

PAR TECHNOLOGY CORP  
Form 10-Q  
May 07, 2014

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

FORM 10-Q

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

For the Quarter Ended March 31, 2014. Commission File Number 1-9720  
OR

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

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number \_\_\_\_\_

PAR TECHNOLOGY CORPORATION  
(Exact name of registrant as specified in its charter)

|  |   |
|--|---|
| Delaware   | 16-1434688                              |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |
| PAR Technology Park  |   |
| 8383 Seneca Turnpike   |   |
| New Hartford, New York   | 13413-4991                              |
| (Address of principal executive offices)                       | (Zip Code)                              |

Registrant's telephone number, including area code: (315) 738-0600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large Accelerated Filer  Accelerated Filer  Non Accelerated Filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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

The number of shares outstanding of registrant's common stock, as of May 1, 2014 – 15,646,564 shares.

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FINANCIAL INFORMATION

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

## PAR TECHNOLOGY CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

(Unaudited)

|   | For the three<br>months ended<br>March 31, |           |
|---|--|-----------|
|   | 2014                                       | 2013      |
| Net revenues:   |  |           |
| Product   | \$18,592                                   | \$23,916  |
| Service   | 14,250                                     | 16,020    |
| Contract  | 23,699                                     | 26,738    |
|   | 56,541                                     | 66,674    |
| Costs of sales:   |  |           |
| Product   | 12,903                                     | 16,473    |
| Service   | 9,553                                      | 11,552    |
| Contract  | 22,072                                     | 25,479    |
|   | 44,528                                     | 53,504    |
| Gross margin  | 12,013                                     | 13,170    |
| Operating expenses:   |  |           |
| Selling, general and administrative                             | 9,263                                      | 10,205    |
| Research and development  | 3,864                                      | 4,140     |
|   | 13,127                                     | 14,345    |
| Operating loss from continuing operations                       | (1,114 )                                   | (1,175 )  |
| Other expense, net  | (78 )                                      | (34 )     |
| Interest expense  | (17 )                                      | (13 )     |
| Loss from continuing operations before benefit for income taxes | (1,209 )                                   | (1,222 )  |
| Benefit for income taxes  | 220  | 853       |
| Loss from continuing operations                                 | (989 )                                     | (369 )    |
| Discontinued operations   |  |           |
| Loss on discontinued operations (net of tax)                    | -  | (15 )     |
| Net Loss  | \$(989 )                                   | \$(384 )  |
| Basic Earnings per Share:                                       |  |           |
| Loss from continuing operations                                 | (0.06 )                                    | (0.02 )   |
| Loss from discontinued operations                               | -  | (0.00 )   |
| Net Loss  | \$(0.06 )                                  | \$(0.03 ) |
| Diluted Earnings per Share:                                     |  |           |
| Loss from continuing operations                                 | (0.06 )                                    | (0.02 )   |
| Loss from discontinued operations                               | -  | (0.00 )   |
| Net Loss  | \$(0.06 )                                  | \$(0.03 ) |
| Weighted average shares outstanding                             |  |           |
| Basic   | 15,499                                     | 15,154    |
| Diluted   | 15,499                                     | 15,154    |

See accompanying notes to consolidated financial statements

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PAR TECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(in thousands)

(Unaudited)

|  | For the three<br>months<br>ended March<br>31, |         |
|--|---|---------|
|  | 2014  | 2013    |
| Net loss                                 | \$(989)                                       | \$(384) |
| Other comprehensive loss net of tax:     |   |         |
| Foreign currency translation adjustments | 10  | (317)   |
| Comprehensive loss                       | \$(979)                                       | \$(701) |

See accompanying notes to consolidated financial statements

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## PAR TECHNOLOGY CORPORATION AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(in thousands, except share amounts)

