering a choice of communication mode (satellite or cellular), patented battery management technology, sensor options (door, cargo, tractor ID), and installation configurations (dry van trailers, refrigerated trailers, domestic containers, flatbed trailers, covered hopper and tanker railcars, and chassis).

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, product marketing and product management. In addition, we utilize external contractors to supplement our team in the areas of software development, digital design, and product testing.

We spent \$4.4 million, \$3.5 million, and \$4.3 million for research and development during the years ended December 31, 2010, 2011, and 2012, 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; expanding the functionality of our systems to meet customer and market requirements; improving our products by applying new advances in technology; and building further competitive advantages through our intellectual property portfolio.

In 2012, we focused our research and development investments in several key areas:

- the further transition of our wireless industrial vehicle management system to a more “plug-and-play” solution, with easier installation and support requirements, to stimulate more widespread use of our technology on a broader range of equipment;
- the development of business intelligence and data analytics tools for enterprise customers;
- the further adaptation of our wireless asset management technology to address the requirements of the rental car management market;
- the expansion of our product line for the over-the-road asset management market; and
- the continued development of specific features and data interfaces for our solutions to meet the individual requirements of large 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 15, 2013, I.D. Systems has 16 U.S. patents, 9 pending U.S. patent applications, and 1 pending foreign patent application. With the timely payment of all maintenance fees, the U.S. patents have expiration dates falling between 2014 and 2026. I.D. Systems also has foreign patents and pending applications relating to its wireless asset management system, and pending applications relating to its mobile RFID portal. No single patent or patent family is considered material to the I.D. Systems business.

I.D. Systems' AI subsidiary 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. The AI patent portfolio currently includes 3 pending applications and 44 granted patents in the U.S. and in foreign jurisdictions. With timely payments of all maintenance fees, the granted patents have expiration dates falling between 2014 and 2029. 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, Inc.®, Vehicle Asset Communicator®, ChaMP®, Wireless Asset Net™, AvRamp®, Opti-Kan®, WiFree®, Intelli-Listening™, SecureStream®, PowerFleet®, INTELLIPOINT®, PowerKey™, SafeNav®, and VeriWise™.

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 leading contract manufacturers, such as Flextronics International Ltd. 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 February 28, 2013, we had 103 full-time employees, including 10 employees based in Germany and the United Kingdom. Of our 103 employees, 26 were engaged in customer service, 16 in product development (which includes engineering), 6 in new product management, 9 in operations, 26 in sales and marketing, 6 in information technology and 14 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. 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.

We incurred net losses of approximately \$12.6 million, \$4.0 million and \$2.6 million for the years ended December 31, 2010, 2011 and 2012, respectively, and have incurred additional net losses since inception. At December 31, 2012, we had an accumulated deficit of approximately \$56.1 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.

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 2032. 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.

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, 2012, we generated revenues of \$44.6 million, with Avis Budget Group, Inc. and Wal-Mart Stores, Inc. accounting for 18% and 15%, respectively, of our revenues. During the year ended December 31, 2011, we generated revenues of \$39.3 million, with Wal-Mart Stores, Inc., Avis Budget Group, Inc., and Ford Motor Company accounting for 17%, 11% and 10%, respectively, of our revenues. During the year ended December 31, 2010, we generated revenues of \$25.9 million and Wal-Mart Stores, Inc. accounted for 26% of our revenues. Some of these and other customers operate in markets that have suffered business downturns in the past few years or may so suffer in the future. 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.

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.

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.

We rely on a limited number of suppliers for several significant components and raw materials used in our products. If we 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, including Flextronics International Ltd. 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, identifying them is often difficult and time consuming. If we 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.

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.

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 subsets of our system capabilities or alternate approaches to the needs our products address. Those companies include both emerging companies with limited operating histories, such as ShockWatch, a division of TotalTrax, Inc., and SpeedShield, a unit of Automotion Control Systems Pty. Ltd., 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., Symbol Technologies, Inc., which was acquired by Motorola, Inc., and Intermec, Inc.

In the rental fleet management 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. Our solutions for remote, decentralized rental fleet management compete primarily with companies such as Hertz, Enterprise, UHaul, and City Car Share. In the markets for both types of rental fleet solutions, our competitive position is differentiated by our patented rental vehicle management technology and anchored by our contractual relationship with Avis Budget Group, which has deployed our solutions in the United States.

In the remote transportation asset management market, we compete against several established competitors, including Qualcomm Incorporated, SkyBitz, Inc., which was acquired by Telular Corporation, and Par Technology Corporation and StarTrack Systems, LLC, which were acquired by Orbcomm Inc. We attempt to differentiate our solutions in this segment by offering a choice of communication mode (satellite or cellular), patented battery management technology, sensor options (door, cargo, tractor ID), and installation configurations (dry van trailers, refrigerated trailers, domestic containers, flatbed trailers, covered hopper and tanker railcars, and chassis).

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. 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 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 or strategic alliances and licensing arrangements. To the extent we raise additional capital by issuing equity securities, our existing stockholders may experience substantial dilution. If additional capital is raised through debt, such debt may subject us to significant restrictive covenants that could affect our ability to operate our business. 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. 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.

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 Europe and developing relationships with global distributors to market and sell our systems internationally. For example, as of February 28, 2013, we had five employees in Germany and five 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.

Until fairly recently, we had no operations outside of North America, and we have limited experience establishing or operating businesses outside of North America. 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.

Since our inception, we have not made any acquisitions other than the acquisition of PowerKey (the industrial vehicle monitoring products division of International Electronics, Inc.) during 2008, the Didbox Ltd. acquisition during 2009, and the acquisition of the Asset Intelligence business during 2010, and we cannot provide any assurance that we will be able to successfully integrate any businesses, products, technologies or personnel that we have acquired or that we might acquire in the future. Any failure to do so could have a material adverse effect on our financial condition and results of operations. Acquisitions also involve the risk of potential unknown liabilities associated with the acquired business. As a result of these risks, we may not be able to achieve the expected benefits of any acquisition, including the Asset Intelligence acquisition. The successful integration of Asset Intelligence will require, among other things, integration of Asset Intelligence's operations, products, policies and personnel with our business. We may not achieve successful integration in a timely manner, or at all, and we may not realize the anticipated benefits and synergies of the acquisition to the extent, or in the timeframe, anticipated.

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 15, 2013, our executive officers and directors beneficially owned, in the aggregate, 12% of our outstanding common stock, not including 1,925,000 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 12,091,444 shares of common stock outstanding as of March 15, 2013, of which 10,600,582 shares are freely transferable without restriction, and 1,490,862 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, 2012, options to purchase 2,568,000 shares of our common stock were issued and outstanding, of which 1,649,000 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 \$9.06. 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.

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

As of December 31, 2012, we had cash, cash equivalents and investments of \$15.8 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.

We provide financing to an increasing number of 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 an increasing portion of such sales. 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.

Our cash and cash equivalents could be adversely affected by the current 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 continue to 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 July 2011, we entered into a sublease for this facility, consisting of approximately 11,482 square feet, which expires September 30, 2015. The rent is approximately \$18,000 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. The Company is not currently a party to any material legal proceedings.

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.

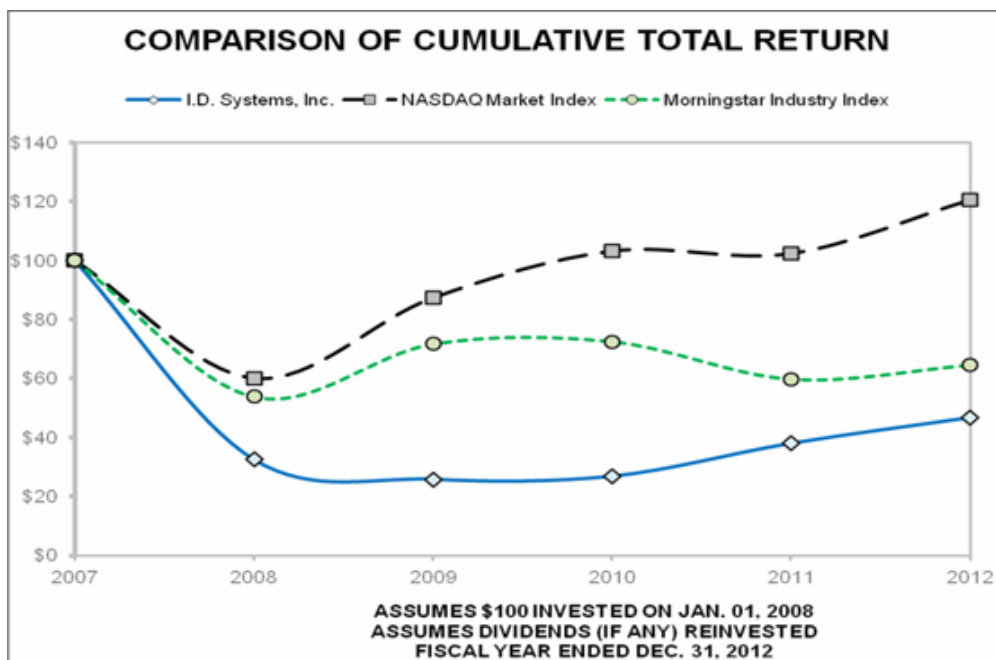
Our common stock is traded on the NASDAQ Global Market under the symbol "IDSY." The following table sets forth the high and low sales price for our common stock on the NASDAQ Global Market for each fiscal quarter during the years ended December 31, 2012 and 2011.

<u>Quarter Ended</u>		<u>High</u>		<u>Low</u>
2012				
March 31, 2012		\$ 6.48	\$	4.57
June 30, 2012		6.59		3.81
September 30, 2012		5.76		4.10
December 31, 2012		6.50		4.52
2011				
March 31, 2011		\$ 5.60	\$	3.21
June 30, 2011		4.87		3.73
September 30, 2011		5.94		3.75
December 31, 2011		6.34		4.20

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, 2007, 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					
	12/31/2007	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012
I.D. Systems, Inc.	100.00	32.50	25.76	26.81	37.96	46.71
NASDAQ Market Index	100.00	60.02	87.24	103.08	102.26	120.41
Morningstar Industry Index ⁽¹⁾	100.00	53.81	71.64	72.47	59.78	64.51

(1) Morningstar, Inc. reconstituted the Morningstar Communication Equipment Index in the second half of 2010. As a result of such reconstitution, historical returns have been recalculated to reflect the updated composition of that industry index.

Prepared by Zacks Investment Research, Inc.

Index Data: Copyright NASDAQ OMX, Inc. Copyright Morningstar, Inc.

Holder.

As of March 15, 2013, there were 32 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.

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, 2012. As the table indicates, the Company did not make any share repurchases during the quarterly period ended December 31, 2012.

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, 2012 - October 31, 2012	2,000(1)	5.86	-	\$ 1,660,000
November 1, 2012 - November 30, 2012	-	-	-	1,660,000
December 1, 2012 - December 31, 2012	-	-	-	1,660,000
Total	2,000	5.86	-	\$ 1,660,000

(1) Includes 2,000 shares of common stock withheld for taxes due upon vesting of restricted stock awards during October 2012.

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. The Company did not purchase any shares of its common stock under the 2007 Repurchase Program during the years ended December 31, 2011 and 2012. As of December 31, 2012, 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.

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, 2012:

EQUITY COMPENSATION PLAN INFORMATION

<u>Plan category</u>	<u>Number of Securities to be issued upon exercise of outstanding options, warrants and rights</u> (a)	<u>Weighted-average exercise price of outstanding options, warrants and rights</u> (b)	<u>Number of securities remaining available for future issuance (excluding securities reflected under column (a))</u> (c)
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Equity compensation plans approved by security holders (1)	2,568,000	\$	7.33	1,074,000
Equity compensation plans not approved by security holders	-		-	-
Total	<u>2,568,000</u>	<u>\$</u>	<u>7.33</u>	<u>1,074,000</u>

(1) These plans consist of the Company's 1999 Stock Option Plan, 1999 Director Option Plan, 2007 Equity Compensation Plan and 2009 Non-Employee Director Equity Compensation Plan, which were our only equity compensation plans in existence as of December 31, 2011. Each of our 1999 Stock Option Plan and 1999 Director Option Plan has terminated, and no additional awards were, or may be, granted thereunder.

Item 6. Selected Financial Data

The following table sets forth selected financial data for each of the five years ended December 31, 2012 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 2010, 2011 and 2012 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,				
	2008	2009	2010	2011	2012
Statement of Operations Data:					
Revenues	\$ 27,046,000	\$ 10,316,000	\$ 25,861,000	\$ 39,292,000	\$ 44,635,000
Cost of revenues	13,466,000	5,554,000	11,440,000	18,723,000	21,705,000
Gross profit	13,580,000	4,762,000	14,421,000	20,569,000	22,930,000
Operating expenses:					
Selling, general and administrative expenses	16,760,000	16,543,000	23,326,000	21,995,000	22,409,000
Research and development expenses	2,883,000	2,604,000	4,429,000	3,534,000	4,341,000
Loss from operations	(6,063,000)	(14,385,000)	(13,334,000)	(4,960,000)	(3,820,000)
Interest income	2,226,000	933,000	675,000	243,000	507,000
Interest expense	-	(130,000)	(56,000)	-	-
Other income (loss), net	(338,000)	390,000	104,000	287,000	59,000
Net loss before income taxes	(4,175,000)	(13,192,000)	(12,611,000)	(4,430,000)	(3,254,000)
Income tax benefit - sale of NJ net operating losses				390,000	662,000
Net loss	<u>\$ (4,175,000)</u>	<u>\$ (13,192,000)</u>	<u>\$ (12,611,000)</u>	<u>\$ (4,040,000)</u>	<u>\$ (2,592,000)</u>
Net loss per share - basic and diluted	<u>\$ (0.38)</u>	<u>\$ (1.20)</u>	<u>\$ (1.12)</u>	<u>\$ (0.36)</u>	<u>\$ (0.22)</u>
Weighted average common shares outstanding - basic and diluted	10,887,000	10,991,000	11,239,000	11,162,000	11,744,000
Balance Sheet Data (at end of period):					
Cash and cash equivalents	\$ 12,558,000	\$ 19,481,000	\$ 14,491,000	\$ 8,686,000	\$ 1,914,000
Investments	43,461,000	40,661,000	13,929,000	16,683,000	13,858,000
Total assets	69,948,000	70,575,000	60,885,000	62,831,000	60,566,000
Total stockholders' equity	67,085,000	55,881,000	44,745,000	45,600,000	44,027,000

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 solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, such as forklifts, airport ground support equipment and 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 security, productivity and efficiency of their operations.

Prior to the Asset Intelligence (AI) acquisition, the Company operated in a single reportable segment, which consisted of the historical operations of IDS. Subsequent to the AI acquisition, the Company determined that it had two reportable segments organized by product line: IDS and AI. During the first quarter of 2011, the Company reorganized the manner in which it manages its business by merging the two segments while maintaining the IDS industrial and rental fleet management and the AI transportation asset management product lines. All previously reported financial information has been revised to conform to the current presentation.

