

RPX Corp  
Form 10-Q  
November 02, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended September 30, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-35146

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RPX Corporation

(Exact Name of Registrant as Specified in Its Charter)

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Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

26-2990113

(I.R.S. Employer

Identification No.)

ONE MARKET PLAZA, SUITE 800

SAN FRANCISCO, CALIFORNIA 94105

(Address of Principal Executive Offices and Zip Code)

Registrant's Telephone Number, Including Area Code: (866) 779-7641

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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 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 ☒

There were 54,386,672 shares of the registrant's common stock issued and outstanding as of October 29, 2015.

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RPX Corporation  
Form 10-Q Quarterly Report

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## PART I. FINANCIAL INFORMATION

## Item I. Financial Statements (unaudited)

## RPX Corporation

## Condensed Consolidated Balance Sheets

(in thousands)

(unaudited)

	September 30, 2015	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 104,568	\$ 78,019
Short-term investments	263,453	239,514
Restricted cash	651	584
Accounts receivable	10,676	24,793
Prepaid expenses and other current assets	9,217	3,466
Deferred tax assets	4,399	4,400
Total current assets	392,964	350,776
Patent assets, net	242,178	236,349
Property and equipment, net	4,544	4,151
Intangible assets, net	2,232	3,526
Goodwill	19,978	19,978
Restricted cash, less current portion	727	1,091
Deferred tax assets, less current portion	—	93
Other assets	6,605	26,100
Total assets	\$ 669,228	\$ 642,064
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 953	\$ 235
Accrued liabilities	11,041	14,257
Deferred revenue	112,087	133,316
Deferred payment obligations	8,038	—
Other current liabilities	1,662	640
Total current liabilities	133,781	148,448
Deferred revenue, less current portion	5,344	2,893
Deferred tax liabilities	181	—
Other liabilities	5,764	5,678
Total liabilities	145,070	157,019
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock	5	5
Additional paid-in capital	341,066	326,280
Retained earnings	183,396	158,868
Accumulated other comprehensive loss	(309)	(108)
Total stockholders' equity	524,158	485,045
Total liabilities and stockholders' equity	\$ 669,228	\$ 642,064

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



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RPX Corporation  
Condensed Consolidated Statements of Operations  
(in thousands, except per share data)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$68,212	\$65,407	\$219,050	\$191,588
Cost of revenue	37,639	30,444	109,383	90,906
Selling, general and administrative expenses	18,773	17,786	57,229	53,620
Gain on sale of patent assets, net	—	(8	) (592	) (707
Operating income	11,800	17,185	53,030	47,769
Other income, net	876	73	1,931	266
Income before provision for income taxes	12,676	17,258	54,961	48,035
Provision for income taxes	4,842	6,425	21,066	17,943
Net income	\$7,834	\$10,833	\$33,895	\$30,092
Net income per share:				
Basic	\$0.14	\$0.20	\$0.62	\$0.56
Diluted	\$0.14	\$0.20	\$0.61	\$0.55
Weighted-average shares used in computing net income per share:				
Basic	54,800	53,773	54,491	53,263
Diluted	55,703	55,029	55,547	54,742

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

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RPX Corporation  
Condensed Consolidated Statements of Comprehensive Income  
(in thousands)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$7,834	\$10,833	\$33,895	\$30,092
Other comprehensive income, net of tax:				
Unrealized holding losses on available-for-sale securities arising during the period, net of tax	(69	) (81	) (201	) (100
Comprehensive income	\$7,765	\$10,752	\$33,694	\$29,992



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

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## RPX Corporation

## Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Nine Months Ended September 30,	
	2015	2014
Operating activities		
Net income	\$33,895	\$30,092
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	107,026	89,700
Stock-based compensation	13,128	13,353
Excess tax benefit from stock-based compensation	(1,404)	(2,394)
Gain on sale of patent assets, net	(592)	(707)
Amortization of premium on investments	4,838	5,031
Deferred taxes	(376)	(1,797)
Fair value adjustments on deferred payment obligations	(1,317)	—
Other	—	(500)
Changes in assets and liabilities, net of business acquired:		
Accounts receivable	14,117	17,227
Prepaid expenses and other assets	(9,790)	(8,833)
Accounts payable	718	264
Accrued and other liabilities	(2,833)	1,507
Deferred revenue	(18,878)	(25,023)
Net cash provided by operating activities	138,532	117,920
Investing activities		
Purchases of investments	(205,393)	(176,209)
Maturities of investments	182,725	146,225
Business acquisition, net of cash acquired	(425)	(2,286)
Decrease in restricted cash	297	67
Purchases of property and equipment	(1,617)	(1,084)
Acquisitions of patent assets	(84,068)	(103,958)
Proceeds from sale of patent assets	650	1,086
Acquisition of other assets	(2,500)	—
Net cash used in investing activities	(110,331)	(136,159)
Financing activities		
Repayments of principal on deferred payment obligations	(935)	—
Proceeds from deferred payment obligations	6,270	—
Proceeds from exercise of stock options and other common stock issuances	4,646	2,864
Taxes paid related to net-share settlements of restricted stock units	(3,670)	(3,848)
Excess tax benefit from stock-based compensation	1,404	2,394
Repurchase of common stock	(9,367)	—
Net cash (used in) provided by financing activities	(1,652)	1,410
Net increase (decrease) in cash and cash equivalents	26,549	(16,829)
Cash and cash equivalents at beginning of period	78,019	100,155
Cash and cash equivalents at end of period	\$104,568	\$83,326
Non-cash investing and financing activities		
Change in patent assets purchased and accrued but not paid	\$1,250	\$11,700

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Change in fixed assets purchased and accrued but not paid	—	(166	)
Change in other assets purchased and accrued but not paid	—	(63	)
Unpaid cash consideration for business acquisition	—	425	
Nonmonetary exchange for investments	5,935	—	
The accompanying notes are an integral part of these condensed consolidated financial statements.			