|   | March<br>31,<br>2014 | December<br>31,<br>2013 |
|---|----------------------|-------------------------|
| Assets  |                      |                         |
| Current assets:   |                      |                         |
| Cash and cash equivalents   | \$10,296             | \$10,015                |
| Accounts receivable-net   | 34,152               | 30,688                  |
| Inventories-net   | 22,844               | 24,465                  |
| Income tax refund   | 80                   | -                       |
| Deferred income taxes   | 4,496                | 3,747                   |
| Other current assets  | 3,278                | 3,418                   |
| Total current assets  | 75,146               | 72,333                  |
| Property, plant and equipment - net   | 5,719                | 5,494                   |
| Deferred income taxes   | 14,555               | 15,083                  |
| Goodwill  | 6,852                | 6,852                   |
| Intangible assets - net   | 15,601               | 15,071                  |
| Other assets  | 2,832                | 2,675                   |
| Total Assets  | \$120,705            | \$117,508               |
| Liabilities and Shareholders' Equity  |                      |                         |
| Current liabilities:  |                      |                         |
| Current portion of long-term debt   | \$153                | \$166                   |
| Accounts payable  | 17,937               | 17,200                  |
| Accrued salaries and benefits   | 5,344                | 6,663                   |
| Accrued expenses  | 3,180                | 2,701                   |
| Customer deposits   | 992                  | 1,071                   |
| Deferred service revenue  | 16,285               | 12,170                  |
| Income taxes payable  | -                    | 185                     |
| Total current liabilities   | 43,891               | 40,156                  |
| Long-term debt  | 876                  | 918                     |
| Other long-term liabilities   | 3,672                | 3,714                   |
| Total liabilities   | 48,439               | 44,788                  |
| Commitments and contingencies   |                      |                         |
| Shareholders' Equity:   |                      |                         |
| Preferred stock, \$.02 par value, 1,000,000 shares authorized   | -                    | -                       |
| Common stock, \$.02 par value, 29,000,000 shares authorized; 17,354,673 and 17,301,925 shares issued; 15,646,564 and 15,593,816 outstanding | 347                  | 344                     |
| Capital in excess of par value  | 44,157               | 43,635                  |
| Retained earnings   | 34,127               | 35,116                  |
| Accumulated other comprehensive loss  | (529 )               | (539 )                  |
| Treasury stock, at cost, 1,708,109 shares   | (5,836 )             | (5,836 )                |
| Total shareholders' equity  | 72,266               | 72,720                  |
| Total Liabilities and Shareholders' Equity  | \$120,705            | \$117,508               |

See accompanying notes to consolidated financial statements

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## PAR TECHNOLOGY CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

|   | For the three<br>months ended<br>March 31, |          |
|---|--|----------|
|   | 2014                                       | 2013     |
| Cash flows from operating activities:   |  |          |
| Net loss  | \$(989 )                                   | \$(384 ) |
| Loss from discontinued operations   | -  | 15       |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |  |          |
| Depreciation and amortization   | 830  | 544      |
| Provision for bad debts   | 242  | 190      |
| Provision for obsolete inventory  | 826  | 651      |
| Equity based compensation   | 523  | (346 )   |
| Deferred income tax   | (221 )                                     | (860 )   |
| Changes in operating assets and liabilities:  |  |          |
| Accounts receivable   | (3,706 )                                   | 1,562    |
| Inventories   | 795  | (314 )   |
| Income tax receivable/payable   | (265 )                                     | (258 )   |
| Other current assets  | 140  | (256 )   |
| Other assets  | (157 )                                     | (217 )   |
| Accounts payable  | 737  | (4,820 ) |
| Accrued salaries and benefits   | (1,319 )                                   | 146      |
| Accrued expenses  | 479  | (1,925 ) |
| Customer deposits   | (79 )                                      | (495 )   |
| Deferred service revenue  | 4,115                                      | 2,267    |
| Other long-term liabilities   | (42 )                                      | 385      |
| Net cash provided by (used in) operating activities-continuing operations                   | 1,909                                      | (4,115 ) |
| Net cash used in operating activities-discontinued operations                               | -  | (37 )    |
| Net cash provided by (used in) operating activities   | 1,909                                      | (4,152 ) |
| Cash flows from investing activities:   |  |          |
| Capital expenditures  | (591 )                                     | (184 )   |
| Capitalization of software costs  | (994 )                                     | (661 )   |
| Net cash used in investing activities   | (1,585 )                                   | (845 )   |
| Cash flows from financing activities:   |  |          |
| Payments of long-term debt  | (55 )                                      | (39 )    |
| Proceeds from the exercise of stock options   | 2  | (1 )     |
| Net cash used in financing activities   | (53 )                                      | (40 )    |
| Effect of exchange rate changes on cash and cash equivalents                                | 10   | (317 )   |
| Net increase (decrease) in cash and cash equivalents  | 281  | (5,354 ) |
| Cash and cash equivalents at beginning of period  | 10,015                                     | 19,475   |
| Cash and equivalents of continuing operations at end of period                              | \$10,296                                   | \$14,121 |
| Supplemental disclosures of cash flow information:  |  |          |
| Cash paid during the period for:  |  |          |
| Interest  | 17   | 13       |
| Income taxes, net of (refunds)  | 268  | 269      |

See accompanying notes to consolidated financial statements





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PAR TECHNOLOGY CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Summary of Significant Accounting Policies

The accompanying unaudited interim consolidated financial statements have been prepared by PAR Technology Corporation (the “Company” or “PAR”) in accordance with U.S. generally accepted accounting principles for interim financial statements and with the instructions to Form 10-Q and Regulation S-X pertaining to interim financial statements. Accordingly, these interim financial statements do not include all information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of the Company, such unaudited statements include all adjustments (which comprise only normal recurring accruals) necessary for a fair presentation of the results for such periods. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results of operations to be expected for any future period. The consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2013 included in the Company’s December 31, 2013 Annual Report to the Securities and Exchange Commission on Form 10-K.

The preparation of consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include: the carrying amount of property, plant and equipment, identifiable intangible assets and goodwill, equity based compensation, and valuation allowances for receivables, inventories and deferred income taxes. Actual results could differ from those estimates.