We have focused our business activities on three primary applications: (i) industrial fleet management, (ii) transportation asset management, and (iii) rental fleet management. Our solution for industrial fleet management allows our customers to reduce operating 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 solution for rental fleet management allows rental car companies to generate higher revenue by more accurately tracking vehicle data, such as fuel consumption and odometer readings, and improve customer service by expediting the rental and return processes. In addition, our wireless solution for "carsharing" enables rental car companies to establish a network of vehicles positioned strategically around cities for use by their members, control vehicles remotely, manage member reservations by phone or Internet, and charge members for vehicle use by the hour.

We sell our system to both executive and division-level management. 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, aerospace and defense, homeland security and vehicle rental.

We have incurred net losses of approximately \$12.6 million, \$4.0 million and \$2.6 million for the years ended December 31, 2010, 2011 and 2012, respectively, and have incurred additional net losses since inception. At December 31, 2012, we had an accumulated deficit of approximately \$56.1 million.

During the year ended December 31, 2012, we generated revenues of \$44.6 million, with Avis Budget Group, Inc. and Wal-Mart Stores, Inc. accounting for 18% and 15%, respectively, of our revenues. During the year ended December 31, 2011, we generated revenues of \$39.3 million, with Wal-Mart Stores, Inc., Avis Budget Group, Inc., and Ford Motor Company accounting for 17%, 11% and 10%, respectively, of our revenues. During the year ended December 31, 2010, we generated revenues of \$25.9 million and Wal-Mart Stores, Inc. accounted for 26% of our revenues.

We are highly dependent upon sales of our system to a few customers, such as the sales in connection with the Avis Budget Group transaction described under the heading “Our Solutions—Campus-Based Asset Management Solutions—*Rental Fleet Management*” in Item 1 of this report. 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 industrial and rental fleet wireless asset management systems and services, which includes training and technical support; (ii) sales of our transportation asset management systems and spare parts sold to customers (for which title transfers on the date of customer receipt) and from the related communication services under contracts that generally provide for service over periods ranging from one to five years; (iii) post-contract maintenance and support agreements; and (iv) periodically, from leasing arrangements.

Our industrial and rental fleet wireless asset management systems consist of on-asset hardware, communication infrastructure and software. Revenue derived from the sale of our industrial and rental fleet wireless asset management systems is allocated to each element based upon vendor specific objective evidence (VSOE) of the fair value of the element. VSOE of the fair value is based upon the price charged when the element is sold separately. Revenue is recognized as each element is earned based on the selling price of each element based upon VSOE, 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 remote 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 communication 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, 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 remote 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.

Spare parts sales are reflected in product revenues and recognized on the date of customer receipt of the part. Revenue from remote asset monitoring equipment activation fees are deferred and amortized over the life of the contract.

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

Notes and sales-type lease receivable

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, 2010, 2011 and 2012. 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.

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 \$1,558,000, \$1,188,000 and \$1,154,000 for the years ended December 31, 2010, 2011 and 2012, 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.

Goodwill and Other Intangible Assets

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.

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.

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. A detailed discussion of the material changes in our operating results is set forth below.

	Year Ended December 31,		
	2010	2011	2012
Revenues:			
Products	36.7%	57.1%	64.2%
Services	<u>63.3</u>	<u>42.9</u>	<u>35.8</u>
	100.0	100.0	100.0
Cost of revenues:			
Cost of products	19.6	32.7	35.9
Cost of services	<u>24.6</u>	<u>14.9</u>	<u>12.7</u>
Total gross profit	55.8	52.4	51.4
Selling, general and administrative expenses	90.2	56.0	50.2
Research and development expenses	<u>17.1</u>	<u>9.0</u>	<u>9.7</u>
Loss from operations	(51.5)	(12.6)	(8.5)
Interest income	2.6	0.6	1.1
Interest expense	(0.2)	-	-
Other income (loss), net	<u>0.4</u>	<u>0.7</u>	<u>0.1</u>
Loss before income taxes	(48.7)	(11.3)	(7.3)
Income tax benefit - sale of NJ net operating losses	<u>-</u>	<u>1.0</u>	<u>1.5</u>
Net loss	<u>(48.7)%</u>	<u>(10.3)%</u>	<u>(5.8)%</u>

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

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

	Year Ended December 31,	
	2011	2012
Product revenue:		
Industrial and rental fleet management	\$ 17,486,000	\$ 22,636,000
Transportation asset management	4,964,000	6,004,000
	<u>22,450,000</u>	<u>28,640,000</u>
Services revenue:		
Industrial and rental fleet management	4,645,000	4,434,000
Transportation asset management	12,197,000	11,561,000
	<u>16,842,000</u>	<u>15,995,000</u>
	<u>\$ 39,292,000</u>	<u>\$ 44,635,000</u>

REVENUES. Revenues increased by approximately \$5.3 million, or 13.6%, to \$44.6 million in 2012 from \$39.3 million in 2011. The increase in revenue is principally attributable to an increase in total industrial and rental fleet management revenue of approximately \$4.9 million to \$27.1 million in 2012 from \$22.1 million in 2011 and an increase in total transportation asset management revenue of approximately \$.4 million to \$17.6 million in 2012 from \$17.2 million in 2011.

Revenues from products increased by approximately \$6.2 million, or 27.6%, to \$28.6 million in 2012 from \$22.5 million in 2011. Industrial and rental fleet management product revenue increased approximately \$5.2 million to \$22.6 million in 2012 from \$17.5 million in 2011. Transportation asset management product revenue increased approximately \$1.0 million to \$6.0 million in 2012 from \$5.0 million in 2011. The increase in industrial and rental fleet management product revenue resulted principally from increased product sales to Avis Budget Group, Inc. of approximately \$3.5 from the delivery of the remaining 20,000 units under SOW#1, Toyota Engineering & Manufacturing North America, Inc. of approximately \$1.0 million, Nestle USA of approximately \$0.5 million, Bridgestone Americas, Inc. of approximately \$0.5 million and Walgreens Co. of approximately \$0.5 million, partially offset by a decrease in product sales to Ford Motor Company of approximately \$1.4 million and The Raymond Corporation of approximately \$0.9 million. The increase in transportation asset management product revenue resulted principally from increased product sales to Pine Leasing, Inc. of approximately \$0.3 million and BASF Corp. of approximately \$0.3 million.

Revenues from services decreased by approximately \$0.8 million, or 5%, to \$16.0 million in 2012 from \$16.8 million in 2011. Industrial and rental fleet management service revenue decreased approximately \$0.2 million to \$4.4 million in 2012 from \$4.6 million in 2011. Transportation asset management service revenue decreased approximately \$0.6 million to \$11.6 million in 2012 from \$12.2 million in 2011, principally from a reduction of services to GE Trailer Fleet Services.

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

	Year Ended December 31,	
	2011	2012
Cost of products:		
Industrial and rental fleet management	\$ 10,092,000	\$ 10,871,000
Transportation asset management	2,771,000	5,167,000
	<u>12,863,000</u>	<u>16,038,000</u>
Cost of services:		
Industrial and rental fleet management	1,635,000	2,140,000
Transportation asset management	4,225,000	3,527,000
	<u>5,860,000</u>	<u>5,667,000</u>
	<u>\$ 18,723,000</u>	<u>\$ 21,705,000</u>

COST OF REVENUES. Cost of revenues increased by approximately \$3.0 million, or 15.9%, to \$21.7 million in 2012 from \$18.7 million in 2011. The increase is principally attributable to an increase in product revenue in 2012. Gross profit was approximately \$22.9 million in 2012 compared to \$20.6 million in 2011. As a percentage of revenues, gross profit was 51.4% in 2012 compared to 52.3% in 2011.

Cost of products increased by approximately \$3.2 million, or 24.7%, to \$16.0 million in 2012 from \$12.9 million in 2011. Gross profit for products was approximately \$12.6 million in 2012 compared to \$9.6 million in 2011. The increase in gross profit was attributable to a \$4.4 million increase in the industrial and rental fleet management gross profit to \$11.8 million in 2012 from \$7.4 million in 2011 and a \$1.4 million decrease in the transportation asset management gross profit to \$0.8 million in 2012 from \$2.2 million in 2011. As a percentage of product revenues, gross profit increased to approximately 44.0% in 2012 from 42.7% in 2011. Transportation asset management product revenue contributed a lower gross profit percentage of 13.9% in 2012 from 44.2% in 2011, principally due to increased installation expenses for a customer and increased warranty costs, as 2011 includes approximately \$1.0 million decrease in warranty reserve principally from the termination of a customer's extended warranty concession of approximately \$0.5 million. This decrease was partially offset by an increase in the industrial and rental fleet management gross profit percentage to 52.0% in 2012 from 42.3% in 2011, principally from the higher gross margin realized on 2012 transactions from lower product costs.

Cost of services decreased by approximately \$0.2 million, or 3.3%, to \$5.7 million in 2012 from \$5.9 million in 2011. Gross profit for services was approximately \$10.3 million in 2012 compared to \$11.0 million in 2011. The decrease in gross profit was attributable to a \$0.7 million decrease in the industrial and rental fleet management gross profit to \$2.3 million in 2012 from \$3.0 million in 2011. The transportation asset management gross profit remained consistent at \$8.0 million for 2012 and 2011. As a percentage of service revenues, gross profit decreased to 64.6% in 2012 from 65.2% in 2011. The decrease in gross profit as a percent of service revenue was due to an increase in the transportation asset management gross profit percentage to 69.5% in 2012 from 65.4% in 2011, partially offset by a decrease in the industrial and rental fleet management gross profit percentage to 51.7% in 2012 from 64.8% in 2011. The increase in the transportation asset management gross profit margin was principally due to a decrease in communication costs, driving the margin higher. The decrease in the industrial and rental fleet management gross profit margin was principally due to an increase in services costs.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses increased by \$0.4 million, or 1.9%, to \$22.4 million in 2012 compared to \$22.0 million in 2011, due primarily to an increase in payroll-related and stock-based compensation expense of approximately \$1.4 million, principally from additional sales staff hired in order to maximize revenue opportunities partially offset by a decrease in consulting fees of approximately \$0.5 million and a decrease in professional fees of approximately \$0.8 million. As a percentage of revenues, selling, general and administrative expenses decreased to 50.2% in 2012 from 56.0% in the same period in 2011, primarily due to the increase in revenue in 2012.

RESEARCH AND DEVELOPMENT EXPENSES. Research and development expenses increased by \$0.8 million, or 22.8%, to \$4.3 million in 2012 from \$3.5 million in 2011, due primarily to an increase in payroll-related and stock-based compensation expense of approximately \$0.3 million, principally from staff hired to develop and enhance our products and an increase in new product development expenses of approximately \$0.3 million. As a percentage of revenues, research and development expenses increased to 9.7% in 2012 from 9.0% in 2011, primarily due to the increase noted above.

INTEREST INCOME. Interest income increased by \$264,000, or 108.6%, to \$507,000 in 2012 from \$243,000 in 2011. This increase was attributable primarily to increased interest income from notes and lease receivables.

OTHER INCOME/EXPENSE. Other income of \$59,000 in 2012 decreased \$228,000, or 79.4% from other income of \$287,000 in 2011. Other income for the year ended December 31, 2012 consists principally of investment income. The decrease from 2011 is principally due to a legal settlement of \$275,000 with a competitor included in other income in 2011.

INCOME TAX BENEFIT. Income tax benefit of \$662,000 in 2012 increased \$272,000 from \$390,000 in 2011 due to the reversal of the valuation allowance in 2012 in the amount of the New Jersey operating loss carryforwards deferred tax asset approved for sale in 2012.

NET LOSS. Net loss was \$2.6 million, or \$(0.22) per basic and diluted share, for the year ended December 31, 2012 as compared to net loss of \$4.0 million, or \$(0.36) per basic and diluted share, for the same period in 2011. The decrease in the net loss was due primarily to the reasons described above.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

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

	Year Ended December 31,	
	2010	2011
Product revenue:		
Industrial and rental fleet management	\$ 7,280,000	\$ 17,486,000
Transportation asset management	2,203,000	4,964,000
	<u>9,483,000</u>	<u>22,450,000</u>
Services revenue:		
Industrial and rental fleet management	3,426,000	4,645,000
Transportation asset management	12,952,000	12,197,000
	<u>16,378,000</u>	<u>16,842,000</u>
	<u>\$ 25,861,000</u>	<u>\$ 39,292,000</u>

REVENUES. Revenues increased by \$13.4 million, or 51.9%, to \$39.3 million in 2011 from \$25.9 million in the same period in 2010. The increase in revenue is principally attributable to an increase in industrial and rental fleet management revenue of \$11.4 million to \$22.1 million in 2011 from \$10.7 million in 2010. Transportation asset management revenue increased \$2.0 million to \$17.2 million in 2011 from \$15.2 million in 2010.

Revenues from products increased by \$13.0 million, or 136.7%, to \$22.5 million in 2011 from \$9.5 million in the same period in 2010. Industrial and rental fleet management product revenue increased by \$10.2 million to \$17.5 million in 2011 from \$7.3 million in 2010. Transportation asset management product revenue increased by \$2.8 million to \$5.0 million in 2011 from \$2.2 million in 2010. The increase in industrial and rental fleet management product revenue resulted principally from increased product sales to Avis Budget Group, Inc. of \$3.9 million, principally from the new contract with ABCR (as detailed in Note 3 to the Consolidated Financial Statements), The Raymond Corporation of \$1.4 million, Ford Motor Company of \$2.1 million and the U.S. Postal Service of \$1.0 million. The increase in transportation asset management revenue resulted principally from increased product sales to Hyundai Translead of \$1.3 million and Great Dane Trailers of \$0.5 million for product to be installed on the Wal-Mart Stores, Inc. fleet.

Revenues from services increased by \$0.4 million, or 2.8%, to \$16.8 million in 2011 from \$16.4 million in the same period in 2010. Industrial and rental fleet management service revenue increased \$1.2 million to \$4.6 million in 2011 from \$3.4 million in 2010. The increase in industrial and rental fleet management service revenue was principally due to a \$0.3 million increase in service revenue from The Raymond Corporation and a \$0.5 million increase from the U.S. Postal Service. Transportation asset management service revenue decreased \$0.8 million to \$12.2 million in 2011 from \$13.0 million in 2010, principally due to a decrease in revenue from the Wal-Mart Stores, Inc. of \$0.4 million and GE Trailer Fleet Services of \$0.4 million.