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RPX Corporation  
Notes to Condensed Consolidated Financial Statements  
(unaudited)

1. Nature of Business

RPX Corporation (also referred to herein as “RPX” or the “Company”) helps companies reduce patent-related risk and expense by providing a subscription-based patent risk management solution that facilitates more efficient exchanges of value between owners and users of patents compared to transactions driven by actual or threatened litigation. The core of the Company’s solution is defensive patent aggregation, in which it acquires patents or licenses to patents that are being or may be asserted against the Company’s current or prospective clients. The Company occasionally enters into agreements to acquire covenants not to sue in order to further mitigate its clients’ litigation risk. The acquired patents, licenses to patents, patent rights and agreements for covenants not to sue are collectively referred to as “patent assets.” The Company’s clients pay an annual subscription fee and in return, receive a license from the Company to substantially all of its patent assets and access to its proprietary patent market intelligence and data. In addition to the Company’s core solution, in August 2012, the Company began underwriting patent infringement liability insurance policies to insure against certain costs of litigation from non-practicing entities (“NPEs”). In March 2014, the Company formed a reinsurance company to assume a portion of the underwriting risk on insurance policies that the Company issues on behalf of a Lloyd’s of London underwriting syndicate. The Company began placing new policies under the reinsurance model in May 2014. As of, and for the nine months ended September 30, 2015, the effect of the insurance policies that the Company has issued or assumed through its reinsurance business was not material to the Company’s results of operations, financial condition or cash flows.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated balance sheet as of September 30, 2015, the condensed consolidated statements of operations and the condensed consolidated statements of comprehensive income for the three and nine months ended September 30, 2015 and 2014 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2015 and 2014, are unaudited. The condensed consolidated balance sheet as of December 31, 2014 was derived from the audited consolidated financial statements which are included in the Company’s Form 10-K for the fiscal year ended December 31, 2014, which was filed with the U.S. Securities and Exchange Commission (“SEC”) on March 2, 2015. The unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and with the instructions for Form 10-Q and Regulation S-X for interim financial statements. Accordingly, they do not include all of the information and notes required for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring items, necessary to state fairly the results of the interim periods have been included in the accompanying financial statements. Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for any subsequent interim period or for the year ending December 31, 2015.

Recently Adopted Accounting Standards

In September 2015, the Financial Accounting Standards Board (“FASB”) issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments guidance to simplify the accounting for adjustments made during the measurement period to provisional amounts recognized in a business combination. This guidance is effective for fiscal years and interim periods beginning after December 15, 2015, and requires prospective application. Early adoption is permitted. The Company expects to adopt this guidance when effective, and does not expect this guidance

to have a significant impact on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”), which will supersede most existing revenue recognition guidance in U.S. generally accepted accounting principles (“U.S. GAAP”) once it becomes effective. ASU 2014-09 requires an entity to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 will be effective for annual and interim periods beginning after December 15, 2017 and early adoption is permitted for annual and interim periods beginning after December 15, 2016. The Company is currently evaluating the impact of the adoption of ASU 2014-09 on its consolidated financial statements.

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## Significant Accounting Policies

There have been no material changes to the Company's significant accounting policies during the nine months ended September 30, 2015, as compared to the significant accounting policies presented under the heading "Basis of Presentation and Significant Accounting Policies" in Note 2 of the Notes to Consolidated Financial Statements in Part II, Item 8 of the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2015.

## 3. Net Income Per Share

Basic and diluted net income per share are computed by dividing net income by the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is computed by using the weighted-average number of shares of common stock outstanding during the period, including potentially dilutive shares. Potentially dilutive shares include outstanding stock options and unused restricted stock units ("RSUs"). The dilutive effect of potentially dilutive shares is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in the fair value of the Company's common stock can result in a greater dilutive effect from potentially dilutive shares.

The following table presents the calculation of basic and diluted net income per share (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Numerator:				
Net income	\$7,834	\$10,833	\$33,895	\$30,092
Denominator:				
Basic shares:				
Weighted-average shares used in computing basic net income per share	54,800	53,773	54,491	53,263
Diluted shares:				
Weighted-average shares used in computing basic net income per share	54,800	53,773	54,491	53,263
Dilutive effect of stock options and restricted stock units using the treasury-stock method	903	1,256	1,056	1,479
Weighted-average shares used in computing diluted net income per share	55,703	55,029	55,547	54,742
Net income per share:				
Basic	\$0.14	\$0.20	\$0.62	\$0.56
Diluted	\$0.14	\$0.20	\$0.61	\$0.55

The following securities were not included in the calculation of diluted shares outstanding as the effect would have been anti-dilutive (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Weighted-average:				
Stock options outstanding	657	763	681	749
Restricted stock units outstanding	223	245	202	30

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## 4. Financial Instruments

The following tables present the Company's financial assets and liabilities measured at fair value on a recurring basis (in thousands):

	September 30, 2015						
	Amortized Cost	Unrealized Gains	Losses	Estimated Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>							
<b>Cash equivalents:</b>							
Commercial paper	\$23,146	\$—	\$—	\$23,146	\$—	\$23,146	\$—
Municipal bonds	4,813	—	—	4,813	—	4,813	—
Money market funds	12,237	—	—	12,237	12,237	—	—
	\$40,196	\$—	\$—	\$40,196	\$12,237	\$27,959	\$—
<b>Short-term investments:</b>							
Municipal bonds	\$128,722	\$59	\$(5 )	128,776	\$—	\$128,776	\$—
Commercial paper	5,291	—	—	5,291	—	5,291	—
Corporate bonds	50,014	3	(125 )	49,892	—	49,892	—
U.S. government and agency securities	70,527	20	(4 )	70,543	—	70,543	—
Equity securities	535	—	(257 )	278	278	—	—
	\$255,089	\$82	\$(391 )	\$254,780	\$278	\$254,502	\$—
<b>Liabilities:</b>							
<b>Current liabilities:</b>							
Deferred payment obligations	\$4,355	\$1,317	\$—	\$3,038	\$—	\$—	\$3,038
	December 31, 2014						
	Amortized Cost	Unrealized Gains	Losses	Estimated Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>							
<b>Cash equivalents:</b>							
Commercial paper	\$5,749	\$—	\$—	\$5,749	\$—	\$5,749	\$—
U.S. government and agency securities	2,000	—	—	2,000	—	2,000	—
Municipal bonds	1,409	—	—	1,409	—	1,409	—
Money market funds	451	—	—	451	451	—	—
	\$9,609	\$—	\$—	\$9,609	\$451	\$9,158	\$—
<b>Short-term investments:</b>							
Municipal bonds	\$120,270	\$24	\$(12 )	\$120,282	\$—	\$120,282	\$—
Commercial paper	2,498	—	—	2,498	—	2,498	—
Corporate bonds	68,758	1	(87 )	68,672	—	68,672	—
U.S. government and agency securities	48,095	—	(33 )	48,062	—	48,062	—
	\$239,621	\$25	\$(132 )	\$239,514	\$—	\$239,514	\$—

The Company's financial assets are generally classified as available-for-sale. Available-for-sale securities are reported at fair value, with unrealized gains and losses, net of tax, included as a separate component of stockholders' equity within accumulated other comprehensive loss. Realized gains and losses on these securities are included in other income, net in the Company's condensed consolidated statements of operations and have not been material for all periods presented.