The current economic conditions and the continued financial volatility in the U.S. and in many other countries in which the Company operates could contribute to decreased consumer confidence and continued economic uncertainty which may adversely impact the Company’s operating performance. The Company continues to see strength in the markets which it serves; however the continued instability in the global economy could have an impact on purchases of the Company’s products, which could result in a reduction of sales, operating income and cash flows. A decline in these results could have a material adverse impact on the underlying estimates used in deriving the fair value of the Company’s reporting units used in support of its annual goodwill impairment test. These conditions may result in an impairment charge in future periods.

Certain amounts for prior periods have been reclassified to conform to the current period classification.

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## Note 2 — Accounts Receivable

|                           | (in thousands) |           |
|---------------------------|----------------|-----------|
|                           | March          | December  |
|                           | 31,            | 31,       |
|                           | 2014           | 2013      |
| Government segment:       |                |           |
| Billed                    | \$ 15,030      | \$ 16,932 |
| Advanced billings         | (3,207 )       | (4,335 )  |
|                           | 11,823         | 12,597    |
| Hospitality segment:      |                |           |
| Accounts receivable - net | 22,329         | 18,091    |
|                           | \$34,152       | \$ 30,688 |

At March 31, 2014 and December 31, 2013, the Company had recorded allowances for doubtful accounts of \$643,000 and \$541,000, respectively, against Hospitality accounts receivable.

## Note 3 — Inventories

Inventories are primarily used in the manufacture and service of Hospitality products. The components of inventory consist of the following:

|                 | (in thousands) |           |
|-----------------|----------------|-----------|
|                 | March          | December  |
|                 | 2014           | 2013      |
| Finished Goods  | \$ 10,854      | \$ 12,033 |
| Work in process | 207            | 297       |
| Component parts | 3,421          | 3,558     |
| Service parts   | 8,362          | 8,577     |
|                 | \$22,844       | \$ 24,465 |

## Note 4 — Identifiable intangible assets

The Company capitalizes certain costs related to the development of computer software sold by its Hospitality segment. Software development costs incurred prior to establishing technological feasibility are charged to operations and included in research and development costs in the period the costs are incurred. Software development costs incurred after establishing technological feasibility (as defined within ASC 985-20) are capitalized and amortized on a product-by-product basis when the product is available for general release to customers. Software costs capitalized during the three months ended March 31, 2014 were \$994,000. Software costs capitalized during the three months ended March 31, 2013 were \$661,000.

Annual amortization, charged to cost of sales when the product is available for general release to customers, is computed using the greater of (a) the straight-line method over the remaining estimated economic life of the product, generally three to seven years or (b) the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product. Amortization of capitalized software costs for the three months ended March 31, 2014 was \$464,000. Amortization for the three months ended March 31, 2013 was \$92,000.

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The components of identifiable intangible assets are:

|  | (in thousands)       |                         |
|--|----------------------|-------------------------|
|  | March<br>31,<br>2014 | December<br>31,<br>2013 |
| Acquired and internally developed software costs | \$17,634             | \$ 16,640               |
| Trademarks (non-amortizable)                     | 1,800                | 1,800                   |
|  | 19,434               | 18,440                  |
| Less accumulated amortization                    | (3,833 )             | (3,369 )                |
|  | \$15,601             | \$ 15,071               |

The future amortization of these intangible assets assuming straight-line amortization of capitalized software costs is as follows (in thousands):

|            |           |
|------------|-----------|
| 2014       | \$ 1,767  |
| 2015       | 2,256     |
| 2016       | 2,225     |
| 2017       | 2,125     |
| 2018       | 2,023     |
| Thereafter | 3,405     |
| Total      | \$ 13,801 |

#### Note 5 — Stock Based Compensation

The Company applies the fair value recognition provisions of ASC Topic 718 Stock-Based Compensation. The Company recorded stock based compensation expense of \$523,000 for the three months ended March 31, 2014 and a net benefit of \$346,000 for the three months ended March 31, 2013. The amount recorded for the three months ended March 31, 2013 was recorded net of benefits of \$462,000, as the result of forfeitures of unvested stock awards prior to the completion of the requisite service period. At March 31, 2014, the unrecognized compensation expense related to non-vested equity awards was \$2.3 million (net of estimated forfeitures), which is expected to be recognized as compensation expense in fiscal years 2014 through 2017.

During 2014, the Company granted a total of 216,000 equity awards to various employees as approved by the Company's Compensation Committee of its Board of Directors, under the 2005 Equity Incentive Plan. Included within the equity grants were approximately 119,000 performance based restricted stock awards which vest upon the achievement of Business Unit and Company Wide financial goals relative to fiscal years 2014 through 2016. These equity awards are forfeited if the performance conditions are not achieved for each fiscal year. For the three month period ended March 31, 2014, the Company has assumed that the all performance conditions related to the aforementioned awards will be achieved, and therefore the related compensation expense for said awards has been recorded.