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

	Year Ended December 31,	
	2010	2011
Cost of products:		
Industrial and rental fleet management	\$ 3,900,000	\$ 10,092,000
Transportation asset management	1,177,000	2,771,000
	<u>5,077,000</u>	<u>12,863,000</u>
Cost of services:		
Industrial and rental fleet management	1,336,000	1,635,000
Transportation asset management	5,027,000	4,225,000
	<u>6,363,000</u>	<u>5,860,000</u>
	<u>\$ 11,440,000</u>	<u>\$ 18,723,000</u>

COST OF REVENUES. Cost of revenues increased by \$7.3 million, or 63.7%, to \$18.7 million in 2011 from \$11.4 million for the same period in 2010. The increase is principally attributable to the increase in product revenue in 2011. Gross profit was \$20.6 million in 2011 compared to \$14.4 million in 2010. As a percentage of revenues, gross profit decreased to 52.3% in 2011 from 55.8% in 2010.

Cost of products increased by \$7.8 million, or 153.4%, to \$12.9 million in 2011 from \$5.1 million in the same period in 2010. Gross profit for products was \$9.6 million in 2011 compared to \$4.4 million in 2010. The increase in gross profit was attributable to a \$4.0 million (approximately \$1.3 million from the Avis transaction) increase in the industrial and rental fleet management gross profit to \$7.4 million in 2011 from \$3.4 million in 2010, and a \$1.1 million increase in the transportation asset management gross profit to \$2.2 million in 2011 from \$1.0 million in 2010 principally due to a \$1.0 million decrease in the warranty reserve primarily from the termination of a customer's extended warranty concession of approximately \$0.5 million. As a percentage of product revenues, gross profit decreased to 42.7% in 2011 from 46.5% in 2010. The decrease in gross profit as a percent of product revenue was due to transportation asset management product revenue contributing a lower gross profit percentage of 44.2% in 2011 from 46.6% in 2010, principally due to increasing hardware sales, partially offset by the warranty reversal noted above, and a decrease in the industrial and rental fleet management gross profit percentage to 42.3% in 2011 from 46.4% in 2010, principally from the lower gross profit from the Avis transaction of 32.3% in 2011.

Cost of services decreased by \$0.5 million, or 7.9%, to \$5.9 million in 2011 from \$6.4 million in the same period in 2010. Gross profit for services was \$11.0 million in 2011 compared to \$10.0 million in 2010. The increase in gross profit was attributable to a \$0.9 million increase in the industrial and rental fleet management gross profit to \$3.0 million in 2011 from \$2.1 million in 2010 and a \$0.1 million increase in the transportation asset management gross profit to \$8.0 million in 2011 from \$7.9 million in 2010. As a percentage of service revenues, gross profit increased to 65.2% in 2011 from 61.1% in 2010. The increase in gross profit as a percent of service revenue was due to an increase in the industrial and rental fleet management gross profit percentage to 64.8% in 2011 from 61.0% in 2010 and an increase in the transportation asset management gross profit percentage to 65.4% in 2011 from 61.2% in 2010, primarily due to an increase in service revenue with fixed costs remaining relatively constant, driving the margin higher.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses decreased by \$1.3 million, or 5.7%, to \$22.0 million in 2011 compared to \$23.3 million in 2010 due primarily to a decrease in payroll-related and stock-based compensation expense of \$1.1 million, resulting primarily from a reduction in the work force from the integration of AI and a decrease in consulting expenses of \$0.5 million partially offset by increases of \$0.4 million in professional fees. As a percentage of revenues, selling, general and administrative expenses decreased to 56.0% in 2011 from 90.2% in the same period in 2010, primarily due to the increase in revenue in 2011.

RESEARCH AND DEVELOPMENT EXPENSES. Research and development expenses decreased by \$0.9 million, or 20.2%, to \$3.5 million in 2011 from \$4.4 million in 2010, due primarily to a decrease in consulting services of \$0.6 million. As a percentage of revenues, research and development expenses decreased to 9.0% in 2011 from 17.1% in 2010, primarily due to the increase in revenues in 2011.

INTEREST INCOME. Interest income decreased by \$432,000, or 64.0%, to \$243,000 in 2011 from \$675,000 in 2010. This decrease was attributable primarily to a decrease in cash and investments and lower interest rates on new investments.

INTEREST EXPENSE. Interest expense decreased by \$56,000 to \$-0- in 2011 from \$56,000 in 2010. This decrease was due to the Company's repayment of our line of credit borrowing facility with UBS AG during July 2010.

OTHER INCOME. Other income of \$287,000 in 2011 increased \$183,000, or 176.0%, from other income of \$104,000 in 2010. The increase in other income is principally attributable to a legal settlement of \$275,000 with a competitor received by us in 2011.

INCOME TAX BENEFIT. Income tax benefit increased to \$390,000 in 2011 from \$-0- in 2010 due to the reversal of the valuation allowance in 2011 in the amount of the New Jersey operating loss carryforwards deferred tax asset approved for sale in 2011.

NET LOSS. Net loss was \$4.0 million, or \$(0.36) per basic and diluted share, for the year ended December 31, 2011, as compared to net loss of \$12.6 million, or \$(1.12) per basic and diluted share, for the same period in 2010. The increase in the net loss was due primarily to the reasons described above.

Liquidity and Capital Resources

Historically, except for our line of credit borrowing of \$12.9 million in the first quarter of 2009 (which was repaid in full in July 2010), 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. In addition, on August 22, 2011, we received approximately \$4.6 million from Avis Budget Group from the sale of 1,000,000 shares of the Company's common stock, and a warrant to purchase up to 600,000 shares of our common stock. The warrant is immediately exercisable with respect to 100,000 shares and will become exercisable for the remaining 500,000 shares upon execution of SOW#2 under the Master Agreement entered into by the Company and Avis Budget Car Rental, LLC, a subsidiary of Avis Budget Group. As of December 31, 2012, we had cash and marketable securities of \$15.8 million and working capital of \$19.9 million, compared to cash and marketable securities of \$25.4 million and working capital of \$24.8 million as of December 31, 2011. The decrease in cash and working capital was principally due to increases in accounts receivable and customer financing during 2012.

Operating Activities

Net cash used in operating activities was \$9.1 million for the year ended December 31, 2012, compared to net cash used in operating activities of \$6.6 million for the year ended December 31, 2011. The net cash used in operating activities for the year ended December 31, 2012 reflects a net loss of \$2.6 million and includes non-cash charges of \$1.2 million for stock-based compensation and \$2.2 million for depreciation and amortization expense. Changes in working capital items included:

- an increase in notes and lease receivables of \$8.6 million, primarily from sales pursuant to the Avis transaction in the third quarter of 2012;
- an increase in accounts receivable of \$1.3 million;
- an increase in deferred costs of \$1.2 million;
- an decrease in prepaid expenses and other assets of \$1.1 million;
- an increase in deferred revenue of \$3.1 million; and
- a decrease in accounts payable and accrued expenses of \$3.8 million, principally due to the timing of payments to our vendors.

Net cash used in operating activities was \$6.6 million for the year ended December 31, 2011, compared to net cash used in operating activities of \$3.6 million for the year ended December 31, 2010. The net cash used in operating activities for the year ended December 31, 2011 reflects a net loss of \$4.0 million and includes non-cash charges of \$1.2 million for stock-based compensation and \$2.4 million for depreciation and amortization expense. Changes in working capital items included:

- an increase in notes and lease receivables of \$4.1 million, primarily from the Avis equipment lease;
- an increase in accounts receivable of \$1.2 million;
- an increase in deferred costs, prepaid expenses and other assets of \$0.7 million;
- an increase in deferred revenue of \$0.6 million; and
- an increase in inventory of \$0.8 million.

Investing Activities

Net cash provided by investing activities was \$2.6 million for the year ended December 31, 2012, compared to net cash used in investing activities of \$3.2 million for the year ended December 31, 2011. Net cash used in investing activities in 2012 consisted principally of the net redemption of investments of \$2.9 million.

Net cash used in investing activities was \$3.2 million for the year ended December 31, 2011, compared to net cash provided by investing activities of \$10.3 million for the year ended December 31, 2010. Net cash used in investing activities in 2011 consisted principally of the net purchase of investments of \$2.8 million. The change from net cash provided by investing activities in 2010 was primarily due to net redemptions of investments of \$26.8 million partially offset by \$15 million used for the purchase of AI and \$1.5 million in fixed asset additions in 2010.

Financing Activities

Net cash used in financing activities was \$0.1 million for the year ended December 31, 2012, compared to net cash provided by financing activities of \$3.6 million for the same period in 2011. The change from net cash provided by financing activities in 2011 was principally due to \$4.6 million from the issuance and sale to Avis Budget Group of (i) 1,000,000 shares of the Company's common stock, and (ii) a warrant to purchase up to an aggregate of 600,000 shares of common stock, offset by \$1.1 million of share purchases under our share repurchase program in 2011.

Net cash provided by financing activities was \$3.6 million for the year ended December 31, 2011, compared to net cash used in financing activities of \$11.7 million for the year ended December 31, 2010. Net cash provided by financing activities in 2011 consisted principally of \$4.6 million from the issuance and sale to Avis Budget Group of (i) 1,000,000 shares of the Company's common stock, and (ii) a warrant to purchase up to an aggregate of 600,000 shares of common stock, offset by \$1.1 million of share purchases under our share repurchase program. The change from the same period in 2010 was primarily due to \$11.6 million used to repay the line of credit with UBS AG in 2010.

Capital Requirements

We believe that with the cash and investments we have on hand of \$15.8 million at December 31, 2012, and operating cash flows we expect to generate, we will have sufficient funds available to cover our capital requirements for at least the next 12 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, customer financing/leasing levels 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. We may determine in the future that we require additional funds to meet our long-term strategic objectives, including for the completion of potential acquisitions. Any additional equity financing may be dilutive to stockholders, and debt financing, if available, may involve significant restrictive covenants, and we cannot assure you that such financing will be extended on terms acceptable to us or at all.

Line of Credit

In October 2008, the Company received an offer (the "Offer") from UBS AG for a put right (the "ARSR") permitting the Company to sell to UBS at par value all auction-rate securities ("ARS") held by the Company, all of which were purchased by the Company from UBS, at a future date (any time during a two-year period beginning June 30, 2010). Included as part of the Offer, the Company received a commitment to obtain a loan for 75% of the UBS-determined value of the ARS at any time until the put option was exercised at a variable interest rate (1.24% at December 31, 2009) equal to the lesser of: (i) the applicable reference rate plus a spread set forth in the applicable credit agreement and (ii) the then-applicable weighted average interest or dividend rate paid to the Company by the issuer of the ARS that is pledged to UBS as collateral. The Company accepted the Offer in November 2008. In March 2009, the Company borrowed \$12,900,000 (which amount was equal to 75% of the UBS-determined value of the ARS) against this credit facility. Principal payments reduced the Company's obligation to \$11,638,000 at December 31, 2009. This line of credit facility was payable on demand. The line of credit facility was repaid in July 2010 from the redemption of the ARS. Upon the redemption of the ARS, the line of credit terminated.

Contractual Obligations and Commitments

The following table summarizes our significant contractual obligations and commitments as of December 31, 2012:

	Payment due by Period				
	Total	Less than one year	1 to 3 years	3 to 5 years	After 5 years
Operating leases	\$ 4,467,000	\$ 652,000	\$ 1,762,000	\$ 980,000	\$ 1,073,000

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

On January 7, 2010, we entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with General Electric Capital Corporation ("GECC") and GE Asset Intelligence, LLC ("GEAI"), pursuant to which we acquired GEAI's telematics business (the "GEAI Business") through the purchase of 100% of the membership interests of Asset Intelligence, LLC ("AI"), a newly formed, wholly owned subsidiary of GEAI into which substantially all of the assets, including intellectual property, and liabilities of the GEAI Business had been transferred immediately prior to the closing. Effective with the closing of the transaction, AI became our wholly owned subsidiary. In connection with the transaction, AI offered employment to all of the former employees of the GEAI Business. The AI business complements our existing businesses, as AI's focus on trucking, rail, marine and intermodal applications significantly expands the scope of assets addressed by our product solutions. The acquisition has provided us with access to a broader base of customers.

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.

AI's VeriWise product platform provides comprehensive real-time data for faster, more informed decision-making in multiple supply chain applications:

- **Asset Optimization**—combining web-based asset visibility and advanced telemetry data to monitor the condition of fleet assets, streamline asset deployment, optimize utilization, and maximize return on investment.
- **Cold Chain Management**—maintaining the condition and quality of temperature-sensitive cargo from point A to point B, and all the points in between.
- **Fleet Maintenance**—utilizing sensor technologies, real-time data and a wealth of transportation maintenance knowledge to help control maintenance costs, improve preventative maintenance practices, increase asset up-time, extend asset life, and reduce overall cost of ownership.
- **Fuel Management**—monitoring key factors in fuel consumption, such as tire pressure and engine idle time, to help optimize fuel performance and reduce transportation costs.
- **Security & Safety**—protecting valuable assets and cargo throughout the supply chain.

Under the terms of the Purchase Agreement, we paid consideration of \$15 million in cash at closing. In addition, we would have been required to pay additional cash consideration of up to \$2 million on or about February 2011, contingent upon the number of new units of telematics equipment sold or subject to a binding order to be sold by AI during the year ending December 31, 2010. However, the applicable units targets were not achieved and therefore none of the additional contingent consideration was paid.

We incurred acquisition-related expenses of approximately \$1,355,000, of which \$1,241,000 are included in selling, general and administrative expenses in 2009 and \$114,000 in 2010.

We accounted for the AI transaction under the acquisition method of accounting and recorded at the assets and liabilities of the acquired business at their estimated fair values at the date of acquisition. We originally recorded in the preliminary purchase price allocation \$1,017,000 of contingent consideration based on the estimated number of new units of telematics equipment to be sold in 2010. The fair value of the contingent consideration was estimated using a probability— weighted calculation of the number of new units of telematics equipment expected to be sold in 2010. The contingent consideration was reversed during the second quarter of 2010 based on revised forecasts which indicated AI would not meet the required number of new unit sales during the measurement period in order for the contingent consideration to become payable. The following table summarizes the final allocation of the AI purchase price to the assets acquired and liabilities assumed at the date of acquisition:

Current assets, excluding inventory	\$ 4,709,000
Inventory	5,236,000
Other assets, net	3,218,000
Current liabilities	(5,746,000)
Intangibles	6,365,000
Goodwill	1,218,000
	<u>15,000,000</u>
Fair value of assets acquired	<u>\$ 15,000,000</u>

The results of operations of AI have been included in the consolidated statement of operations as of the effective date of the acquisition.

The goodwill arising from the acquisition consists largely of the synergies and cost reductions through economies of scale expected and realized from combining the operations of the Company and AI. The goodwill is expected to be fully deductible for tax purposes.