As of September 30, 2015 and December 31, 2014, approximately 81% and 76%, respectively, of our marketable security investments mature within one year and 19% and 24%, respectively, mature within one to five years. As of September 30, 2015, no individual securities incurred continuous unrealized losses for greater than 12 months.



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As of September 30, 2015 and December 31, 2014, the Company had short-term cost method investments of \$3.7 million and nil, respectively. As of September 30, 2015 and December 31, 2014, the Company had short-term investments classified as held-to-maturity of \$5.0 million and nil, respectively. Cost method and held-to-maturity investments are recorded at amortized cost in short-term investments in the Company's condensed consolidated balance sheets.

In connection with the Rockstar Transaction (see Note 10, "Commitments and Contingencies"), the Company received funding of \$6.3 million from a syndicate participant. At September 30, 2015, the fair value of the loan from the syndicate participant was \$3.0 million and was categorized as Level 3.

**Level 3 Valuation Techniques**

Level 3 financial liabilities consist of repayment obligations to a third party for which determination of fair value requires significant judgment and estimation. Changes in fair value measurement categorized within Level 3 of the fair value hierarchy are analyzed each period for changes in estimates or assumptions and recorded as the Company deems appropriate.

The Company uses the Black-Scholes option valuation model to value these deferred payment obligations at inception and subsequent valuation dates. This model incorporates assumptions about details such as the value of underlying securities, expected terms, maturity, risk-free interest rates, as well as volatility. A significant change in volatility and expected term could result in a significant change in fair value. The risk-free interest rate was based on the implied yield currently available on U.S. Treasury zero coupon issues with an equivalent remaining term at the measurement date. The expected volatility was calculated using the standard deviation of the underlying security's weekly returns over the estimated period of time to take to settle the liability. The expected term of the liability is determined by the estimated settlement date of the liability. Changes in the fair value are recorded in other income, net in the Company's condensed consolidated statements of operations. As of September 30, 2015, there were no transfers in or out of Level 3 from other levels of the fair value hierarchy.

**5. Patent Assets, Net**

Patent assets, net, consisted of the following (in thousands):

	December 31, 2014	Additions	Disposals	September 30, 2015
Patent assets	\$665,290	\$110,318	\$(167 )	\$775,441
Accumulated amortization	(428,941 )	(104,388 )	66	(533,263 )
Patent assets, net	\$236,349			\$242,178

The Company's acquired patent assets relate to technologies used or supplied by companies in a variety of market sectors, including consumer electronics, e-commerce, financial services, media distribution, mobile communications, networking, semiconductors and software. The Company amortizes each acquired portfolio of patent assets on a straight-line basis over its estimated economic useful life. As of September 30, 2015, the estimated economic useful lives of the Company's patent assets generally ranged from 24 to 60 months. As of September 30, 2015, the weighted-average estimated economic useful life at the time of acquisition of all patents acquired since the Company's inception was 44 months.

As of September 30, 2015, the Company expects amortization expense in future periods to be as follows (in thousands):

2015 (remainder)	\$36,271
2016	119,252
2017	62,886
2018	16,457
2019	6,868

Thereafter	444
Total estimated future amortization expense	\$242,178

Amortization expense was \$36.2 million and \$29.5 million for the three months ended September 30, 2015 and 2014, respectively, and \$104.4 million and \$87.2 million for the nine months ended September 30, 2015 and 2014, respectively.

On December 22, 2014, the Company and RPX Clearinghouse LLC (a wholly-owned subsidiary of the Company) entered into an Asset Purchase Agreement by and among Rockstar Consortium US LP, Rockstar Consortium LLC, Bockstar Technologies LLC, Constellation Technologies LLC, MobileStar Technologies LLC, and NetStar Technologies LLC (the “Sellers”), for the purchase of

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substantially all of the patent assets owned or controlled by the Sellers (the “Rockstar Transaction”), as well as other ancillary agreements, including but not limited to an Escrow Agreement by and among the Sellers, Citibank, N.A., acting as escrow agent, RPX Clearinghouse LLC and the Company (the “Escrow Agreement”). Upon the closing of the Rockstar Transaction, syndicate participants received non-exclusive licenses to the patent assets included in the Rockstar Transaction, and RPX Clearinghouse made the patent assets available for license to all other interested companies under fair, reasonable, and non-discriminatory terms. On December 26, 2014, upon the execution of the Escrow Agreement and the Agreement, RPX Clearinghouse LLC paid the Sellers \$25.0 million as a non-refundable deposit. The third-party funding commitments, as described below, were derived pursuant with the Escrow Agreement and the remaining closing conditions under the Asset Purchase Agreement were met on January 28, 2015 on which date the Rockstar Transaction was consummated and the Sellers received an additional payment of \$875.0 million from escrow.

RPX Clearinghouse LLC received funding commitments for the Rockstar Transaction from a syndicate of more than 30 companies. The Company evaluated the contributions from syndicate members to determine whether they should be recorded on a gross or net basis. As a result, the Company accounted for these third-party funding commitments on a net basis as it acted as an agent to acquire patent rights from the Sellers on behalf of the syndicate who paid for such rights separately from a subscription agreement. The Company contributed approximately \$29.0 million which was recorded as a patent asset upon closing of the Rockstar Transaction and is amortized over its estimated economic useful life of 60 months.

**6. Property and Equipment, Net**

Property and equipment, net, consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Internal-use software	\$7,051	\$5,358
Leasehold improvements	1,799	1,799
Computer, equipment and software	1,387	1,221
Furniture and fixtures	818	818
Construction-in-progress	—	167
Total property and equipment, gross	11,055	9,363
Less: Accumulated depreciation and amortization	(6,511)	(5,212)
Total property and equipment, net	\$4,544	\$4,151

Depreciation and amortization expense was \$0.4 million and \$0.5 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.3 million and \$1.5 million for the nine months ended September 30, 2015 and 2014, respectively. Stock-based compensation capitalized as part of the cost of internal-use software was \$0.1 million and nil for the three months ended September 30, 2015 and 2014, respectively, and \$0.1 million for each nine month period ended September 30, 2015 and 2014.