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## Note 6 — Earnings per share

Earnings per share are calculated in accordance with ASC Topic 260, which specifies the computation, presentation and disclosure requirements for earnings per share (EPS). It requires the presentation of basic and diluted EPS. Basic EPS excludes all dilution and is based upon the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock.

For the three months ended March 31, 2014 and 2013 there was no anti-dilutive stock options outstanding as the Company reported a net loss for both periods.

The following is a reconciliation of the weighted average shares outstanding for the basic and diluted EPS computations (in thousands, except per share data):

|   | For the three<br>months<br>ended March 31, |           |
|---|--|-----------|
|   | 2014                                       | 2013      |
| Loss from continuing operations                               | \$(989 )                                   | \$(369 )  |
| Basic:  |  |           |
| Shares outstanding at beginning of period                     | 15,473                                     | 15,154    |
| Weighted average shares issued during the period, net         | 26   | -         |
| Weighted average common shares, basic                         | 15,499                                     | 15,154    |
| Earnings from continuing operations per common share, basic   | \$(0.06 )                                  | \$(0.02 ) |
| Diluted:  |  |           |
| Weighted average common shares, basic                         | 15,499                                     | 15,154    |
| Dilutive impact of stock options and restricted stock awards  | -  | -         |
| Weighted average common shares, diluted                       | 15,499                                     | 15,154    |
| Earnings from continuing operations per common share, diluted | \$(0.06 )                                  | \$(0.02 ) |

## Note 7 — Segment and Related Information

The Company's reportable segments are strategic business units that have separate management teams and infrastructures that offer different products and services.

The Company has two reportable segments, Hospitality and Government. The Hospitality segment offers integrated solutions to the hospitality industry which include hardware platforms and software applications utilized at restaurants, resorts, hotels and spas. In addition, the Company also provides technology to support of food safety compliance and task management capabilities for retailers, grocers and restaurants. The Company's Hospitality segment offers customer support including field service, installation, twenty-four hour telephone support and depot repair. The Government segment develops and delivers geospatial and full motion video solutions to the Federal Government and industry; and provides communications and information technology support services to the United States Department of Defense. Intersegment sales and transfers are not significant.

Information noted as "Other" primarily relates to the Company's corporate, home office operations.

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Information as to the Company's segments is set forth below. Amounts below exclude discontinued operations.

|   | (in thousands)                             |            |
|---|--|------------|
|   | For the three<br>months<br>ended March 31, |            |
|   | 2014                                       | 2013       |
| Revenues:   |  |            |
| Hospitality   | \$32,842                                   | \$39,936   |
| Government  | 23,699                                     | 26,738     |
| Total   | \$56,541                                   | \$66,674   |
| Operating income (loss) from continuing operations:                 |  |            |
| Hospitality   | \$(2,061 )                                 | \$(1,722 ) |
| Government  | 1,487                                      | 1,222      |
| Other   | (540 )                                     | (675 )     |
|   | (1,114 )                                   | (1,175 )   |
| Other income, net   | (78 )                                      | (34 )      |
| Interest expense  | (17 )                                      | (13 )      |
| Income from continuing operations before provision for income taxes | \$(1,209 )                                 | \$(1,222 ) |
| Depreciation and amortization:                                      |  |            |
| Hospitality   | \$745                                      | \$369      |
| Government  | 13   | 12         |
| Other   | 72   | 163        |
| Total   | \$830                                      | \$544      |
| Capital expenditures:   |  |            |
| Hospitality   | \$1,441                                    | \$772      |
| Government  | 26   | -          |
| Other   | 118  | 73         |
| Total   | \$1,585                                    | \$845      |
| Revenues by geographic area:  |  |            |
| United States   | \$49,555                                   | \$58,015   |
| Other Countries   | 6,986                                      | 8,659      |
| Total   | \$56,541                                   | \$66,674   |

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The following table represents identifiable assets by business segment:

|             | (in thousands) |           |
|-------------|----------------|-----------|
|             | March          | December  |
|             | 31,            | 31,       |
|             | 2014           | 2013      |
| Hospitality | \$83,216       | \$81,386  |
| Government  | 13,126         | 16,936    |
| Other       | 24,363         | 19,186    |
| Total       | \$120,705      | \$117,508 |

The following table represents identifiable assets by geographic area based on the location of the assets:

|                 | (in thousands) |           |
|-----------------|----------------|-----------|
|                 | March          | December  |
|                 | 31,            | 31,       |
|                 | 2014           | 2013      |
| United States   | \$103,897      | \$99,937  |
| Other Countries | 16,808         | 17,571    |
| Total           | \$120,705      | \$117,508 |

The following table represents Goodwill by business segment:

|             | (in thousands) |          |
|-------------|----------------|----------|
|             | March          | December |
|             | 31,            | 31,      |
|             | 2014           | 2013     |
| Hospitality | \$6,116        | \$6,116  |
| Government  | 736            | 736      |
| Total       | \$6,852        | \$6,852  |