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 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04, “Fair Value Measurement.” This ASU clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of shareholders’ equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, transfers in and out of Levels 1 and 2, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. The provisions of this ASU are effective prospectively for interim and annual periods beginning on or after December 15, 2011. Early application is prohibited. The adoption of this guidance did not have a material effect on our consolidated financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income”. This ASU addresses the presentation of comprehensive income and provides entities with the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The provisions of this ASU, which are effective for the first interim or annual period beginning on or after December 15, 2011, do not change the items that must be reported in other comprehensive income. The revised financial statement presentation for comprehensive income has been incorporated into this Annual Report on Form 10-K.

In July 2012, the FASB issued amended guidance that simplifies how entities test indefinite-lived intangible assets other than goodwill for impairment. After an assessment of certain qualitative factors, if it is determined to be more likely than not that an indefinite-lived asset is impaired, entities must perform the quantitative impairment test. Otherwise, the quantitative test is optional. The amended guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our financial results.

In February 2013, the FASB issued ASU No. 2013-02, “Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” This ASU provides additional guidance regarding reclassifications out of accumulated other comprehensive income (or AOCI). The new guidance requires entities to report the effect of significant reclassifications out of AOCI on the respective line items in net income unless the amounts are not reclassified in their entirety to net income. For amounts that are not required to be reclassified in their entirety to net income in the same reporting period, entities are required to cross-reference other disclosures that provide additional detail about those amounts. The provisions of this ASU are effective prospectively for all interim and annual periods beginning after December 15, 2012, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our financial results.

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.

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. As of December 31, 2012, we had cash, cash equivalents and investments of \$15.8 million.

As of December 31, 2012, the carrying value of our cash and cash equivalents approximated fair value. In a declining interest rate environment, as short-term investments mature, reinvestment occurs at less favorable market rates, negatively impacting future investment income. 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 continue to 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.

We have audited the accompanying consolidated balance sheets of I.D. Systems, Inc. and subsidiaries (the "Company") as of December 31, 2011 and 2012, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2012. The financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of I.D. Systems, Inc. and subsidiaries as of December 31, 2011 and 2012, and the consolidated results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

In connection with our audits of the consolidated financial statements referred to above, we also audited Schedule II - Valuation and Qualifying Accounts for each of the years in the three-year period ended December 31, 2012. In our opinion, this financial schedule, when considered in relation to the consolidated financial statements, taken as a whole, presents fairly, in all material respects, the information stated therein.

/s/ EisnerAmper LLP

New York, New York

March 29, 2013

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

	As of December 31,	
	2011	2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,386,000	\$ 1,614,000
Restricted cash	300,000	300,000
Investments - short term	6,904,000	4,794,000
Accounts receivable, net of allowance for doubtful accounts of \$366,000 and \$653,000 in 2011 and 2012, respectively	7,947,000	8,814,000
Notes and sales-type lease receivables - current, net of allowance for doubtful accounts of \$-0- in 2011 and 2012	1,217,000	3,143,000
Inventory, net	8,114,000	7,512,000
Deferred costs - current	1,950,000	2,380,000
Prepaid expenses and other current assets	2,192,000	1,043,000
Deferred tax asset - current	390,000	662,000
Total current assets	37,400,000	30,262,000
Investments - long term	9,779,000	9,064,000
Notes and sales - type lease receivable - less current portion	4,101,000	10,814,000
Deferred costs - less current portion	1,916,000	2,651,000
Fixed assets, net	3,092,000	2,401,000
Goodwill	1,837,000	1,837,000
Intangible assets, net	4,399,000	3,230,000
Other assets	307,000	307,000
	<u>\$ 62,831,000</u>	<u>\$ 60,566,000</u>
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	\$ 9,482,000	\$ 5,638,000
Deferred revenue - current	3,090,000	4,689,000
Total current liabilities	12,572,000	10,327,000
Deferred rent	327,000	343,000
Deferred revenue - less current portion	4,332,000	5,869,000
	<u>17,231,000</u>	<u>16,539,000</u>
Commitments and Contingencies (Note 21)		
STOCKHOLDERS' EQUITY		
Preferred stock; authorized 5,000,000 shares, \$0.01 par value; none issued	-	-
Common stock; authorized 50,000,000 shares, \$0.01 par value; 12,546,000 and 12,678,000 shares issued at December 31, 2011 and 2012, respectively; shares outstanding, 12,055,000 and 12,088,000 at December 31, 2011 and 2012, respectively	121,000	122,000
Additional paid-in capital	101,766,000	103,135,000
Accumulated deficit	(53,510,000)	(56,102,000)
Accumulated other comprehensive (loss) income	(49,000)	53,000
	48,328,000	47,208,000
Treasury stock; 491,000 shares and 590,000 shares at cost at December 31, 2011 and 2012, respectively	(2,728,000)	(3,181,000)
Total stockholders' equity	45,600,000	44,027,000
Total liabilities and stockholders' equity	\$ 62,831,000	\$ 60,566,000

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

	Year Ended December 31,		
	2010	2011	2012
Revenues:			
Products	\$ 9,483,000	\$ 22,450,000	\$ 28,640,000
Services	<u>16,378,000</u>	<u>16,842,000</u>	<u>15,995,000</u>
	25,861,000	39,292,000	44,635,000
Cost of Revenues:			
Cost of products	5,077,000	12,863,000	16,038,000
Cost of services	<u>6,363,000</u>	<u>5,860,000</u>	<u>5,667,000</u>
	11,440,000	18,723,000	21,705,000
Gross Profit	14,421,000	20,569,000	22,930,000
Operating expenses:			
Selling, general and administrative expenses	23,326,000	21,995,000	22,409,000
Research and development expenses	<u>4,429,000</u>	<u>3,534,000</u>	<u>4,341,000</u>
	27,755,000	25,529,000	26,750,000
Loss from operations	(13,334,000)	(4,960,000)	(3,820,000)
Interest income	675,000	243,000	507,000
Interest expense	(56,000)	-	-
Other income, net	<u>104,000</u>	<u>287,000</u>	<u>59,000</u>
Net loss before income taxes	(12,611,000)	(4,430,000)	(3,254,000)
Income tax benefit - sale of NJ net operating losses	<u>-</u>	<u>390,000</u>	<u>662,000</u>
Net loss	\$ (12,611,000)	\$ (4,040,000)	\$ (2,592,000)
Net loss per share - basic and diluted	\$ (1.12)	\$ (0.36)	\$ (0.22)
Weighted average common shares outstanding - basic and diluted	11,239,000	11,162,000	11,744,000

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

	Year Ended December 31,		
	2010	2011	2012
Net loss	\$ (12,611,000)	\$ (4,040,000)	\$ (2,592,000)
Other comprehensive income (loss), net:			
Unrealized gain (loss) on investments	46,000	(8,000)	96,000
Foreign currency translation adjustment	(23,000)	(4,000)	6,000
Total other comprehensive income (loss)	23,000	(12,000)	102,000
Comprehensive loss	\$ (12,588,000)	\$ (4,052,000)	\$ (2,490,000)

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, 2010	12,284,000	\$ 120,000	\$ 103,596,000	\$ (36,859,000)	\$ (60,000)	\$ (10,916,000)	\$ 55,881,000
Net loss				(12,611,000)			(12,611,000)
Foreign currency translation adjustment					(23,000)		(23,000)
Comprehensive loss - unrealized loss on investments					46,000		46,000
Shares issued pursuant to exercise of stock options	1,000	1,000	2,000				3,000
Shares withheld pursuant to issuance of restricted and performance shares						(10,000)	(10,000)
Shares repurchased						(99,000)	(99,000)
Issuance of restricted and performance stock	206,000						
Stock based compensation - restricted stock			273,000				273,000
Stock based compensation - options and performance shares			1,285,000				1,285,000
Balance at December 31, 2010	<u>12,491,000</u>	<u>\$ 121,000</u>	<u>\$ 105,156,000</u>	<u>\$ (49,470,000)</u>	<u>\$ (37,000)</u>	<u>\$ (11,025,000)</u>	<u>\$ 44,745,000</u>
Net loss				(4,040,000)			(4,040,000)
Foreign currency translation adjustment					(4,000)		(4,000)
Comprehensive income- unrealized loss on investments					(8,000)		(8,000)
Shares repurchased						(1,050,000)	(1,050,000)
Shares purchased by Avis - issued from treasury stock			(4,789,000)			9,394,000	4,605,000
Warrants issued to Avis			137,000				137,000
Shares issued pursuant to exercise of stock options	32,000	-	74,000				74,000
Shares withheld pursuant to exercise of stock options						(47,000)	(47,000)
Shares withheld pursuant to issuance of restricted and performance shares							
Shares repurchased							
Issuance of restricted and performance stock	63,000	-	-	-	-	-	-
Forfeiture of restricted shares	(40,000)	-	-	-	-	-	-
Stock based compensation - restricted stock			370,000				370,000
Stock based compensation - options and performance shares			818,000				818,000
Balance at December 31, 2011	<u>12,546,000</u>	<u>\$ 121,000</u>	<u>\$ 101,766,000</u>	<u>\$ (53,510,000)</u>	<u>\$ (49,000)</u>	<u>\$ (2,728,000)</u>	<u>\$ 45,600,000</u>
Net loss				(2,592,000)			(2,592,000)
Foreign currency translation adjustment					6,000		6,000
Comprehensive loss - unrealized gain on investments					96,000		96,000
Shares repurchased						(193,000)	(193,000)
Shares issued pursuant to exercise of stock options	56,000	1,000	215,000				216,000
Issuance of restricted and performance stock	76,000	-	-	-	-	-	-
Shares withheld pursuant to exercise of stock options and restricted stock						(260,000)	(260,000)
Stock based compensation - restricted stock			510,000				510,000
Stock based compensation - options and performance shares			644,000				644,000
Balance at December 31, 2012	<u>12,678,000</u>	<u>\$ 122,000</u>	<u>\$ 103,135,000</u>	<u>\$ (56,102,000)</u>	<u>\$ 53,000</u>	<u>\$ (3,181,000)</u>	<u>\$ 44,027,000</u>

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

	Year Ended December 31,		
	2010	2011	2012
Cash flows from operating activities:			
Net loss	\$ (12,611,000)	\$ (4,040,000)	\$ (2,592,000)
Adjustments to reconcile net loss to cash used in operating activities:			
Stock based compensation	1,558,000	1,188,000	1,154,000
Depreciation and amortization	2,435,000	2,367,000	2,186,000
Bad debt reserve	65,000	275,000	432,000
Deferred rent expense	188,000	128,000	16,000
Deferred income taxes	-	(390,000)	(272,000)
Issuance of warrants to customer	-	137,000	-
Changes in:			
Restricted cash	-	(300,000)	-
Accounts receivable	(611,000)	(1,240,000)	(1,299,000)
Notes and sales-type lease receivables	199,000	(4,126,000)	(8,639,000)
Inventory	2,428,000	(819,000)	602,000
Prepaid expenses and other assets	149,000	(963,000)	1,149,000
Deferred costs	(3,442,000)	271,000	(1,165,000)
Deferred revenue	4,454,000	622,000	3,136,000
Accounts payable and accrued expenses	1,593,000	293,000	(3,844,000)
Net cash used in operating activities	(3,595,000)	(6,597,000)	(9,136,000)
Cash flows from investing activities:			
Purchases of fixed assets including website development costs	(1,459,000)	(434,000)	(326,000)
Business acquisitions	(15,000,000)	-	-
Purchases of investments	(15,330,000)	(7,196,000)	(5,478,000)
Maturities of investments	42,107,000	4,434,000	8,399,000
Net cash provided by (used in) investing activities	10,318,000	(3,196,000)	2,595,000
Cash flows from financing activities:			
Proceeds from sale of stock to Avis	-	4,605,000	-
Proceeds from exercise of stock options	3,000	35,000	117,000
Principal payments on line of credit	(11,638,000)	-	-
Purchase of treasury shares	(99,000)	(1,050,000)	(193,000)
Net cash (used in) provided by financing activities	(11,734,000)	3,590,000	(76,000)
Effect of foreign exchange rate changes on cash and cash equivalents	21,000	98,000	(155,000)
Net decrease in cash and cash equivalents	(4,990,000)	(6,105,000)	(6,772,000)
Cash and cash equivalents - beginning of period	19,481,000	14,491,000	8,386,000
Cash and cash equivalents - end of period	\$ 14,491,000	\$ 8,386,000	\$ 1,614,000
Supplemental disclosure of cash flow information:			
Cash paid for:			
Interest	\$ 56,000	\$ -	\$ -
Non-cash investing and financing activities include:			
Shares withheld pursuant to stock issuance	\$ 10,000	\$ 47,000	\$ 260,000
Unrealized gain (loss) on investments	\$ 46,000	\$ (8,000)	\$ 96,000
Acquisition:			
Fair value of assets acquired	\$ 20,746,000	\$ -	\$ -
Liabilities assumed	(5,746,000)	-	-
Less: contingent consideration	-	-	-
Less: cash acquired	-	-	-
Net cash paid	\$ 15,000,000	-	-

I.D. SYSTEMS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2012

NOTE 1 - THE COMPANY

I.D. Systems, Inc. and its subsidiaries (the “Company,” “we,” “our” or “us”) develop, market and sell wireless solutions for managing and securing high-value enterprise assets. These assets include industrial vehicles, including 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. The Company’s solutions enable customers to achieve tangible economic benefits by making timely, informed decisions that increase the security, productivity and efficiency of their operations. The Company outsources its hardware manufacturing operations to contract manufacturers.

On January 7, 2010, the Company acquired the telematics business of GE Asset Intelligence, LLC, a wholly owned subsidiary of General Electric Capital Corporation, through the purchase of 100% of the membership interests of Asset Intelligence, LLC (“AI”). Effective with the closing of the transaction, AI became a wholly owned subsidiary of the Company. See Note 10 to the Consolidated Financial Statements.

The Company operates in a single reportable segment, which consists of the I.D. Systems (“IDS”) industrial and rental fleet management and the Asset Intelligence (“AI”) transportation asset management product lines.

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

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 (“GmbH”) and I.D. Systems (UK) Ltd (formerly Didbox Ltd.) (“Didbox”) (which, as noted above, are collectively referred to here in 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, 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, 2012 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, mutual funds, 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. 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 mutual funds, 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. Gross 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.

The Company's investments at December 31, 2009 also included auction rate securities ("ARS") and an auction rate securities right ("ARSR"). The Company had classified its ARS and ARSR investments as trading securities. Trading securities are carried at fair value, with unrealized holding gains and losses included in other income (expense) on the Company's consolidated statements of operations. The investments in ARS and the ARSR were redeemed by July 2010 at par value.

[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 \$366,000 and \$653,000 in 2011 and 2012, respectively. The Company does not have any off-balance sheet credit exposure related to its customers.

[G] Notes and sales-type lease receivable:

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.

The Company also derives revenue under leasing arrangements. 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. Interest income is recognized monthly over the lease term using the effective-interest method.

The allowance for uncollectible 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 note and 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, 2010, 2011 and 2012. The Company does 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. The Company resumes accrual of interest when it is probable that the Company 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.