**7. Intangible Assets, Net**

Intangible assets, net, consisted of the following (in thousands):

	September 30, 2015			December 31, 2014		
	Carrying Amount	Accumulated Amortization	Net Carrying Amount	Carrying Amount	Accumulated Amortization	Net Carrying Amount
Covenant not to compete	\$1,900	\$(813)	\$1,087	\$1,920	\$(358)	\$1,562
Proprietary data and models	2,100	(1,550)	550	2,100	(1,119)	981
Customer relationships	1,050	(592)	458	1,050	(392)	658
Trademarks	1,720	(1,583)	137	1,890	(1,565)	325
Developed technology	120	(120)	—	433	(433)	—
	\$6,890	\$(4,658)	\$2,232	\$7,393	\$(3,867)	\$3,526



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As of September 30, 2015, the Company expects amortization expense in future periods to be as follows (in thousands):

2015 (remainder)	\$431
2016	1,288
2017	513
Total estimated future amortization expense	\$2,232

Amortization expense was \$0.4 million and \$0.5 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.3 million and \$1.1 million for the nine months ended September 30, 2015 and 2014, respectively.

**8. Goodwill**

The Company reviews goodwill for impairment at least annually on September 30 or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The Company performed the two-step goodwill impairment test for its single reporting unit under ASU No. 2011-08, Goodwill and Other (Topic 350): Testing Goodwill for Impairment, issued by the FASB. The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step will be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. As of September 30, 2015, the date of the Company's 2015 assessment, no impairment of goodwill has been identified.

**9. Accrued Liabilities**

Accrued liabilities consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Accrued payroll-related expenses	\$9,056	\$9,270
Accrued expenses	1,985	4,987
Total accrued liabilities	\$11,041	\$14,257

**10. Commitments and Contingencies****Operating Lease Commitments**

The Company generally does not enter into long-term minimum purchase commitments. Its principal long-term commitments consist of obligations under operating leases for office space. There were no substantial changes to the Company's contractual obligations or commitments during the nine months ended September 30, 2015 as compared to those presented under the heading "Commitments and Contingencies" in Note 12 of the Notes to Consolidated Financial Statements in Part II, Item 8 of the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2015.

Rent expense related to non-cancelable operating leases was \$0.9 million for each three month period ended September 30, 2015 and 2014, net of sublease income of \$0.2 million each period. Rent expense related to non-cancelable operating leases was \$2.6 million and \$2.7 million for the nine months ended September 30, 2015 and 2014, respectively, net of sublease income of \$0.5 million and \$0.4 million, respectively.

**Deferred Payment Obligations**

In connection with the Rockstar Transaction (see Note 5, "Patent Assets, Net"), the Company acquired certain common stock, convertible preferred stock, and redeemable convertible preferred stock investments held by the Sellers. To fund the acquisition of these securities, the Company received funding of \$6.3 million from a syndicate participant and seller financing of \$5.9 million. These balances were considered loans in the Company's condensed consolidated balance sheets and were recorded as deferred payment obligations under current liabilities as they are expected to be repaid within 12 months.

The loan received from the syndicate participant bears no interest. The terms of the obligation require repayment up to the \$6.3 million received only to the extent proceeds are received from the sale of the common and convertible preferred stock securities, which resulted in a difference between the funding received and the fair value of the loan. The Company elected to carry this loan at fair value and has categorized it as a Level 3 instrument due to the significance of unobservable inputs developed using company-specific information to estimate the loan's fair value. Changes in fair value are reported in other income, net in the Company's condensed consolidated statements of operations. During the nine months ended September 30, 2015, the fair value of this loan

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decreased from \$4.4 million to \$3.0 million, resulting in a gain of \$1.4 million recognized in other income, net in the condensed consolidated statements of operations.

The loan received from the Sellers is carried at cost, bears no interest, and is repayable upon redemption or conversion of the redeemable convertible preferred stock. During the nine months ended September 30, 2015, the Company repaid \$0.9 million of the seller financing. At September 30, 2015, the loan was recorded at \$5.0 million.

### Litigation

From time to time, the Company may be a party to various litigation claims in the normal course of business. Legal fees and other costs associated with such actions are expensed as incurred. The Company assesses, in conjunction with its legal counsel, the need to record a liability for litigation or contingencies. A liability is recorded when and if it is determined that such a liability for litigation or contingencies is both probable and reasonably estimable. No liability for litigation or contingencies was recorded as of September 30, 2015 or December 31, 2014.

In June 2013, Kevin O'Halloran, as Trustee of the Liquidating Trust of Teltronics, Inc. (the "Debtor"), filed a complaint in the U.S. Bankruptcy Court for the Middle District of Florida against the Company and Harris Corporation (the "Defendants"). The complaint alleges that the Defendants are liable under federal and state bankruptcy law regarding fraudulent transfers for the value of a patent portfolio purchased by the Company from Harris Corporation pursuant to an agreement entered into in January 2009, and within four years of the date the Debtor filed its petition in bankruptcy. The Company is not currently able to determine whether there is a reasonable possibility that a loss has been incurred, nor can it estimate the potential loss or range of the potential loss that may result from this litigation.

In March 2012, Cascades Computer Innovations LLC filed a complaint in U.S. District Court for the Northern District of California (the "Court") against the Company and five of its clients (collectively the "Defendants"). The complaint alleges that the Defendants violated federal antitrust law, California antitrust law and California unfair competition law. The complaint further alleges that after we terminated our negotiations with the plaintiff to license certain patents held by the plaintiff, the Defendants violated the law by jointly refusing to negotiate or accept licenses under the plaintiff's patents. The plaintiff seeks unspecified monetary damages and injunctive relief. In January 2013, the Court dismissed the complaint against the Defendants and granted the plaintiff leave to amend its complaint. In February 2013, the plaintiff filed an amended lawsuit alleging that the Defendants violated federal antitrust law, California antitrust law and California unfair competition law. In March 2014, the Court entered an order staying the litigation pending the resolution of related litigation in the U.S. District Court for the Northern District of Illinois, and subsequently continued the stay until July 2015. The stay expired on July 31, 2015 and on October 19, 2015, the Court set a tentative trial date of January 6, 2017. We are not currently able to determine whether there is a reasonable possibility that a loss has been incurred, nor can we estimate the potential loss or range of the potential loss that may result from this litigation.