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Customers comprising 10% or more of the Company's total revenues are summarized as follows:

|                            | For the   |       |
|----------------------------|-----------|-------|
|                            | Three     |       |
|                            | Months    |       |
|                            | Ended     |       |
|                            | March 31, |       |
|                            | 2014      | 2013  |
| Hospitality segment:       |           |       |
| McDonald's Corporation     | 14 %      | 13 %  |
| Yum! Brands, Inc.          | 11 %      | 15 %  |
| Government segment:        |           |       |
| U.S. Department of Defense | 42 %      | 40 %  |
| All Others                 | 33 %      | 32 %  |
|                            | 100 %     | 100 % |

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Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statement

This document contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Any statements in this document that do not describe historical facts are forward-looking statements. Forward-looking statements in this document (including forward-looking statements regarding the continued health of the Hospitality industry, future information technology outsourcing opportunities, changes in contract funding by the U.S. Government, the impact of current world events on our results of operations, the effects of inflation on our margins, and the effects of interest rate and foreign currency fluctuations on our results of operations) are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. When we use words such as "intend," "anticipate," "believe," "estimate," "plan," "will," or "expect", we are making forward-looking statements. We believe that the assumptions and expectations reflected in such forward-looking statements are reasonable based on information available to us on the date hereof, but we cannot provide assurances that these assumptions and expectations will prove to have been correct or that we will take any action that we presently may be planning. We have disclosed certain important factors that could cause our actual future results to differ materially from our current expectations, including a decline in the volume of purchases made by one or a group of our major customers; risks in technology development and commercialization; risks of downturns in economic conditions generally, and in the quick-service sector of the hospitality market specifically; risks associated with government contracts; risks associated with competition and competitive pricing pressures; and risks related to foreign operations. Forward-looking statements made in connection with this report are necessarily qualified by these factors. We are not undertaking to update or revise publicly any forward-looking statements if we obtain new information or upon the occurrence of future events or otherwise.

Overview

PAR's technology solutions for the Hospitality segment feature software, hardware and support services tailored for the needs of restaurants, hotels, resorts and spas, casinos, cruise lines, movie theatres, theme parks and retailers.

PAR's Government segment provides technical expertise in the contract development of Intelligence, Surveillance and Reconnaissance (ISR) advanced systems and software solutions for the U.S. Department of Defense and other federal agencies, as well as information technology and communications support services to the U.S. Department of Defense.

PAR's products sold in the Hospitality segment are utilized in a wide range of applications by thousands of customers.

The Company faces competition across all of its markets within the Hospitality segment, competing on the basis of product design, features and functionality, quality and reliability, price, customer service, and delivery capability.

PAR's continuing strategy is to provide complete integrated technology solutions with industry leading customer service in the markets in which it participates. PAR conducts its research and development efforts to create innovative technology offerings that meet and exceed customer requirements and also have a high probability for broader market appeal and success.



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Within the Hospitality businesses PAR continues to focus on building a diversified customer base through our investment in new hardware, software and solution offerings. This diversification is a key component to PAR building recurring and subscription based revenue that will result in a more consistent financial performance for PAR. One of PAR's primary initiatives to achieve diversification is the continued penetration of the grocery and retail market through deployments of the Company's SureCheck® product for food safety and task management applications. Entering these markets allows PAR to be more versatile within our customer base, which helps in mitigating revenue volatility that may be created given the timing of product deployments with our major Restaurant customers. In addition, PAR continues to expand its worldwide third-party distribution channels through the addition of new partners and leveraging our current relationships.

The Quick Serve Restaurant (QSR) market, PAR's primary market, continues to perform well for the majority of large, international companies, despite worldwide macroeconomic uncertainty. However, the Company has seen an impact of these economic conditions on smaller, regional QSR organizations, whose business is slowing because of higher unemployment and lack of consumer confidence in certain regions. These conditions could have a material adverse impact on the Company's estimates, specifically the fair value of its assets related to its legacy products. The Company continuously reassesses the alignment of its product and service offerings to support improved operational efficiency and profitability going forward.

The Hotel/Resort/Spa technology business within the Hospitality segment provides PAR with an opportunity to grow software revenues association with property management applications. PAR is growing its installation base with deployments of ATRIO®, the next generation cloud-based property management software for this market. With ATRIO's "purpose-built" cloud design the Company can leverage the benefits and dramatic cost reductions that have occurred in cloud computing over the last four years. This design provides PAR with a competitive advantage when compared to on premise, server-based, property management solutions as well as solutions that use remote data centers. Other advantages to our true cloud computing design include inherent benefits ranging from automated backup and recovery, real-time system health monitoring, and rapid global deployment options. In addition to progress with ATRIO, PAR continues to experience success with its SMS|Host® and SpaSoft® software applications as new properties were added during the quarter.