[H] Revenue recognition:

The Company's revenue is derived from: (i) sales of our industrial and rental fleet wireless asset management systems and services, which includes training and technical support; (ii) sales of our transportation asset management systems and spare parts sold to customers (for which title transfers on the date of customer receipt) and from the related communication services under contracts that generally provide for service over periods ranging from one to five years; (iii) post-contract maintenance and support agreements; and (iv) periodically, from leasing arrangements.

Our industrial and rental fleet wireless asset management systems consist of on-asset hardware, communication infrastructure and software. Revenue derived from the sale of our industrial and rental fleet wireless asset management systems is allocated to each element based upon vendor specific objective evidence (VSOE) of the fair value of the element. VSOE of the fair value is based upon the price charged when the element is sold separately. Revenue is recognized as each element is earned based on the selling price of each element based on VSOE, 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 remote 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 communication 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, 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 remote 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 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 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.

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

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] Inventory:

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

Inventory valuation reserves are established in order to report inventories at the lower of cost or market 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 by comparing the inventory levels to historical usage rates and both future sales forecasts and production requirements. Other factors that management considers in determining these reserves include whether inventory parts meet current specifications or can be used as a service part.

[J] 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.

[K] 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. For the years ended December 31, 2010, 2011 and 2012, the Company has not incurred an impairment charge.

[L] Goodwill and other intangible assets:

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, 2010, 2011 and 2012, the Company has not incurred an impairment charge.

[M] Product warranties:

The Company 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.

[N] Research and development:

Research and development costs are charged to expense as incurred. Research and development costs were \$4,429,000, \$3,534,000 and \$4,341,000 in 2010, 2011 and 2012, respectively.

[O] Patent costs:

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

[P] 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, 2010, 2011 and 2012.

[Q] 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.

[R] 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 \$1,558,000, \$1,188,000 and \$1,154,000 for the years ended December 31, 2010, 2011 and 2012, respectively.

The Company estimates 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 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.

[S] 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, 2010, 2011 and 2012, 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 2009 through 2012 tax years remain open for examination by the tax authorities under the normal three-year statute of limitations. For certain other states, the 2008 through 2012 tax years remain open for examination by the tax authorities under a four-year statute of limitations.

[T] Fair value of financial instruments:

Cash and cash equivalents and investments in securities are carried at fair value. The carrying value of notes and sales-type lease 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.

[U] Advertising and marketing expense:

Advertising and marketing costs are expensed as incurred. Advertising and marketing expense for the years ended December 31, 2010, 2011 and 2012 amounted to \$341,000, \$202,000 and \$317,000, respectively.

[V] 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.

[W] Recently issued accounting pronouncements:

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04, “Fair Value Measurement.” This ASU clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of shareholders’ equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, transfers in and out of Levels 1 and 2, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. The provisions of this ASU are effective prospectively for interim and annual periods beginning on or after December 15, 2011. Early application is prohibited. The adoption of this guidance did not have a material effect on the Company’s consolidated financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income”. This ASU addresses the presentation of comprehensive income and provides entities with the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The provisions of this ASU, which are effective for the first interim or annual period beginning on or after December 15, 2011, do not change the items that must be reported in other comprehensive income. The revised financial statement presentation for comprehensive income has been incorporated into this Annual Report on Form 10-K.

In July 2012, the FASB issued amended guidance that simplifies how entities test indefinite-lived intangible assets other than goodwill for impairment. After an assessment of certain qualitative factors, if it is determined to be more likely than not that an indefinite-lived asset is impaired, entities must perform the quantitative impairment test. Otherwise, the quantitative test is optional. The amended guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company’s financial results.

In February 2013, the FASB issued ASU No. 2013-02, “Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” This ASU provides additional guidance regarding reclassifications out of accumulated other comprehensive income (or AOCI). The new guidance requires entities to report the effect of significant reclassifications out of AOCI on the respective line items in net income unless the amounts are not reclassified in their entirety to net income. For amounts that are not required to be reclassified in their entirety to net income in the same reporting period, entities are required to cross-reference other disclosures that provide additional detail about those amounts. The provisions of this ASU are effective prospectively for all interim and annual periods beginning after December 15, 2012 with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company’s financial results.

NOTE 3 - SIGNIFICANT TRANSACTION - AVIS BUDGET GROUP, INC.

In connection with the Master Agreement (as defined below), the Company entered into a Purchase Agreement (the "Purchase Agreement"), dated as of August 22, 2011 (the "Effective Date"), with Avis Budget Group, Inc. ("Avis Budget Group"), pursuant to which Avis Budget Group purchased from the Company, for an aggregate purchase price of \$4,604,500 (or \$4.60 per share, which price was based on the average closing price of our common stock for the twenty trading days prior to the Effective Date), (i) 1,000,000 shares (the "Shares") of the Company's common stock, and (ii) a warrant (the "Warrant") to purchase up to an aggregate of 600,000 shares of our common stock (the "Warrant Shares" and, collectively with the Shares and the Warrant, the "Securities"). The Company issued the Shares in 2011 from treasury stock reflecting the cost of such shares on a specific identification basis.

The Warrant has an exercise price of \$10.00 per share of common stock. The Warrant is exercisable (i) with respect to 100,000 of the Warrant Shares, at any time after the Effective Date and on or before the fifth (5th) anniversary thereof, and (ii) with respect to 500,000 of the Warrant Shares, at any time on or after the date (if any) on which Avis Budget Car Rental, LLC ("ABCR"), a subsidiary of Avis Budget Group and the Avis entity that is the counterparty under the Master Agreement described below, executes and delivers to the Company SOW#2 (which is described below), and on or before the fifth (5th) anniversary of the Effective Date. The fair value of the Warrant for 100,000 shares of approximately \$137,000 was recorded as a sales incentive in the Consolidated Statement of Operations in the third quarter of 2011. The Company has not recognized the impact of the remaining 500,000 shares underlying the Warrant in the Consolidated Statement of Operations as it is considered contingently issued at December 31, 2012. See Note 13(D) to the Consolidated Financial Statements for additional information.

Also on the Effective Date, the Company and ABCR entered into a Master Software License, Information Technology Services and Equipment Purchase Agreement (the "Master Agreement") for the Company's system relating to radio frequency identification (RFID) enabled rental car management and virtual location rental (collectively, the "System"). The order was placed pursuant to a statement of work ("SOW") issued under the Master Agreement and related agreements with ABCR.

The Master Agreement governs the terms and conditions of the sales and license, and orders for hardware and for other related services will be contained in SOWs issued pursuant to the Master Agreement. The term of the Master Agreement continues until six (6) months after the termination or expiration of the last SOW under the Master Agreement.

ABCR hosts the System. As part of the Master Agreement, the Company also will provide ABCR with services for ongoing maintenance and support of the System (the "Maintenance Services") for a period of 60 months from installation of the equipment. ABCR has the option to renew the period for twelve (12) months upon its expiry, and then after such 12-month period, the period can continue on a month-to-month basis (during which ABCR can terminate the period) for up to 48 additional months. The Company recognized \$74,000 and \$435,000 of service revenue under these contracts for the years ended December 31, 2011 and 2012.

Under the terms of SOW#1, which was executed and delivered by ABCR on the Effective Date concurrent with the execution and delivery of the Master Agreement, ABCR has agreed to pay not less than \$14,000,000 to the Company for the System and Maintenance Services, which covers 25,000 units, which relates to a limited subset of ABCR's total fleet during this initial phase of the Master Agreement. During the fourth quarter of 2011, the Company delivered the first 5,000 units under SOW#1 and recognized approximately \$1.7 million in product revenue and a sales-type lease receivable. The Company delivered the remaining 20,000 units under SOW#1 during the third quarter of 2012 and recognized approximately \$6.9 million in product revenue and a sales-type lease receivable under SOW#1.

In 2009, the Company entered into a contract for a pilot agreement with ABCR pursuant to which the Company's rental fleet management system was implemented on 5000 vehicles. Concurrent with the execution of SOW#1, the contract for the pilot program was terminated and the payment terms for the vehicle management systems implemented under the pilot program were incorporated into SOW#1. As discussed in Note 7 to the Consolidated Financial Statements, during the third quarter of 2011 the Company recognized product revenue of approximately \$2.0 million for these pilot units at the present value of the fixed product portion of the monthly fee and cost of product of approximately \$1.1 million.

Under the terms of SOW#1, the Company is entitled to issue sixty (60) monthly invoices of up to \$286,100 for the 30,000 units delivered. In the event that ABCR terminates SOW#1, then ABCR would be liable to the Company for the net present value of all future remaining charges under SOW#1 at a negotiated discount rate per annum, with the payment due on the effective date of termination.

ABCR also has an option to proceed with Statement of Work 2 ("SOW#2"), pursuant to which the Company would sell to ABCR additional units. In the event ABCR purchases such additional units, then ABCR affiliates and franchisees will have the right to enter into agreements with the Company to purchase the System on substantially the same terms and conditions as are in the Master Agreement. The term of SOW#2 is sixty (60) months.

The Master Agreement provides for a period of exclusivity (the "Exclusivity Period") commencing on the Effective Date and ending twelve (12) months after delivery of the 5000th new unit pursuant to SOW#1. The exclusivity period is currently scheduled to elapse in July 2013. Commencing on the effective date of SOW#2, the Exclusivity Period will continue (or resume, if the Exclusivity Period has elapsed by the effective date of SOW#2, provided that SOW#2 is executed within three (3) months of expiry, unless the Company has already entered into an agreement with another customer to sell the System) for a period of four (4) years. During the Exclusivity Period, the Company will not (i) sell the System to any ABCR Competitor (as defined in the Master Agreement) for the same purpose set forth in the Master Agreement, and/or (ii) market and/or engage in any sales discussions or negotiations regarding any sale of the System with any ABCR Competitor that is prohibited under clause (i) above.

The Master Agreement may be terminated by ABCR for cause (which is generally the Company's material breach of its obligations under the Master Agreement), for convenience (subject to the termination fee detailed in the Master Agreement), upon a material adverse change to the Company (as defined in the Master Agreement), or for intellectual property infringement. The Company does not have the right to unilaterally terminate the Master Agreement. In the event that ABCR terminates SOW#1, then ABCR would be liable to the Company for the net present value of all future remaining charges under SOW#1 at a negotiated discount rate per annum, with the payment due on the effective date of termination.

NOTE 4 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Company's investments include debt securities, U.S. Treasury Notes, government and state agency bonds, mutual funds, 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, 2011 and 2012, all of the Company's investments are classified as available of 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, 2010, 2011 and 2012, the Company reported unrealized gain (loss) of \$46,000, \$(8,000) and \$96,000, respectively, on available for sale securities in total comprehensive loss. During September 2010, the Company transferred approximately \$10.3 million of debt securities classified as held to maturity to available for sale. 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 and mutual funds. All other securities are classified as long-term.

At December 31, 2009, the Company's investments also included auction-rate securities ("ARS") and an auction-rate securities right ("ARSR"). The investments in ARS and the ARSR were redeemed by July 2010 at par value.

The Company had classified its ARS investments and ARSR as trading securities. Trading securities are carried at fair value, with unrealized holding gains and losses included in other income (expense) on the Company's consolidated statements of operations.

The following table summarizes the estimated fair value of investment securities designated as available for sale, excluding investment in mutual funds of \$669,000, classified by the contractual maturity date of the security as of December 31, 2012:

	<u>Fair Value</u>
Due within one year	\$ 4,125,000
Due one year through three years	8,112,000
Due after three years	<u>952,000</u>
	<u>\$ 13,189,000</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, 2011 and 2012 were as follows:

December 31, 2012	Cost	Unrealized Gain	Unrealized Loss	Fair Value
Investments - short term				
Available for sale				
Government agency bonds	\$ 855,000	\$ 1,000	\$ -	\$ 856,000
Mutual funds	649,000	20,000	-	669,000
Corporate bonds and commercial paper	1,608,000	1,000	(24,000)	1,585,000
U.S. Treasury Notes	1,679,000	5,000	-	1,684,000
Total available for sale - short term	4,791,000	27,000	(24,000)	4,794,000
Investments - long term				
Available for sale				
U.S. Treasury Notes	4,004,000	10,000	-	4,014,000
Government agency bonds	1,336,000	5,000	-	1,341,000
Corporate bonds and commercial paper	3,654,000	55,000	-	3,709,000
Total available for sale - long term	8,994,000	70,000	-	9,064,000
Total investments	\$ 13,785,000	\$ 97,000	\$ (24,000)	\$ 13,858,000

December 31, 2011	Cost	Unrealized Gain	Unrealized Loss	Fair Value
Investments - short term				
Available for sale				
Government agency bonds	\$ 1,347,000	\$ 2,000	\$ -	\$ 1,349,000
Mutual funds	4,614,000	-	(69,000)	4,545,000
Corporate bonds and commercial paper	669,000	10,000	(2,000)	677,000
U.S. Treasury Notes	332,000	1,000	-	333,000
Total available for sale - short term	6,962,000	13,000	(71,000)	6,904,000
Investments - long term				
Available for sale				
U.S. Treasury Notes	5,365,000	29,000	-	5,394,000
Government agency bonds	850,000	5,000	-	855,000
Corporate bonds and commercial paper	3,529,000	25,000	(24,000)	3,530,000
Total available for sale - long term	9,744,000	59,000	(24,000)	9,779,000
Total investments	\$ 16,706,000	\$ 72,000	\$ (95,000)	\$ 16,683,000

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, 2012, the Company's investments described above are classified as Level 1 for fair value measurement.

NOTE 5 - REVENUE RECOGNITION

The Company's revenue is derived from: (i) sales of our industrial and rental fleet wireless asset management systems and services, which includes training and technical support; (ii) sales of our transportation asset management systems and spare parts sold to customers (for which title transfers on the date of customer receipt) and from the related communication services under contracts that generally provide for service over periods ranging from one to five years; (iii) post-contract maintenance and support agreements; and (iv) periodically, from 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,	
	2011	2012
Deferred activation fees	\$ 262,000	\$ 469,000
Deferred industrial equipment installation revenue	121,000	291,000
Deferred maintenance revenue	654,000	1,478,000
Deferred remote asset management product revenue	6,385,000	8,320,000
	<u>7,422,000</u>	<u>10,558,000</u>
Less: Current portion	3,090,000	4,689,000
Deferred revenue - less current portion	<u>\$ 4,332,000</u>	<u>\$ 5,869,000</u>

During the years ended December 31, 2011 and 2012, the Company amortized deferred equipment revenue of \$3,662,000 and \$3,380,000, respectively.

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. As of December 31, 2011 and 2012, unbilled receivables were \$110,000 and \$-0-, respectively, and are included in accounts receivable in the Consolidated Balance Sheets.