### Guarantees and Indemnifications

The Company has, in connection with the sale of patent assets, agreed to indemnify and hold harmless the buyer of such patent assets for losses resulting from breaches of representations and warranties made by the Company. The terms of these indemnification agreements are generally perpetual. The maximum amount of potential future indemnification is unlimited. To date, the Company has not paid any amount to settle claims or defend lawsuits. The Company is unable to reasonably estimate the maximum amount that could be payable under these arrangements since these obligations are not capped but are conditional to the unique facts and circumstances involved. The Company had no liabilities recorded for these agreements as of September 30, 2015 or December 31, 2014. The Company has no reason to believe that there is any material liability related to such indemnification provisions. The Company does not indemnify its clients for patent infringement.

In accordance with its amended and restated bylaws, the Company also indemnifies certain officers and employees for losses incurred in connection with actions, suits or proceedings threatened or brought against such officer or employee arising from his or her service to the Company as an officer or employee, subject to certain limitations. The term of the indemnification period is indefinite. The maximum amount of potential future indemnification is unspecified. The Company has no reason to believe that there is any material liability for actions, events or occurrences that have occurred to date.

#### Reserves for Known and Incurred but not Reported Claims

In August 2012, the Company began offering insurance to cover certain costs of litigation brought against its insured clients by NPEs. As of September 30, 2015, the Company had a total of 77 active policies and had recorded a reserve of \$0.6 million for known and incurred but not reported claims that represents estimated claim costs and related expenses.

The Company regularly reviews its loss reserves using a variety of actuarial techniques and updates them as its loss experience develops.



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## 11. Stockholders' Equity

## Equity Plans

A summary of the Company's activity under its equity-settled award plans and related information is as follows (in thousands, except per share data):

		Options Outstanding		Weighted-Average	Aggregate
	Shares Available for Grant	Number of Shares	Weighted-Average Exercise Price	Remaining Contractual Life in Years	Intrinsic Value
Balance - December 31, 2014	2,685	3,264	\$ 10.38		
Shares authorized <sup>(1)</sup>	1,000	—	—		
Options exercised	—	(725	) 6.45		
Options forfeited/canceled	145	(145	) 19.63		
Restricted stock units granted	(1,442	) —	—		
Restricted stock units forfeited	420	—	—		
Restricted stock units withheld related to net-share settlement of restricted stock units	250	—	—		
Balance - September 30, 2015	3,058	2,394	11.00	5.5	\$9,001
Vested and exercisable - September 30, 2015		2,035	11.39	5.5	7,163
Vested and expected to vest - September 30, 2015		2,369	11.03	5.5	8,865

<sup>(1)</sup> In March 2015, the Company reserved an additional 1,000,000 shares of its common stock for future issuance under the 2011 Plan.

The aggregate intrinsic value of stock options exercised during the three months ended September 30, 2015 and 2014 was \$0.6 million and \$1.1 million, respectively, and \$6.4 million for stock options exercised during each of the nine month periods ended September 30, 2015 and 2014. The total grant date fair value of stock options vested during the three months ended September 30, 2015 and 2014 was \$0.8 million and \$1.4 million, respectively, and \$2.6 million and \$4.9 million for stock options vested during the nine months ended September 30, 2015 and 2014, respectively.

## Restricted Stock Units

The summary of RSU activity, which includes performance-based restricted stock units ("PBRsUs"), is as follows (in thousands, except per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested units - December 31, 2014	2,460	\$ 13.15	
Granted	1,442	14.04	
Vested	(732	) 14.12	
Forfeited	(420	) 13.28	
Non-vested units - September 30, 2015	2,750	13.34	\$37,724

The total grant date fair value of RSUs vested during the three months ended September 30, 2015 and 2014 was \$3.7 million and \$3.0 million, respectively, and \$10.8 million and \$11.0 million for RSUs vested during the nine months ended September 30, 2015 and 2014, respectively.

In October 2013, the Board of Directors approved net-share settlement for tax withholdings on RSU vesting. During the nine months ended September 30, 2015, the Company withheld issuing 249,801 shares of its common stock based on the value of the RSUs on their vesting dates as determined by the Company's closing common stock price. Total payments to taxing authorities for employees' minimum tax obligations were \$3.7 million for the nine months ended September 30, 2015, and were recorded as a reduction to additional paid-in capital and reflected as a financing activity within the condensed consolidated statements of cash flows. The net-share settlements reduced the number of shares that would have otherwise been issued on the vesting date and increased the number of shares reserved for future issuance under the 2011 Plan.

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## Stock-Based Compensation Related to Employees and Directors

The fair value of RSUs granted to employees and directors is measured by reference to the fair value of the underlying shares on the date of grant.

PBRsUs granted during the nine months ended September 30, 2015 contain both service and performance conditions that affect the quantity of awards that will vest. PBRsUs granted during the nine months ended September 30, 2014 contain both service and market conditions that affect the quantity of awards that will vest. During each three month period ended September 30, 2015 and 2014, the Company granted nil PBRsUs. During the nine months ended September 30, 2015 and 2014, the Company granted 54,375 and 200,000 PBRsUs, respectively. The Company estimates the grant date fair value of PBRsUs which include performance conditions by reference to the fair value of the underlying shares on the date of grant. The Company estimates the grant date fair value of PBRsUs which include market conditions using the Monte Carlo simulation model which are only applicable for the nine months ended September 30, 2014. The weighted-average assumptions used to estimate the fair value of PBRsUs with market conditions and the resulting fair values are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2015	2014	2015	2014	
Dividend yield	n/a	n/a	n/a	—	%
Risk-free rate	n/a	n/a	n/a	1.11	%
Expected volatility	n/a	n/a	n/a	48	%
Grant date fair value	n/a	n/a	n/a	\$7.47	

Stock-based compensation expense related to stock options granted to employees and directors was \$0.7 million and \$1.3 million for the three months ended September 30, 2015 and 2014, respectively, and \$2.2 million and \$4.3 million for the nine months ended September 30, 2015 and 2014, respectively. Stock-based compensation expense related to RSUs granted to employees and directors was \$3.7 million and \$3.0 million for the three months ended September 30, 2015 and 2014, respectively, and \$10.5 million and \$8.6 million for the nine months ended September 30, 2015 and 2014, respectively. Stock-based compensation expense related to PBRsUs granted to employees was \$0.2 million for each three month period ended September 30, 2015 and 2014, and \$0.5 million and \$0.6 million for the nine months ended September 30, 2015 and 2014, respectively.