Approximately 42% of the Company's revenues are generated by its Government business. The focus of the Company's Government business is to expand its technical services and ISR solutions business lines. Through outstanding performance of existing service contracts and investment in business development capabilities, the Company is able to consistently win renewal of expiring contracts, extend existing contracts, and secure additional new business. With its intellectual property and investment in new technologies, the Company provides solutions to the U.S. Department of Defense and other federal agencies with systems integration, products and highly-specialized services. The general uncertainty in U.S. defense total workforce policies (military, civilian and contract), procurement cycles and specific areas of spending levels for the next several years, may impact the performance of this business.

## Results of Operations —

Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013

PAR reported revenues of \$56.5 million for the quarter ended March 31, 2014, a decrease of 15.2% from the \$66.7 million reported for the quarter ended March 31, 2013. PAR reported net loss from continuing operations of \$989,000 or \$0.06 per share for the first quarter of 2014 versus a net loss \$369,000 or \$0.02 per share for the same period in 2013. During the first quarter of 2013, PAR reported a net loss from discontinued operations of \$15,000.

Product revenues were \$18.6 million for the quarter ended March 31, 2014, a decrease of 22.3% from the \$23.9 million recorded in 2013. This decrease was primarily due to the timing of system deployments associated with some of our largest global customers. PAR experienced product revenue growth of 24% from our worldwide dealer channel

partners, which partially offset the volatility associated with order patterns with our largest customers. In addition, hardware revenue associated with our SureCheck solution increased compared to 2013 as PAR continues to expand the installed base of active SureCheck devices.

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Service revenues were \$14.3 million for the quarter ended March 31, 2014, a decrease of 11% from the \$16.0 million reported for the same period in 2013. During the quarter, the Company experienced a decline in installation services driven mostly by the decline in product revenue. This decline is partially offset by an increase associated with the Company's depot repair operation resulting from new service contracts.

Contract revenues were \$23.7 million for the quarter ended March 31, 2014, compared to \$26.7 million reported for the same period in 2013, a decrease of 11%. This decrease is mostly driven by the timing of task orders on the Company's ISR systems integration contracts with the U.S. Army. This decrease was partially offset by increases in technical services contracts in support of military communication facilities with the U.S. Department of Defense.

Product margins for the quarter ended March 31, 2014 were 30.6%, a decrease from 31.1% for the same period in 2013. During the quarter, the Company experienced an unfavorable product mix in sales of our hardware offerings.

Service margins were 33% for the quarter ended March 31, 2014; an increase from the 27.9% recorded for the same period in 2013. The increase is a result of improved installation processes and lower expenses related to our field repair operations.

Contract margins were 6.9% for the quarter ended March 31, 2014, compared to 4.7% for the same period in 2013. This increase was due to favorable modifications of certain contracts during the quarter, partially offset by an increase in investment in the Company's ISR technologies. The most significant components of contract costs in 2014 and 2013 were labor and fringe benefits. For the first quarter of 2014, labor and fringe benefits were \$10.0 million or 45% of contract costs compared to \$10.4 million or 41% of contract costs for the same period in 2013. This increase in percentage is mostly attributable to the lower amount of subcontract revenue associated with the Company's ISR systems integration contract with the U.S. Army in 2014.

Selling, general and administrative expenses for the quarter ended March 31, 2014 were \$9.3 million, a decrease compared to \$10.2 million recorded for the same period in 2013. The decrease is attributable to the Company's execution of cost reduction initiatives within its domestic Hospitality operations as well as severance costs that occurred in 2013.

Research and development expenses were \$3.9 million for the quarter ended March 31, 2014, a decrease from the \$4.1 million recorded for the same period in 2013. This slight decrease was primarily related to reduced software development costs for products within the Hospitality segment.

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Other expense, net was \$78,000 for the quarter ended March 31, 2014 compared to \$34,000 for the same period in 2013. Other income/expense primarily includes unrealized gains/losses on the Company's investments, market value fluctuations of the Company's deferred compensation plan, rental income, strategic product development partnerships, and foreign currency gains and losses. The expense in 2014 and 2013 is primarily related to lower rental income and fair value adjustment with respect to the Company's deferred compensation plan.

Interest expense represents interest charged on the Company's short-term borrowings and from long-term debt.

Interest expense was \$17,000 for the quarter ended March 31, 2014 as compared to \$13,000 for the same period in 2013. This increase is associated with higher outstanding borrowing in 2014 as compared to the same period in 2013.

For the quarter ended March 31, 2014, the Company's effective income tax benefit was 18.2%, compared to 69.8% for the same period in 2013. This variance from the federal statutory rate was due to the mix of projected taxable income from the Company's domestic and foreign jurisdictions expected for full year fiscal 2014. The variance from the federal statutory rate in 2013 was due to the 2012 benefit for the Research and Experimental tax credit of \$390,000 received in connection with the American Taxpayer Relief Act of 2012 that was signed into law in January 2013. As the legislation was signed into law after the end of PAR's 2012 fiscal year, the retroactive effects of the bill were reflected in the first quarter of 2013.

Liquidity and Capital Resources

The Company's primary sources of liquidity have been cash flow from operations and its bank line of credit. Cash generated from operating activities of continuing operations was \$1.9 million for the three months ended March 31, 2014 compared to cash used in operating activities of \$4.1 million for the same period in 2013.