NOTE 6 - NOTES RECEIVABLE AND SALES-TYPE LEASE RECEIVABLE

Notes and sales-type lease receivable consist of the following:

	December 31,	December 31,
	2011	2012
Notes receivable	\$ 215,000	\$ 76,000
Sales-type lease receivable	5,103,000	13,881,000
Less: Allowance for uncollectable minimum lease payments	-	-
	<u>5,318,000</u>	<u>13,957,000</u>
Less: Current portion		
Notes receivable	140,000	23,000
Sales-type lease receivable	1,077,000	3,120,000
	<u>1,217,000</u>	<u>3,143,000</u>
Notes and sales-type lease receivables - less current portion	<u>\$ 4,101,000</u>	<u>\$ 10,814,000</u>

Notes receivable relate to product financing arrangements that exceed one year and bear interest at approximately 8% - 10%. The notes receivable are collateralized by the equipment being financed. Amounts collected on the notes receivable are included in net cash provided by operating activities in the Consolidated Statements of Cash Flows. Unearned interest income is amortized to interest income over the life of the notes using the effective-interest method. For the years ended December 31, 2011 and 2012, there were no sales of notes receivable.

The present value of net investment in sales-type lease receivable is principally for five-year leases of the Company's product and is reflected net of unearned income of \$583,000 and \$1,362,000 at December 31, 2011 and 2012, respectively, discounted at 3% - 24%.

Scheduled maturities of minimum lease payments outstanding as of December 31, 2012 are as follows:

Year ending December 31:	
2013	\$ 3,120,000
2014	3,153,000
2015	2,975,000
2016	2,893,000
2017	1,710,000
Thereafter	30,000
	<u>13,881,000</u>
Less: Current portion	3,120,000
Total	<u>\$ 10,761,000</u>

NOTE 7 - DEFERRED COSTS

In 2009, the Company entered into a contract for a pilot program with ABCR, pursuant to which the Company's rental fleet management system was implemented on a portion of ABCR's fleet of vehicles. The term of the contract was for five years and ABCR was entitled to terminate the contract after 22 months, subject to a performance clause and early termination fees. As a result of the early termination clause, costs directly attributable to this contract, consisting principally of engineering and manufacturing costs, were being deferred until implementation of the system was completed. The deferred contract costs were charged to cost of product revenue in accordance with the cost recovery method, pursuant to which the deferred contract costs were reduced in each period by an amount equal to the product revenue recognized until all the capitalized costs were recovered, at which time the Company would recognize a gross profit, if any.

As described in Note 3 to the Consolidated Financial Statements, concurrent with the execution of SOW#1 on August 22, 2011, the contract for the pilot program was terminated and payment terms for the vehicle management systems installed under the pilot program were incorporated into SOW#1. Under the terms of SOW#1, the Company is entitled to issue sixty (60) monthly invoices of up to \$53,000 for active vehicle management systems installed under the former pilot program. In the event that ABCR terminates SOW#1, then ABCR would be liable to the Company for the net present value of all future remaining charges under SOW#1 using the implicit rate in the lease, with the payment due on the effective date of termination. With the execution of SOW#1, the Company recognized the associated revenue, since the sales price for the vehicle management systems implemented under the former pilot program is fixed and determinable and collectability is reasonably assured. As a result of the change in contractual terms, which necessitated a new methodology of revenue recognition, during the third quarter of 2011, the Company recorded product revenue and a sales-type lease receivable for the net present value of the monthly product payments of approximately \$2.0 million and recognized the remaining deferred contract costs of approximately \$1.1 million to product cost of sales in the Consolidated Statement of Operations. The maintenance portion of the monthly invoices will be recognized as service income on a monthly basis.

The Company capitalized \$783,000 of such contract costs for the ABCR pilot program and amortized \$152,000 of such costs during 2010 and capitalized \$810,000 and amortized \$306,000, respectively, through August 22, 2011. As a result of the change in contractual terms on August 22, 2011, and the resultant change in the revenue recognition methodology, the unamortized deferred contract costs of approximately \$1.1 million were charged to cost of product sales during the third quarter of 2011.

Deferred product costs consist of transportation asset management equipment costs deferred in accordance with our revenue recognition policy (see Note 5 to the Consolidated Financial Statements).

Deferred costs consist of the following:

	<u>December 31,</u>	
	<u>2011</u>	<u>2012</u>
Deferred contract costs	\$ 9,000	\$ -
Deferred product costs	3,857,000	5,031,000
	3,866,000	5,031,000
Less: Current portion	1,950,000	2,380,000
Deferred costs - less current portion	<u>\$ 1,916,000</u>	<u>\$ 2,651,000</u>

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.

NOTE 8 - INVENTORIES

Inventories consist of the following:

	<u>December 31,</u>	
	<u>2011</u>	<u>2012</u>
Components	\$ 5,075,000	\$ 4,386,000
Finished goods	3,039,000	3,126,000
	<u>\$ 8,114,000</u>	<u>\$ 7,512,000</u>

NOTE 9 - FIXED ASSETS

Fixed assets are stated at cost, less accumulated depreciation and amortization, and at December 31, 2011 and 2012, are summarized as follows:

	December 31,	
	2011	2012
Equipment	\$ 1,101,000	\$ 1,213,000
Computer software	3,234,000	3,303,000
Computer hardware	1,777,000	1,901,000
Furniture and fixtures	361,000	370,000
Automobiles	47,000	47,000
Leasehold improvements	295,000	181,000
	6,815,000	7,015,000
Accumulated depreciation and amortization	(3,723,000)	(4,614,000)
	<u>\$ 3,092,000</u>	<u>\$ 2,401,000</u>

Depreciation and amortization expense for the years ended December 31, 2010, 2011 and 2012 was \$1,265,000, \$1,195,000 and \$1,017,000, respectively. This includes amortization of costs associated with computer software and website development for the years ended December 31, 2010, 2011 and 2012 of \$581,000, \$623,000 and \$576,000, respectively.

The Company capitalizes in fixed assets the costs of software development and website development. Specifically, the assets comprise an implementation of Oracle 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 \$252,000 and \$69,000 for such projects for the years ended December 31, 2011 and 2012, respectively.

NOTE 10 - ACQUISITIONS, GOODWILL AND OTHER INTANGIBLE ASSETS

On January 7, 2010, the Company entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with General Electric Capital Corporation (“GECC”) and GE Asset Intelligence, LLC (“GEAI”), pursuant to which the Company acquired GEAI’s telematics business (the “GEAI Business”) through the purchase of 100% of the membership interests of Asset Intelligence, LLC (“AI”), a newly formed, wholly owned subsidiary of GEAI into which substantially all of the assets, including intellectual property, and liabilities of the GEAI Business had been transferred immediately prior to the closing. Effective with the closing of the transaction, AI became a wholly owned subsidiary of the Company. In connection with the transaction, AI offered employment to all of the former employees of the GEAI Business. The focus of AI’s business is in trucking, rail, marine and intermodal applications. The acquisition has provided the Company with access to a broader base of customers.

Under the terms of the Purchase Agreement, the Company paid consideration of \$15 million in cash at closing. In addition, the Company would have been required to pay additional cash consideration of up to \$2 million in or about February, 2011, contingent upon the number of new units of telematics equipment sold or subject to a binding order to be sold by AI during the year ended December 31, 2010. The Company originally recorded in the preliminary purchase price allocation \$1,017,000 of contingent consideration based on the estimated number of new units of telematics equipment expected to be sold in 2010. The fair value of the contingent consideration was estimated using a probability-weighted calculation of the number of new units of telematics equipment expected to be sold in 2010 discounted at 20.5%, which represents the Company’s weighted-average discount rate. The contingent consideration was reversed during the second quarter of 2010 based on revised forecasts which indicated AI would not meet the required number of new unit sales during the measurement period in order for the contingent consideration to become payable. Ultimately, no amounts were paid under this provision, as the applicable target was not met.

The Company incurred acquisition-related expenses of approximately \$1,355,000, of which \$1,241,000 and \$114,000 were included in selling, general and administrative expenses in 2009 and 2010, respectively.

The transaction was accounted for using the acquisition method of accounting and the purchase price was assigned to the net assets acquired based on the fair value of such assets and liabilities at the date of acquisition. The following table summarizes the final allocation of the AI purchase price to the assets acquired and liabilities assumed at the date of acquisition:

Current assets, excluding inventory	\$ 4,709,000
Inventory	5,236,000
Other assets, net	3,218,000
Current liabilities	(5,746,000)
Intangibles	6,365,000
Goodwill	1,218,000
	<u>15,000,000</u>
Fair value of assets acquired	<u>\$ 15,000,000</u>

The goodwill arising from the acquisition consists largely of the synergies and cost reductions through economies of scale expected from combining the operations of the Company and AI. The goodwill is expected to be fully deductible for tax purposes.

The fair value of the current assets acquired included trade accounts receivable with a fair value of \$3,272,000. The gross amount due was \$3,966,000, of which \$694,000 was expected to be uncollectible.

The results of operations of AI have been included in the Consolidated Statement of Operations as of the effective date of the acquisition.

The following revenues and operating loss of AI were included in the Company's consolidated results of operations for the year ended December 31, 2010:

	Year Ended December 31, 2010
	<u>2010</u>
Revenues	\$ 15,155,000
Operating loss	(3,277,000)

The following table represents the combined pro forma revenue and net loss for the years ended December 31, 2010, as if the acquisition had occurred as of January 1, 2010:

	Year Ended December 31, 2010
	Pro Forma Combined (Unaudited)
	<u>(Unaudited)</u>
Revenue	\$ 26,103,000
Net loss	(12,542,000)
Net loss per share - basic and diluted	(1.12)

The pro forma results do not include any anticipated cost synergies or other effects of the planned integration of AI. Accordingly, this summary is not necessarily indicative of what the results of operations would have been had this business acquisition occurred during such period, nor does it purport to represent results of operations for any future periods.

Identifiable intangible assets as of December 31, 2011 and 2012 consist of intangibles from the acquisition of Didbox Ltd., PowerKey and AI. Intangible assets are comprised of the following:

<u>December 31, 2012</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	\$ (406,000)	\$ 1,083,000
Tradename	5	200,000	(120,000)	80,000
Non-competition agreement	3	234,000	(234,000)	-
Technology	5	50,000	(32,000)	18,000
Workforce	5	33,000	(21,000)	12,000
Customer relationships	5	4,499,000	(2,701,000)	1,798,000
		<u>6,505,000</u>	<u>(3,514,000)</u>	<u>2,991,000</u>
Unamortized:				
Customer list		104,000	-	104,000
Trademark and Tradename		135,000	-	135,000
		<u>239,000</u>	<u>-</u>	<u>239,000</u>
Total		\$ 6,744,000	\$ (3,514,000)	\$ 3,230,000
<u>December 31, 2011</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	\$ (271,000)	\$ 1,218,000
Tradename	5	200,000	(80,000)	120,000
Non-competition agreement	3	234,000	(156,000)	78,000
Technology	5	50,000	(22,000)	28,000
Workforce	5	33,000	(14,000)	19,000
Customer relationships	5	4,499,000	(1,802,000)	2,697,000
		<u>6,505,000</u>	<u>(2,345,000)</u>	<u>4,160,000</u>
Unamortized:				
Customer list		104,000	-	104,000
Trademark and Tradename		135,000	-	135,000
		<u>239,000</u>	<u>-</u>	<u>239,000</u>
Total		\$ 6,744,000	\$ (2,345,000)	\$ 4,399,000

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. At December 31, 2012, the Company determined that no impairment existed to the goodwill, customer list and trademark and trade name of its acquired intangible assets. The Company also determined that the use of indefinite lives for the customer list and trademark and trade name remains applicable at December 31, 2012, as the Company expects to continue to derive future benefits from these intangible assets.

Amortization expense for the years ended December 31, 2010, 2011 and 2012 was \$1,170,000, \$1,172,000 and \$1,169,000, respectively. Future amortization expense for the intangible assets at December 31, 2012 is as follows:

Year ending December 31:	
2013	1,091,000
2014	1,086,000
2015	135,000
2016	135,000
2017	135,000

NOTE 11 - LINE OF CREDIT

In October 2008, the Company received an offer (the "Offer") from UBS for a put right (the "ARSR") permitting the Company to sell to UBS at par value all ARS held by the Company, all of which were purchased by the Company from UBS, at a future date (any time during a two-year period beginning June 30, 2010). Included as part of the Offer, the Company received a commitment to obtain a loan for 75% of the UBS-determined value of the ARS at any time until the put option is exercised at a variable interest rate equal to the lesser of: (i) the applicable reference rate plus a spread set forth in the applicable credit agreement and (ii) the then-applicable weighted-average interest or dividend rate paid to the Company by the issuer of the ARS that is pledged to UBS as collateral. The Company accepted the Offer in November 2008. In March 2009, the Company borrowed \$12,900,000 (which amount was equal to 75% of the UBS-determined value of the ARS) against this credit facility. Principal payments reduced the Company's obligation to \$11,638,000 at December 31, 2009. The line of credit facility was payable on demand. The line of credit facility was repaid in July 2010 from the redemption of the ARS. Upon the redemption of the ARS, the line of credit terminated.

NOTE 12 - NET LOSS PER SHARE

Basic and diluted loss per share	December 31,		
	2010	2011	2012
Net loss	\$ (12,611,000)	\$ (4,040,000)	\$ (2,592,000)
Weighted-average common shares outstanding - basic and diluted	11,239,000	11,162,000	11,744,000
Net loss per share - basic and diluted	\$ (1.12)	\$ (0.36)	\$ (0.22)

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, restricted stock, warrants and performance share awards. For the years ended December 31, 2010, 2011 and 2012, 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 2,985,000, 2,823,000 and 3,095,000, respectively, would have been anti-dilutive. The SOW#2 warrants also have no impact on diluted loss per share since they are considered unissued as of December 31, 2012.

NOTE 13 - STOCK-BASED COMPENSATION

[A] Stock options:

The Company adopted the 1995 Stock Option Plan, pursuant to which the Company had the right to grant options to purchase up to an aggregate of 1,250,000 shares of common stock. The Company also 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 Company also adopted the 1999 Director Option Plan, pursuant to which the Company had the right to grant options to purchase up to an aggregate of 600,000 shares of common stock. The 1995 Stock Option Plan expired during 2005 and the 1999 Stock and Director Option Plans expired during 2009 and the Company cannot issue additional options under these plans.

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 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. 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.