As of September 30, 2015, there was \$1.8 million and \$33.2 million of unrecognized compensation cost related to stock options and RSUs, including PBRsUs, respectively, which is expected to be recognized over a weighted-average period of 0.8 years and 2.6 years, respectively. Future grants of equity awards will increase the amount of stock-based compensation expense to be recorded.

## Stock Repurchase Program

On February 10, 2015, the Company announced that its Board of Directors had authorized a share repurchase program under which the Company is authorized to repurchase up to \$75.0 million of its outstanding common stock with no expiration date from the date of authorization. As of September 30, 2015, the Company repurchased \$9.4 million of the outstanding common stock. Under the program, shares may be purchased in open market transactions, including through block purchases, through privately negotiated transactions, or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The share repurchase program does not have an expiration date and may be suspended, terminated or modified at any time for any reason. The Company's share repurchase program does not obligate it to acquire any specific number of shares. The Company repurchased shares of its common stock in the open market, which were retired upon repurchase. The purchase price for the repurchased shares are reflected as a reduction to common stock and retained earnings in the Company's condensed consolidated balance sheet during the period presented as follows (in thousands, except per share data):

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	Shares Repurchased	Average Price per Share	Value of Shares Repurchased
Cumulative shares repurchased as of January 1, 2015	—	\$—	\$—
Repurchase of shares of common stock	656	14.28	9,367
Cumulative shares repurchased as of September 30, 2015	656	\$ 14.28	\$9,367

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## 12. Income Taxes

The Company uses an estimated annual effective tax rate based upon a projection of its annual fiscal year results to measure the income tax benefit or expense recognized in each interim period. The Company's effective tax rate, including the impact of discrete benefit items, was 38% and 37% for the three months ended September 30, 2015 and 2014, respectively and 38% and 37% for the nine months ended September 30, 2015 and 2014, respectively.

The Company's 2010 tax year is currently under examination by the State of California Franchise Tax Board. The Company does not expect a material impact on its consolidated financial statements as a result of this examination. The 2012 through 2014 tax periods remain open to examination by the Internal Revenue Service and the 2010 through 2013 tax periods remain open to examination by most state tax authorities. For the Company's foreign jurisdictions, the 2009 through 2014 tax years remain open to examination by their respective tax authorities.

## 13. Related-Party Transactions

During the three months ended September 30, 2015 and 2014, three and five members, respectively, of the Company's Board of Directors also served on the boards of directors of RPX clients. During each of the nine months ended September 30, 2015 and 2014, five members of the Company's Board of Directors also served on the boards of directors of RPX clients. The Company recognized subscription revenue from these clients in the amount of \$2.3 million and \$2.2 million for the three months ended September 30, 2015 and 2014, respectively, and \$6.9 million and \$6.5 million for the nine months ended September 30, 2015 and 2014, respectively. The Company recognized selling, general, and administrative expenses from products and services provided by these clients of \$0.1 million for each three month period ended September 30, 2015 and 2014 and \$0.2 million for each nine month period ended September 30, 2015 and 2014. As of September 30, 2015 and December 31, 2014, there were \$0.1 million of receivables due from these clients. These transactions with related-parties were conducted on terms equivalent to those prevailing in arm's length transactions.

## 14. Segment Reporting

Operating segments are components of an enterprise about which separate financial information is available.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The Company's Chief Executive Officer reviews financial information presented on a consolidated basis and, as a result, the Company concluded that there is only one operating and reportable segment.

The Company markets its solution to companies around the world. Revenue is generally attributed to geographic areas based on the country in which the client is domiciled.

The following table presents revenue by location and revenue generated by country as a percentage of total revenue for the applicable period, for countries representing 10% or more of revenues for one or more of the periods presented (dollars in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,								
	2015		2014	2015		2014	2015		2014			
United States	\$42,352	62	% \$42,751	65	%	\$139,347	64	%	\$120,696	63	%	
Korea	7,290	11	4,657	7		21,259	10		13,500	7		
Japan	8,921	13	9,164	14		27,406	12		28,012	15		
Other	9,649	14	8,835	14		31,038	14		29,380	15		
Total revenue	\$68,212	100	% \$65,407	100	%	\$219,050	100	%	\$191,588	100	%	

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 2, 2015.

This Quarterly Report on Form 10-Q contains "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements are often identified by the use of words such as, but not limited to, "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "will," "plan," "project," "seek," "should," "target," "will," "would," and similar expressions or variations intended to identify forward-looking statements. Forward-looking statements include statements regarding our business strategies and business model, products, benefits to our clients, future financial results and expenses and patent acquisition spending. These statements are based on the beliefs and assumptions of our management based on information that is currently available. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include but are not limited to those identified below and those discussed in the section titled "Risk Factors" included in Part II, Item 1A of this Quarterly Report on Form 10-Q and elsewhere in this filing and our Annual Report on Form 10-K filed with the SEC on March 2, 2015. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

We help companies reduce patent-related risk and expense by providing a subscription-based patent risk management solution that facilitates more efficient exchanges of value between owners and users of patents compared to transactions driven by actual or threatened litigation.

The core of our solution is defensive patent aggregation, in which we acquire patent assets that are being or may be asserted against our current or prospective clients. We then provide our clients with licenses to our patent assets to protect them from potential patent infringement assertions. We also provide our clients access to our proprietary patent market intelligence and data.

Our business model aligns our interests with those of our clients. We have not asserted and will not assert our patents, which enables us to develop strong and trusted relationships with our clients. Our clients include companies that design, make or sell technology-based products and services as well as companies that use technology in their businesses.

During the nine months ended September 30, 2015, our revenue grew to \$219.1 million from \$191.6 million for the nine months ended September 30, 2014. Our client count increased by 41 clients during the nine months ended September 30, 2015, bringing our total client network to 245 as of September 30, 2015. At September 30, 2015, we had deferred revenue of \$117.4 million.

We believe that our acquisitions of patent assets are a key driver of the value that we create for our clients. We measure patent asset acquisition spend on both a "gross" and a "net" basis, whereby the "gross spend" represents the aggregate amount spent including amounts contributed by our clients in syndicated acquisitions above and beyond their subscription fees and the "net spend" represents only the net incremental investment of our own capital. During the

nine months ended September 30, 2015, we completed 67 acquisitions of patent assets and our gross and net acquisition spend totaled \$981.7 million and \$110.3 million, respectively. From our inception through September 30, 2015, we have completed 294 acquisitions of patent assets with gross and net acquisition spend of \$1,896.6 million and \$779.6 million, respectively.