In 2014, cash generated in operations was mostly due to the add back of non-cash charges and changes in working capital requirements, primarily associated with increases in deferred revenue based on timing of billings for our service contracts offset by increases in accounts receivable based on timing of product sales and contract billings. In 2013, cash was used in operations mostly due to the Company's change in working capital requirements, primarily associated with decreases in accrued expenses and accounts payable from timing of payments made to vendors, specifically for inventory purchases and payments associated with the Company's ISR contract with the U.S. Government. This was partially offset by the add back of non-cash charges, decreases in accounts receivable due to improved collection efforts, as well as an increase in deferred service revenue due to the timing of customer service contracts.

Cash used in investing activities from continuing operations was \$1.6 million for the three months ended March 31, 2014 versus \$845,000 for the same period in 2013. In 2014, capital expenditures of \$591,000 were primarily for capital improvements made to the Company's leased properties as well as purchases of computer equipment associated with the Company's software support service offerings. Capitalized software was \$994,000 and was associated with investments for various Hospitality software platforms. In 2013, capital expenditures of \$184,000 were primarily for the tooling related to the Company's hardware products, as well as for purchases of office and computer equipment. Capitalized software was \$661,000 and was associated with investments for various Hospitality software platforms.

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Cash used in financing activities from continuing operations was \$53,000 for the three months ended March 31, 2014 versus \$40,000 in 2013. In 2014, the Company decreased its long-term debt by \$55,000. In 2013, the Company decreased its long-term debt by \$39,000.

The Company maintains a credit facility which provides borrowing availability up to \$20 million (with the option to increase to \$30 million) in the form of a line of credit. This agreement allows the Company, at its option, to borrow funds at the LIBOR rate plus the applicable interest rate spread or at the bank's prime lending rate (3.25% at March 31, 2014). This agreement expires in June 2014. At March 31, 2014, the Company did not have any outstanding balance on this line of credit. The weighted average interest rate paid by the Company was approximately 2.4% during fiscal year 2014. This agreement contains certain loan covenants including leverage and fixed charge coverage ratios. The Company is in compliance with these covenants at March 31, 2014. This credit facility is secured by certain assets of the Company.

On March 10, 2014, the Company executed a commitment letter with the lenders of its existing credit facility. The commitment initially provides the Company \$20 million (with the option to increase to \$30 million) in a revolving credit facility. The terms and conditions of the commitment letter are generally consistent with those of the Company's existing credit agreement which will provide the Company with availability under the line of credit up to 36 months from the date of closing. The committed credit facility will be secured by certain assets of the Company.

The Company has a \$1.0 million mortgage loan, collateralized by certain real estate. This mortgage matures on November 1, 2019. The Company's fixed interest rate is currently 4.05% through October 1, 2014. Beginning on October 1, 2014 and through the maturity date of the loan, the fixed rate will be converted to a new rate equal to the then-current five year fixed advanced rate charged by the New York Federal Home Loan bank, plus 225 basis points. The annual mortgage payment including interest through October 1, 2014 totals \$207,000.

During fiscal year 2014, the Company anticipates that its capital requirements will not exceed approximately \$3-5 million. The Company does not usually enter into long term contracts with its major Hospitality segment customers. The Company commits to purchasing inventory from its suppliers based on a combination of internal forecasts and actual orders from customers. This process, along with good relations with suppliers, minimizes the working capital investment required by the Company. Although the Company lists two major customers, McDonald's and Yum! Brands, it sells to hundreds of individual franchisees of these corporations, each of which is individually responsible for its own debts. These broadly made sales substantially reduce the impact on the Company's liquidity if one individual franchisee reduces the volume of its purchases from the Company in a given year. The Company, based on internal forecasts, believes its existing cash, line of credit facilities and its anticipated operating cash flow, will be sufficient to meet its cash requirements through the next twelve months. However, the Company may be required, or could elect, to seek additional funding prior to that time. The Company's future capital requirements will depend on many factors including its rate of revenue growth, the timing and extent of spending to support product development efforts, potential growth through strategic acquisition, expansion of sales and marketing, the timing of introductions of new products and enhancements to existing products, and market acceptance of its products. The Company cannot assure additional equity or debt financing will be available on acceptable terms or at all. The Company's sources of liquidity beyond twelve months, in management's opinion, will be its cash balances on hand at that time, funds provided by operations, funds available through its lines of credit and the long-term credit facilities that it can arrange.

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Recently Issued Accounting Pronouncements Not Yet Adopted

In April 2014, the FASB issued guidance that raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and other disposals that do not meet the definition of a discontinued operations. The new guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. The new guidance is effective on January 1, 2015, with early adoption permitted. While we do not expect a material impact on PAR's financial statements upon adoption, the effects on future periods will depend upon the nature and significance of future disposals.