A summary of the status of the Company's stock options as of December 31, 2010, 2011 and 2012 and changes during the years then ended, is presented below:

	2010		2011		2012	
	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	2,659,000	\$ 8.88	2,666,000	\$ 7.34	2,462,000	\$ 7.41
Granted	668,000	2.96	135,000	4.55	272,000	5.93
Exercised	(1,000)	2.31	(32,000)	2.35	(56,000)	3.85
Expired	(232,000)	7.48	(230,000)	5.66	-	-
Forfeited	(428,000)	10.05	(77,000)	7.14	(110,000)	7.56
Outstanding at end of year	<u>2,666,000</u>	\$ 7.34	<u>2,462,000</u>	\$ 7.41	<u>2,568,000</u>	\$ 7.33
Exercisable at end of year	<u>1,522,000</u>	\$ 9.60	<u>1,437,000</u>	\$ 10.06	<u>1,649,000</u>	\$ 9.06

The following table summarizes information about stock options at December 31, 2012:

Exercise Prices (\$)	Options Outstanding				Options Exercisable		
	Number Outstanding	Weighted - Average Remaining Contractual Life	Weighted - Average Exercise Price	Aggregate Intrinsic Value	Number Outstanding	Weighted - Average Exercise Price	Aggregate Intrinsic Value
1.97 - 3.81	803,000	7 years	\$ 3.12		334,000	\$ 3.34	
3.82 - 7.40	1,000,000	5 years	5.79		566,000	6.05	
7.41 - 14.15	529,000	3 years	10.65		513,000	10.74	
14.16 - 19.94	73,000	3 years	17.30		73,000	17.30	
19.95 - 25.38	163,000	3 years	22.38		163,000	22.38	
	<u>2,568,000</u>	5 years	\$ 7.33	\$ 2,543,000	<u>1,649,000</u>	\$ 9.06	\$ 1,014,000

	Number Outstanding	Weighted-Average Exercise Price	Aggregate Intrinsic Value	Weighted-Average Remaining Contractual Life
Options exercisable at December 31, 2012	1,649,000	\$ 9.06	\$ 1,014,000	3.61
Vested and expected to vest at December 31, 2012	2,568,000	\$ 7.33	\$ 2,543,000	5.13

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,		
	2010	2011	2012
Expected volatility	52.5% - 58.9%	54.1% - 57.2%	44.4% - 55.5%
Expected life of options	3.0 - 5.0 years	3.0 - 5.0 years	3.0 - 5.0 years
Risk free interest rate	1.7%	1.6%	0.5%
Dividend yield	0%	0%	0%
Weighted-average fair value of options granted during the year	\$ 1.31	\$ 1.91	\$ 1.86

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, 2010, 2011 and 2012, the Company recorded \$1,250,000, \$782,000 and \$614,000, 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, 2010, 2011 and 2012 was \$1,000, \$35,000 and \$83,000, respectively.

The fair value of options vested during the years ended December 31, 2010, 2011 and 2012 was \$1,677,000, \$773,000 and \$657,000, respectively. As of December 31, 2012, there was \$846,000 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 1.8 years.

[B] Restricted Stock Awards:

In 2006, the Company began granting 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, 2010, 2011 and 2012 is as follows:

	<u>Number of Non-vested Shares</u>	<u>Weighted - Average Grant Date Fair Value</u>
Non-vested at January 1, 2010	172,000	\$ 3.78
Granted	206,000	2.73
Vested	(20,000)	5.62
Forfeited	<u>(39,000)</u>	3.15
Non-vested at December 31, 2010	319,000	\$ 3.07
Granted	63,000	4.55
Vested	(21,000)	2.88
Forfeited	<u>-</u>	-
Non-vested at December 31, 2011	361,000	\$ 3.34
Granted	75,000	5.93
Vested	(143,000)	3.79
Forfeited	<u>-</u>	-
Non-vested at December 31, 2012	<u>293,000</u>	\$ 3.79

For the years ended December 31, 2010, 2011 and 2012, the Company recorded \$273,000, \$370,000 and \$510,000 respectively, of stock-based compensation expense in connection with the restricted stock grants. As of December 31, 2012, there was \$497,000 of total unrecognized compensation cost related to non-vested shares. That cost is expected to be recognized over a weighted-average period of 1.6 years.

[C] Performance Shares:

The Company grants performance shares to certain key employees pursuant to the 2007 Equity Compensation Plan, as amended. The issuance of the shares of the Company's common stock underlying the performance shares is subject to the achievement of stock price targets of the Company's common stock at the end of a three-year measurement period from the date of issuance, with the ability to achieve prorated performance shares during interim annual measurement periods. The annual measurement period is based on a trading-day average of the Company's stock after the announcement of annual results. If the stock price performance triggers are not met, the performance shares will not vest and will automatically be returned to the plan. If the stock price performance triggers are met, then the shares will be issued to the employees. Under the applicable accounting guidance, stock compensation expense at the fair value of the shares expected to vest is recorded even if the aforementioned stock price targets are not met. Stock-based compensation expense related to these performance shares for the years ended December 31, 2010, 2011 and 2012 was insignificant.

The following table summarizes the activity relating to the Company's performance shares for the years ended December 31, 2010, 2011 and 2012:

	<u>Non-vested Shares</u>
Performance shares, non-vested, January 1, 2010	233,000
Granted	94,000
Vested	-
Forfeited	<u>-</u>
Performance shares, non-vested, December 31, 2010	327,000
Granted	-
Vested	-
Forfeited	<u>-</u>
Performance shares, non-vested, December 31, 2011	327,000
Granted	40,000
Vested	-
Forfeited	<u>(233,000)</u>
Performance shares, non-vested, December 31, 2012	<u>134,000</u>

[D] Warrants:

In connection with the Purchase Agreement with Avis Budget Group, Inc. (“Avis Budget Group”) entered into on August 22, 2011 (the “Effective Date”), the Company issued and sold to Avis Budget Group a warrant (the “Warrant”) to purchase up to an aggregate of 600,000 shares of the Company’s common stock (collectively, the “Warrant Shares”) at an exercise price of \$10.00 per share of common stock. The Warrant is exercisable (i) with respect to 100,000 shares of common stock, at any time after the Effective Date and on or before the fifth (5th) anniversary thereof, and (ii) with respect to 500,000 shares of common stock, at any time on or after the date (if any) on which Avis Budget Car Rental, LLC, a Delaware limited liability company (“ABCR”) and the subsidiary of Avis Budget Group that is the counterparty under the Master Agreement (described in Note 3 to the Consolidated Financial Statements), executes and delivers to the Company SOW#2 (as defined in the Master Agreement) and on or before the fifth (5th) anniversary of the Effective Date.

The Warrant may be exercised by means of a “cashless exercise” solely in the event that on the later of (i) the one-year anniversary of the Effective Date and (ii) the date on which the Warrant is exercised by the holder, the Company is eligible to file a registration statement on Form S-3 to register the Warrant Shares for resale by the holder and a re-sale registration statement on Form S-3 registering the Warrant Shares for resale by the holder is not then declared effective by the Securities and Exchange Commission (the “SEC”) and available for use by the holder. The Company has agreed to file such a registration statement (on Form S-3 only, or a successor thereto) within 30 days of the holder’s request therefor, and to have such registration statement declared effective within 90 days of such request, if there is no review by the Staff of the SEC, and within 120 days, if there has been a review by the Staff of the SEC. As of December 31, 2012, the Company has not yet been requested to file such a registration statement.

The exercise price of the Warrant and, in some cases, the number of shares of our common stock issuable upon exercise, are subject to adjustment in the case of stock splits, stock dividends, combinations of shares, similar recapitalization transactions and certain pro-rata distributions to holders of common stock. In the event of a fundamental transaction involving the Company, such as a merger, consolidation, sale of substantially all of the Company’s assets or similar reorganization or recapitalization, the holder will be entitled to receive, upon exercise of the Warrant, any securities or other consideration received by the holders of the Company’s common stock pursuant to such fundamental transaction.

The Company is required to reserve a sufficient number of shares of common stock for the purpose enabling the Company to issue the Warrant Shares pursuant to any exercise of the Warrants. As of December 31, 2012, the Company has sufficient shares reserved.

The 100,000 Warrant Shares which vested on the Effective Date were valued at \$137,000 based on a Black-Scholes pricing model using the following assumptions: risk-free interest rate of 0.941%, expected life of 5 years, expected volatility of 54.6% and an expected dividend yield of 0.0%. The \$137,000 fair value was recorded as reduction of product revenue pursuant to the applicable accounting guidance during the third quarter of 2011. The Company has determined that the Warrants should be accounted for as an equity instrument.

The remaining 500,000 Warrant Shares underlying the Warrant, which vest upon the execution of SOW#2, have not been valued at this time since the Company has not determined that it is probable that SOW#2 will be executed and that the Warrant will become exercisable for these remaining 500,000 Warrant Shares. Since there is no penalty for failure to execute SOW#2, there is no performance commitment date and, therefore, there is no measurement date for these 500,000 Warrant Shares underlying the Warrant until SOW#2 is executed.

NOTE 14 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2012</u>
Accounts payable	\$ 7,160,000	\$ 3,833,000
Accrued warranty	752,000	520,000
Accrued compensation	1,388,000	1,182,000
Other current liabilities	182,000	103,000
	<u>\$ 9,482,000</u>	<u>\$ 5,638,000</u>

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.

The following table summarizes warranty activity during the years ended December 31, 2011 and 2012:

	<u>Year Ended</u>	
	<u>2011</u>	<u>2012</u>
Accrued warranty reserve, beginning of year	\$ 2,069,000	\$ 752,000
Accrual for product warranties issued	330,000	289,000
Product replacements and other warranty expenditures	(745,000)	(386,000)
Expiration of warranties	(902,000)	(135,000)
Accrued warranty reserve, end of period	<u>\$ 752,000</u>	<u>\$ 520,000</u>

NOTE 15 - CONCENTRATION OF CUSTOMERS

One customer accounted for 18% of the Company's revenue, 14% of the Company's accounts receivable and 70% of notes and sales-type lease receivables during the year ended and as of December 31, 2012. An additional customer accounted for 15% of the Company's revenue and 12% of the Company's accounts receivable during the year ended and as of December 31, 2012.

Three customers accounted for 17%, 11% and 10% of the Company's revenue and two of those customers accounted for 14% and 13% of the Company's accounts receivable during the year ended and as of December 31, 2011. One customer accounted for 69% of notes and sales-type lease receivables as of December 31, 2011.

One customer accounted for 26% of the Company's revenue and 13% of the Company's accounts receivable during the year ended and as of December 31, 2010.

NOTE 16 - STOCKHOLDERS' EQUITY

[A] 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.

[B] 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. For the year ended December 31, 2012, the Company purchased a total of approximately 45,000 shares of its common stock in open market transactions under the stock repurchase program for an aggregate purchase price of \$193,000. As of December 31, 2012, 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.

In addition, on May 3, 2007, the Company 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. The Company did not purchase any shares of its common stock under the 2007 Repurchase Program during 2012. The Company had purchased a total of 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.

[C] Rights plan:

In July 2009, the Company amended its Amended and Restated Certificate of Incorporation in order to create a new series of preferred stock, to be designated the Series A Junior Participating Preferred Stock (the "Preferred Stock"). Shareholders of the Preferred Stock, if issued, would be entitled to certain minimum quarterly dividend rights, voting rights, and liquidation preferences.

In connection with the designation of the Preferred Stock, the Company previously entered into a shareholder rights plan (the "Rights Plan"), which was established in July 2009 and had a three-year term that expired in July 2012 and was not renewed following expiration. Under the Rights Plan, the Board of Directors had authorized and declared and paid a dividend of one Right (as defined below) for each share of the Company's common stock outstanding as of July 13, 2009. Each of the Rights, which were registered with the SEC in July 2009, would have entitled the registered holder thereof to purchase from the Company 1/1,000th (subject to prospective anti-dilution adjustments) of a share of Preferred Stock at a purchase price of \$19.47 (a "Right").

[D] Shares withheld:

During the year ended December 31, 2012, 18,000 shares of the Company's common stock were withheld to satisfy tax withholding obligations and to pay the exercise price of such awards in the aggregate amount of \$100,000 in connection with the exercise of employee stock options.

During the year ended December 31, 2011, 14,000 shares of the Company's common stock were withheld to satisfy tax withholding obligations and to pay the exercise price of such awards in the aggregate amount of \$47,000 in connection with the exercise of employee stock options.

During the year ended December 31, 2010, 4,000 shares of the Company's common stock were withheld to satisfy tax withholding obligations and to pay the exercise price of such awards in the aggregate amount of \$10,000 in connection with the vesting of restricted shares and the exercise of employee stock options.

NOTE 17 - INCOME TAXES

At December 31, 2012, the Company had an aggregate net operating loss carryforward of approximately \$44,000,000 for U.S. federal income tax purposes, of which \$7,603,000 relates to stock options for which there were no compensation charges for financial reporting. Accordingly, any future tax benefit upon utilization of that net operating loss would be credited to additional paid-in capital. The Company has not included this amount in deferred tax assets. At December 31, 2012, the Company had an aggregate net operating loss carryforward of approximately \$22,610,000 for state income tax purposes and a foreign net operating loss carryforward of approximately \$1,186,000. Substantially all of the net operating loss carryforwards expire from 2020 through 2032 for federal purposes and from 2015 through 2018 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.

The Company has incurred research and development ("R&D") expenses, a portion of which may qualify for R&D tax credits. The Company has not conducted an R&D credit study to quantify the amount of the credit and has not claimed any R&D tax credit on its Federal income tax returns. The Company may conduct such a study in future years and may establish the R&D credit carryforward for prior years. In such an event, the net operating loss carryforward for Federal income tax purposes would be correspondingly reduced by the amount of the credit.

We have New Jersey net operating loss carryforwards ("NJ NOLs") in the approximate amount of \$18,583,000 expiring through 2018, which are available to reduce future earnings which would otherwise be subject to state income tax. As of December 31, 2012, approximately \$9,500,000 of these New Jersey loss carryforwards had been approved for future sale under a program of the New Jersey Economic Development Authority, which we refer to as the NJEDA. In order to realize these benefits, we must apply to the NJEDA each year and must meet various requirements for continuing eligibility. In addition, the program must continue to be funded by the State of New Jersey, and there are limitations based on the level of participation by other companies. Since specific sales transactions are subject to approval by the NJEDA, we recognize the associated tax benefits in the financial statements as they are approved. As of December 31, 2012, the Company received approval for the sale of approximately \$9.5 million of NJ NOLs, subject to an 83.9% seller's allocation factor (\$8.0 million, net) for approximately \$662,000. As such, the Company reversed the valuation allowance related to these NJ NOLs in 2012. In January 2013, the Company sold these NJ tax benefits for approximately \$662,000. As of December 31, 2011, the Company had received approval for the sale of approximately \$11.9 million of NJ NOLs, subject to a 39.6% seller's allocation factor (\$4.7 million, net) which were sold in February 2012 for approximately \$390,000. As such, the Company reversed the valuation allowance related to these NJ NOLs in 2011.

The Company has net deferred tax assets of approximately \$19,500,000 and \$19,192,000 at December 31, 2011 and 2012, respectively. The decrease in the deferred tax asset is primarily attributable to the sale of the NJ net operating losses and the use of net operating losses against taxable income in 2012. The Company had other temporary differences between financial and tax reporting for stock-based compensation, fixed asset depreciation expense, deferred revenue, deferred expenses and acquisition-related expenses.