Insuring against the costs of non-practicing entity (“NPE”) litigation is a natural extension of our core defensive patent acquisition service. In August 2012, we started to offer NPE patent infringement liability insurance, which is a liability insurance policy for operating companies that covers certain costs associated with patent infringement lawsuits by NPEs. The insurance product complements our core defensive patent acquisition service, enabling policyholders to better manage and mitigate the risk of NPE patent litigation. In connection with an evolution in the way that we sell insurance policies, during March 2014 we formed a reinsurance company to assume a portion of the underwriting risk on insurance policies that we issue on behalf of a Lloyd’s of London underwriting syndicate. We began issuing new policies under the reinsurance model in May 2014. As of September 30, 2015, we had a total of 77 active insurance policies. The effect of the insurance policies that we have issued or assumed through our reinsurance business was not material to our results of operations or financial condition for the three and nine months ended September 30, 2015 or 2014.

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### Key Components of Results of Operations

#### Revenue

Subscription revenue includes membership subscription services, premiums earned from insurance policies, and management fees. Historically, the majority of our revenue has consisted of fees paid by our clients under subscription agreements. Subscription revenue will be positively or negatively impacted by the financial performance of our clients since their subscription fees typically reset annually based upon their most recently reported annual financial results. Additionally, in August 2012, we launched our insurance product and started to recognize insurance premium revenue from the insurance policies that we underwrite. As the primary insurer, we had been recognizing the full insurance premium as revenue. In May 2014, we began to assume a portion of the underwriting risk on insurance policies that we issue on behalf of a Lloyd's of London underwriting syndicate, and as a result we recognize only the portion of the underwriting risk that we assume. In addition, we receive management fees for marketing, underwriting, and claims management services. Although we expect this revenue to increase as we sell more policies in the future, for the three and nine months ended September 30, 2015 and 2014, insurance premium revenue was not material to our results of operations.

We also recognize revenue from the sale of licenses and advisory fee income in connection with syndicated acquisitions, which we collectively refer to as fee-related revenue. In the future, we may receive other revenue and fee income from newly introduced products and services. While we expect to continue to experience revenue growth on an annual basis, we do not believe that our rate of growth since inception is representative of anticipated future revenue growth.

#### Cost of Revenue

Cost of revenue primarily consists of amortization expenses related to acquired patent assets. Acquired patent assets are capitalized and amortized ratably over their estimated useful lives, which typically relates to the anticipated cash flows from clients and prospects that will benefit from the transaction. Also included in the cost of revenue are expenses incurred to maintain our patents, prosecute our patent applications, conduct inter partes reviews and prior art searches, and amortization expense for acquired intangible assets and internally developed software. With the launch of our insurance offering in August 2012, cost of revenue began to include premiums ceded to reinsurers and loss reserves. We began to issue new policies under the reinsurance model in May 2014 and under this model we do not cede premiums. Our cost of revenue is primarily driven by the amortization of previously acquired patent assets, which are typically amortized over an estimated useful life of 24 to 60 months. From time to time, we may acquire patent assets that are valuable to our clients and prospects with an estimated useful life that is significantly less than the historical weighted-average of patent assets previously acquired, resulting in increased patent asset amortization expense in immediate periods following acquisition. Estimating the economic useful lives of our patent assets depends on various factors including whether we acquire patents or licenses to patents, and the remaining statutory life of the underlying patents, either of which could result in shorter amortization periods. We believe that amortization periods of patent assets to be acquired in future periods may be amortized over shorter periods than the historical weighted-average of 44 months. We expect our cost of revenue to increase in the future as we add additional patent assets to our existing portfolio to support our existing and future clients and as our insurance business grows.

#### Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of salaries and related expenses, including stock-based compensation expense, cost of marketing programs, legal costs, professional fees, travel costs, facility costs and other corporate expenses. We expect that in the foreseeable future, as we seek to serve more clients and develop new products and services, selling, general and administrative expenses will increase.

#### Other Income, Net

Other income, net primarily consists of interest income earned on our cash, cash equivalents and short-term investments and changes in fair value of our deferred payment obligations.



Provision for Income Taxes

Income taxes are computed using the asset and liability method, under which deferred tax assets and liabilities are determined based on the difference between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Based on available information, we believe it is more likely than not that our deferred tax assets will be fully realized. Accordingly, we have not applied a valuation allowance against our net deferred tax assets.

Table of Contents**Critical Accounting Policies and Estimates**

Our condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures.

There have been no material changes to our critical accounting policies and estimates during the nine months ended September 30, 2015, as compared to the critical accounting policies and estimates presented under the heading “Critical Accounting Policies and Estimates” in Part II, Item 7 of the Company’s Annual Report on Form 10-K filed with the SEC on March 2, 2015.

**Recently Adopted Accounting Standards**

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments guidance to simplify the accounting for adjustments made during the measurement period to provisional amounts recognized in a business combination. This guidance is effective for fiscal years and interim periods beginning after December 15, 2015, and requires prospective application. Early adoption is permitted. The Company expects to adopt this guidance when effective, and does not expect this guidance to have a significant impact on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”), which will supersede most existing revenue recognition guidance in U.S. GAAP once it becomes effective. ASU 2014-09 requires an entity to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 will be effective for annual and interim periods beginning after December 15, 2017 and early adoption is permitted for annual and interim periods beginning after December 15, 2016. The Company is currently evaluating the impact of the adoption of ASU 2014-09 on its consolidated financial statements.

**Results of Operations**

The following table sets forth our condensed consolidated statement of operations data for each of the periods indicated (in thousands). Our historical results are not necessarily indicative of our results of operations to be expected for any future period.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$68,212	\$65,407	\$219,050	\$191,588
Cost of revenue	37,639	30,444	109,383	90,906
Selling, general and administrative expenses	18,773	17,786	57,229	53,620
Gain on sale of patent assets, net	—	(8	) (592	) (707
Operating income	11,800	17,185	53,030	47,769
Other income, net	876	73	1,931	266
Income before provision for income taxes	12,676	17,258	54,961	48,035
Provision for income taxes	4,842	6,425	21,066	17,943
Net income	\$7,834	\$10,833	\$33,895	\$30,092



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The following table sets forth our condensed consolidated statement of operations data as a percentage of revenue.