Recently Adopted Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued guidance eliminating diversity in practice surrounding the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The new guidance requires entities to net an unrecognized tax benefit with a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if the carryforward would be used to settle additional tax due upon disallowance of a tax position. The amendment is effective for fiscal periods beginning after December 15, 2013 with early adoption permitted. The adoption of this amendment on January 1, 2014 did not have a significant impact on the Company's financial position or results of operations.

In March 2013, the Financial Accounting Standards Board (FASB) clarified that, when a reporting entity (parent) ceases to have a controlling financial interest in a subsidiary or group of assets that is a business within a foreign entity, the parent is required to release any related cumulative translation adjustment into net income. The cumulative translation adjustment should be released into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The FASB also clarified that if a business combination is achieved in stages related to a previously held equity method investment (step-acquisition) that is a foreign entity, the amount of accumulated other comprehensive income that is reclassified and included in the calculation of gain or loss as of the acquisition date shall include any foreign currency translation adjustment related to that previously held investment. The amendments are effective prospectively for fiscal years beginning after December 15, 2013, with early adoption permitted. The adoption of this amendment on January 1, 2014 did not have a significant impact on the Company's financial position or results of operations.

In February 2013, the FASB issued guidance requiring an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date as the amount the entity agreed to pay for the arrangement between them and the other entities that are also obligated to the liability and any additional amount the entity expects to pay on behalf of the other entities. The amendments are effective for fiscal periods (and interim reporting periods within those years) beginning after December 15, 2013. The adoption of this amendment on January 1, 2014 did not have a significant impact on the Company's financial position or results of operations.

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Critical Accounting Policies

In our Annual Report on Form 10-K for the year ended December 31, 2013, we disclose accounting policies, referred to as critical accounting policies, that require management to use significant judgment or that require significant estimates. Management regularly reviews the selection and application of our critical accounting policies. There have been no updates to the critical accounting policies contained in our Annual Report on Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

INFLATION

Inflation had little effect on revenues and related costs during the three months ended March 31, 2014. Management anticipates that margins will be maintained at acceptable levels to minimize the effects of inflation, if any.

INTEREST RATES

As of March 31, 2014, the Company does not have any variable debt. As such, the Company believes that an adverse change in interest rates of 100 basis points would not have a material impact on our business, financial condition, results of operations or cash flows.

FOREIGN CURRENCY

The Company's primary exposures relate to certain non-dollar denominated sales and operating expenses in Europe and Asia. These primary currencies are the Great British Pound, the Euro, the Australian dollar, the Singapore dollar and the Chinese Renminbi. Management believes that foreign currency fluctuations should not have a significant impact on our business, financial condition, and results of operations or cash flows due to the current volume of business affected by foreign currencies.

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Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

Based on an evaluation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of March 31, 2014, the end of the period covered by this Quarterly Report on Form 10-Q (the "Evaluation Date"), conducted under the supervision of and with the participation of the Company's chief executive officer and principal financial officer, such officers have concluded that the Company's disclosure controls and procedures, which are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and designed to ensure that information required to be disclosed by the Company in the reports filed or submitted under the Exchange Act is accumulated and communicated to management including the chief executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosures, are effective as of the Evaluation Date.

(b) Changes in Internal Control over Financial Reporting.

There was no change in the Company's internal controls over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act during the quarter ended March 31, 2014 that has materially affected, or is reasonably likely to materially affect, such internal controls over financial reporting.



PART II – OTHER INFORMATION

Item 1A. Risk Factors

The Company is exposed to certain risk factors that may affect operations and/or financial results. The significant factors known to the Company are described in the Company's most recently filed Annual Report on Form 10-K. There have been no material changes from the risk factors as previously disclosed in the Company's Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On March 14, 2014, PAR Technology Corporation furnished a report on Form 8-K pursuant to Item 2.02 (Results of Operations and Financial Condition) and Item 5.02(b) (Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers) of that Form relating to its financial information for the quarter ended December 31, 2013 as well as changes made to the Company's Board of Directors, as presented in the press release of March 14, 2014 and furnished thereto as an exhibit.

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Item 6. Exhibits

List of Exhibits

| Exhibit No. | Description of Instrument  |
|-------------|--|
| 31.1        | Certification of Chief Executive Officer & President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2        | Certification of Vice President, Controller & Chief Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1        | Certification of Chief Executive Officer & President and Vice President, Controller & Chief Accounting Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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SIGNATURES

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

PAR TECHNOLOGY CORPORATION  
(Registrant)

Date: May 7, 2014

/s/STEVEN M. MALONE  
Steven M. Malone  
Vice President, Controller & Chief Accounting Officer

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Exhibit Index

| Exhibit No. | Description of Instrument  | Sequential Page Number |
|-------------|--|------------------------|
| <u>31.1</u> | Certification of Chief Executive Officer & President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | E-1                    |
| <u>31.2</u> | Certification of Vice President, Controller & Chief Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | E-2                    |
| <u>32.1</u> | Certification of Chief Executive Officer & President and Vice President, Controller & Chief Accounting Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | E-3                    |

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