The Company has elected to use the incremental approach for financial statement purposes. Under this approach, the Company will utilize net operating loss carryforwards before utilizing excess benefit from exercise of options during the current year. The Company has provided a valuation allowance against the full amount of its deferred tax asset, net of the benefit expected to be derived from the sale of the NJ NOLs discussed above, since the likelihood of realization cannot be determined. 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 2010, 2011 and 2012 by \$4,323,000, \$1,328,000 and \$(580,000), respectively.

Loss before income taxes consists of the following:

	Year Ended December 31,		
	2010	2011	2012
U.S. operations	\$ (12,310,000)	\$ (4,198,000)	\$ (2,736,000)
Foreign operations	(301,000)	(232,000)	(518,000)
	<u>\$ (12,611,000)</u>	<u>\$ (4,430,000)</u>	<u>\$ (3,254,000)</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,		
	2010	2011	2012
Income tax benefit at the federal statutory rate	\$ (4,283,000)	\$ (1,499,000)	\$ (1,106,000)
State and local income taxes, net of effect on federal taxes	(824,000)	(294,000)	(256,000)
Increase (decrease) in valuation allowance	4,323,000	1,328,000	(580,000)
ISO grants and restricted shares	484,000	276,000	224,000
Expiration and adjustment on sale of state net operating loss	141,000	-	428,000
Sale of NJ net operating loss carryforwards		(390,000)	-
Permanent differences and other	159,000	189,000	628,000
	<u>\$ -</u>	<u>\$ (390,000)</u>	<u>\$ (662,000)</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2011 and 2012 are presented below:

	December 31,	
	2011	2012
Deferred tax assets:		
Net operating loss carryforwards	\$ 15,159,000	\$ 13,928,000
Stock-based compensation	1,319,000	1,357,000
Acquisition related expenses	469,000	433,000
Deferred revenue	2,713,000	4,058,000
Intangibles, amortization	423,000	642,000
Inventories	536,000	461,000
Other deductible temporary differences	553,000	670,000
	<u>21,172,000</u>	<u>21,549,000</u>
Total gross deferred tax assets		
Less: Valuation allowance	(19,110,000)	(18,530,000)
	<u>2,062,000</u>	<u>3,019,000</u>
Deferred tax liabilities:		
Deferred expenses	(1,452,000)	(1,996,000)
Fixed assets, depreciation	(220,000)	(361,000)
	<u>(1,672,000)</u>	<u>(2,357,000)</u>
Net deferred tax assets	<u>\$ 390,000</u>	<u>\$ 662,000</u>

NOTE 18 - WHOLLY OWNED FOREIGN SUBSIDIARIES

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

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

	Year Ended December 31,		
	2010	2011	2012
Net revenue	\$ 1,111,000	\$ 1,576,000	\$ 1,198,000
Net loss	(185,000)	(109,000)	(420,000)

Total assets of the GmbH were \$1,761,000 and \$1,739,000 as of December 31, 2011 and 2012, respectively. The GmbH operates in a local currency environment using the Euro as its functional currency.

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

	Year Ended December 31,		
	2010	2011	2012
Net revenue	\$ 395,000	\$ 763,000	\$ 1,133,000
Net loss	(116,000)	(123,000)	(98,000)

Didbox's total assets were \$810,000 and \$1,291,000 as of December 31, 2011 and 2012, respectively. Didbox operates in a local currency environment using the British Pound as its functional currency.

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, with the related translation gains or losses reported as components of accumulated other comprehensive income/loss in consolidated stockholders' equity. Net exchange gains or losses resulting from the translation of foreign financial statements and the effect of exchange rate changes on intercompany transactions of a long-term investment nature resulted in a translation (loss) gain of \$(23,000), \$(4,000) and \$6,000 at December 31, 2010, 2011 and 2012, respectively, which is included in comprehensive loss in the Consolidated Statement of Changes in Stockholders' Equity.

Gains and losses resulting from foreign currency transactions are included in determining net income or loss. Foreign currency transaction gains (losses) for the years ended December 31, 2010, 2011 and 2012 of \$(20,000), \$(30,000) and \$(15,000), respectively, are included in selling, general and administrative expenses in the Consolidated Statement of Operations.

NOTE 19 - 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:

	<u>Foreign currency items</u>	<u>Unrealized gain (losses) on investments</u>	<u>Accumulated other comprehensive income</u>
Balance at January 1, 2010	\$ 1,000	\$ (61,000)	\$ (60,000)
Net current period change	<u>(23,000)</u>	<u>46,000</u>	<u>23,000</u>
Balance at December 31, 2010	<u>\$ (22,000)</u>	<u>\$ (15,000)</u>	<u>\$ (37,000)</u>
Net current period change	<u>(4,000)</u>	<u>(8,000)</u>	<u>(12,000)</u>
Balance at December 31, 2011	<u>\$ (26,000)</u>	<u>\$ (23,000)</u>	<u>\$ (49,000)</u>
Net current period change	<u>6,000</u>	<u>\$ 96,000</u>	<u>\$ 102,000</u>
Balance at December 31, 2012	<u>\$ (20,000)</u>	<u>\$ 73,000</u>	<u>\$ 53,000</u>

NOTE 20 - REDUCTION IN WORK FORCE

As a result of the integration of AI, the Company eliminated 39 positions during 2010, representing approximately 32% of our total personnel. In order to earn a severance payment, affected employees were required to complete their transition duties and execute a general release agreement. Total severance costs incurred during the year ended December 31, 2010 were \$487,000, of which \$100,000 is included in research and development expenses and \$387,000 is included in selling, general and administrative expenses in the Consolidated Statement of Operations. These costs were paid as of December 31, 2010.

NOTE 21 - COMMITMENTS AND CONTINGENCIES

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

[A] Contingencies:

The Company is not currently subject to any material commitments and legal proceedings, nor, to management's knowledge, is any material legal proceeding threatened against the Company.

The Company sued a competitor for patent infringement in the United States District Court for the District of New Jersey. The competitor countersued for breach of contract against the Company in the United States District Court for the Northern District of Texas. On September 9, 2011, the parties entered into an agreement to settle the outstanding litigation for a \$275,000 payment from the competitor to the Company. The Company recognized the \$275,000 payment in other income in the Consolidated Statement of Operations during 2011.

[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, 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 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.

[C] Operating leases:

The Company is obligated under operating leases for its facilities and offices. The Company's operating leases provide for minimum annual rental payments as follows:

Year Ending December 31,	
2013	652,000
2014	660,000
2015	625,000
2016	476,000
2017	485,000
Thereafter	1,569,000
	<u>\$ 4,467,000</u>

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 and September 2015, respectively, also provide for escalations relating to increases in real estate taxes and certain operating expenses. In addition, the Company leases sales and administrative offices in Basingstoke, United Kingdom and Dusseldorf, Germany.

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 \$596,000, \$813,000 and \$900,000 for the years ended December 31, 2010, 2011 and 2012, respectively.

NOTE 22 - QUARTERLY SELECTED FINANCIAL DATA (UNAUDITED)

The following tables contain selected quarterly financial data for each quarter for the years ended December 31, 2011 and 2012. 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, 2012			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenues:				
Products	\$ 5,711,000	\$ 4,761,000	\$ 11,273,000	\$ 6,895,000
Services	<u>4,101,000</u>	<u>3,920,000</u>	<u>4,206,000</u>	<u>3,768,000</u>
	9,812,000	8,681,000	15,479,000	10,663,000
Cost of revenues:				
Cost of products	3,463,000	2,810,000	5,385,000	4,380,000
Cost of services	<u>1,403,000</u>	<u>1,321,000</u>	<u>1,497,000</u>	<u>1,446,000</u>
	4,866,000	4,131,000	6,882,000	5,826,000
Gross Profit	4,946,000	4,550,000	8,597,000	4,837,000
Selling, general and administrative expenses	5,589,000	5,671,000	5,467,000	5,682,000
Research and development expenses	1,114,000	1,085,000	1,098,000	1,044,000
Other income, net	<u>110,000</u>	<u>140,000</u>	<u>135,000</u>	<u>181,000</u>
Net (loss) income before income tax benefit	(1,647,000)	(2,066,000)	2,167,000	(1,708,000)
Income tax benefit - sale of NJ net operating losses				662,000
Net (loss) income	<u>\$ (1,647,000)</u>	<u>\$ (2,066,000)</u>	<u>\$ 2,167,000</u>	<u>\$ (1,046,000)</u>
Net (loss) income per share - basic and diluted	<u>\$ (0.14)</u>	<u>\$ (0.18)</u>	<u>\$ 0.18</u>	<u>\$ (0.09)</u>

	Year Ended December 31, 2011			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenues:				
Products	\$ 3,804,000	\$ 3,959,000	\$ 6,912,000	\$ 7,775,000
Services	<u>4,030,000</u>	<u>4,374,000</u>	<u>4,372,000</u>	<u>4,066,000</u>
	7,834,000	8,333,000	11,284,000	11,841,000
Cost of revenues:				
Cost of products	2,181,000	2,345,000	3,833,000	4,504,000
Cost of services	<u>1,492,000</u>	<u>1,510,000</u>	<u>1,529,000</u>	<u>1,329,000</u>
	3,673,000	3,855,000	5,362,000	5,833,000
Gross Profit	4,161,000	4,478,000	5,922,000	6,008,000
Selling, general and administrative expenses	5,095,000	5,726,000	5,669,000	5,505,000
Research and development expenses	906,000	870,000	827,000	931,000
Other income, net	<u>75,000</u>	<u>75,000</u>	<u>360,000</u>	<u>20,000</u>
Net loss before income tax benefit	(1,765,000)	(2,043,000)	(214,000)	(408,000)
Income tax benefit - sale of NJ net operating losses				390,000
Net loss	<u>\$ (1,765,000)</u>	<u>\$ (2,043,000)</u>	<u>\$ (214,000)</u>	<u>\$ (18,000)</u>
Net loss per share - basic and diluted	<u>\$ (0.16)</u>	<u>\$ (0.19)</u>	<u>\$ (0.02)</u>	<u>\$ (0.00)</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

During the fourth quarter of our fiscal year ended December 31, 2012, our management, including the principal executive officer and principal financial officer, evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) related to the recording, processing, summarization, and reporting of information in our reports that we file with the SEC. These disclosure controls and procedures have been designed to ensure that material information relating to us is made known to our management, including these officers, by other of our employees, and that this information is recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the SEC's rules and forms. 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 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. Our controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2012, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective as of December 31, 2012 to reasonably ensure that the 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 that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, 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 Exchange Act Rules 13a-15(f) and 15d-15(f). 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 of our internal control over financial reporting based on the framework in 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, 2012.

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 2013 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 mailed to stockholders and 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 2013 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 mailed to stockholders and 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 2013 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 mailed to stockholders and 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 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 2013 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 mailed to stockholders and 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 2013 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 mailed to stockholders and 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:

Report of Independent Registered Public Accounting Firm	50
Consolidated Balance Sheets as of December 31, 2011 and 2012	51
Consolidated Statements of Operations for the Years Ended December 31, 2010, 2011 and 2012	52
Consolidated Statements of Comprehensive Loss for the Years Ended December 31, 2010, 2011 and 2012	53
Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2010, 2011 and 2012	54
Consolidated Statements of Cash Flows for the Years Ended December 31, 2010, 2011 and 2012	55
Notes to the Consolidated Financial Statements	56

(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).
- 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).
- 3.2 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).

- 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).
- 4.2 Rights Agreement, dated as of July 1, 2009, between I.D. Systems, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.2 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).
- 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).*
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- 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).*
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- 10.9 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).*
- 10.10 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).
- 10.11 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).*

- 10.12 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).
- 10.13 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).
- 10.14 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).
- 10.15 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).
- 10.16 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).
- 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.SCH XBRL Taxonomy Extension Schema Document.**
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.**
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.**
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.**
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.**

* Management contract or compensatory plan or arrangement.

** Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

(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 29, 2013

I.D. SYSTEMS, INC.

By: /s/ Jeffrey M. Jagid

Jeffrey M. Jagid
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.

Signature	Title	Date
<u>/s/ Jeffrey M. Jagid</u> Jeffrey M. Jagid	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2013
<u>/s/ Kenneth S. Ehrman</u> Kenneth S. Ehrman	President and Director	March 29, 2013
<u>/s/ Ned Mavrommatis</u> Ned Mavrommatis	Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2013
<u>/s/ Lawrence S. Burstein</u> Lawrence Burstein	Director	March 29, 2013
<u>/s/ Harold D. Copperman</u> Harold D. Copperman	Director	March 29, 2013
<u>/s/ Michael P. Monaco</u> Michael Monaco	Director	March 29, 2013

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>
Inventory reserve				
Year ended December 31, 2012	\$ 710	\$ -	(24)	\$ 686
Year ended December 31, 2011	\$ 872	\$ -	(162)	\$ 710
Year ended December 31, 2010	\$ 930	\$ -	(58)	\$ 872

<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>
Allowance for doubtful accounts				
Year ended December 31, 2012	\$ 366	\$ 432	(145)	\$ 653
Year ended December 31, 2011	\$ 161	\$ 275	(70)	\$ 366
Year ended December 31, 2010	\$ 106	\$ 65	(10)	\$ 161

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).
 - 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).
 - 3.2 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).
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- 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).
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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.SCH XBRL Taxonomy Extension Schema Document.**

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.**

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.**

101.LAB XBRL Taxonomy Extension Label Linkbase Document.**

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.**

* Management contract or compensatory plan or arrangement.

** Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

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

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby 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 and 333-144709) and on Form S-3 (No. 333-116144) of our report dated March 29, 2013 with respect to our audits of the consolidated balance sheets of I.D. Systems, Inc. as of December 31, 2011 and 2012, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, cash flows and schedule for each of the years in the three-year period ended December 31, 2012, which reports appear in the December 31, 2012 annual report on Form 10-K of I.D. Systems, Inc. We also consent to the reference to our firm under the heading "Experts" in the Registration Statement on Form S-3 (Registration No. 333-116144).

/s/ EisnerAmper LLP

New York, New York
March 29, 2013

CERTIFICATIONS

I, Jeffrey M. Jagid, 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 29, 2013

/s/ Jeffrey M. Jagid

Name: Jeffrey M. Jagid
Title: Chief Executive Officer
(Principal Executive Officer)

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 29, 2013

/s/ Ned Mavrommatis

Name: Ned Mavrommatis
Title: Chief Financial Officer
(Principal Financial Officer)

**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, 2012, as filed with the Securities and Exchange Commission on the date hereof, I, Jeffrey M. Jagid, 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; 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 29, 2013

/s/ Jeffrey M. Jagid

Name: Jeffrey M. Jagid
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.

**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, 2012, 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; 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 29, 2013

/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.