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2015	2014	2015	2014	
Revenue	100	% 100	% 100	% 100	%
Cost of revenue	55	47	50	47	
Selling, general and administrative expenses	28	27	26	28	
Gain on sale of patent assets, net	—	—	—	—	
Operating income	17	26	24	25	
Other income, net	1	—	1	—	
Income before provision for income taxes	18	26	25	25	
Provision for income taxes	7	10	10	9	
Net income	11	% 16	% 15	% 16	%

**Revenue**

Our revenue for the three months ended September 30, 2015 was \$68.2 million compared to \$65.4 million during the same period a year prior, an increase of \$2.8 million, or 4%. Subscription revenue, which includes membership subscription services, premiums earned from insurance policies, and management fees, for the three months ended September 30, 2015 was \$68.2 million compared to \$62.7 million for the three months ended September 30, 2014. The increase in subscription revenue was primarily attributable to an increase in membership fees and insurance premiums of \$5.4 million from new clients who joined our network subsequent to September 30, 2014 and \$0.1 million from clients who joined our network prior to September 30, 2014. As of September 30, 2015, we had a total client network of 245 companies as compared to 195 as of September 30, 2014. Revenue for the three months ended September 30, 2015 and 2014 included fee-related revenue of nil and \$2.7 million, respectively.

Our revenue for the nine months ended September 30, 2015 was \$219.1 million compared to \$191.6 million during the same period a year prior, an increase of \$27.5 million, or 14%. Subscription revenue, which includes membership subscription services, premiums earned from insurance policies, and management fees, for the nine months ended September 30, 2015 was \$202.0 million compared to \$187.8 million for the nine months ended September 30, 2014. The increase in subscription revenue was primarily attributable to an increase in membership fees and insurance premiums of \$11.9 million from new clients who joined our network subsequent to September 30, 2014 and \$2.3 million from clients who joined our network prior to September 30, 2014. Revenue for the nine months ended September 30, 2015 and 2014 included fee-related revenue of \$17.1 million and \$3.8 million, respectively. This increase in fee-related revenue was primarily attributable to the success fee earned in relation to a particularly large syndicated acquisition as well as the sale of perpetual licenses to this portfolio.

**Cost of Revenue**

Our cost of revenue for the three months ended September 30, 2015 was \$37.6 million compared to \$30.4 million during the same period a year prior, an increase of \$7.2 million, or 24%. The increase was primarily attributable to a \$6.7 million increase in patent amortization expense as a result of an increase in our patent assets and shorter than historical amortization periods for certain patent assets acquired subsequent to September 30, 2014. Patent assets acquired during the three months ended September 30, 2015 had a weighted-average amortization period of 29 months compared with the historical weighted-average since our inception of 44 months. This increase is also attributable to a \$0.6 million increase in expenses incurred to conduct inter partes reviews and prior art searches and a \$0.3 million increase in expenses incurred to maintain and prosecute patents and patent applications included in our portfolio, partially offset by \$0.4 million decrease in costs related to our insurance business.

Our cost of revenue for the nine months ended September 30, 2015 was \$109.4 million compared to \$90.9 million during the same period a year prior, an increase of \$18.5 million, or 20%. The increase was primarily attributable to a

\$17.2 million increase in patent amortization expense as a result of an increase in our patent assets, and shorter than historical amortization periods for certain patent assets acquired subsequent to September 30, 2014. Patent assets acquired during the nine months ended September 30, 2015 had a weighted-average amortization period of 36 months compared with the historical weighted-average since our inception of 44 months. This increase is also attributable to a \$1.4 million increase in expenses incurred to maintain and prosecute patents and patent applications included in our portfolio and a \$0.9 million increase in expenses incurred to conduct inter partes reviews and prior art searches offset by \$1.0 million decrease in costs related to our insurance business.

#### Selling, General and Administrative Expenses

Our selling, general and administrative expenses for the three months ended September 30, 2015 were \$18.8 million compared to \$17.8 million during the same period a year prior, an increase of \$1.0 million, or 6%. The increase was primarily due to a \$0.6

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million increase in personnel-related costs primarily attributable to increasing our headcount to 154 employees as of September 30, 2015 as we continued to expand the parts of our organization that support our clients.

Our selling, general and administrative expenses for the nine months ended September 30, 2015 were \$57.2 million compared to \$53.6 million during the same period a year prior, an increase of \$3.6 million, or 7%. The increase was primarily due to a \$2.5 million increase in personnel-related costs primarily attributable to increasing our headcount to 154 employees as of September 30, 2015. The increase was also attributable to a \$0.7 million increase in general corporate and facilities related expenses and a \$0.4 million increase in professional service fees.

**Other Income, net**

Our other income, net for the three months ended September 30, 2015 was \$0.9 million compared to \$0.1 million during the same period a year prior, an increase of \$0.8 million. The increase was primarily due to a \$0.6 million fair value adjustment on our deferred payment obligations.

Our other income, net for the nine months ended September 30, 2015 was \$1.9 million compared to \$0.3 million during the same period a year prior, an increase of \$1.6 million. The increase was primarily due to \$1.3 million of fair value adjustments on our deferred payment obligations.

**Provision for Income Taxes**

Our provision for income taxes was \$4.8 million and \$6.4 million for the three months ended September 30, 2015 and 2014, respectively, and \$21.1 million and \$17.9 million for the nine months ended September 30, 2015 and 2014, respectively. Our effective tax rate, including the impact of discrete benefit items, was 38% and 37% for the three months ended September 30, 2015 and 2014, respectively, and 38% and 37% for the nine months ended September 30, 2015 and 2014, respectively.

**Liquidity and Capital Resources**

We have financed substantially all of our operations and patent asset acquisitions through subscription and other fees collected from our clients, patent-seller financing, and the sale of equity securities. As of September 30, 2015, we had \$104.6 million of cash and cash equivalents and \$263.5 million in short-term investments. We believe our existing cash, cash equivalents and short-term investments will be sufficient to meet our working capital and capital expenditure needs for the foreseeable future. Our future capital needs will depend on many factors, including, among other things, our acquisition of patent assets, addition and renewal of client membership agreements, growth of our insurance business and development of new products and services. We anticipate an increased level of patent acquisition spending as our business grows. We expect our cash used in investing activities to increase in the future as we acquire additional patent assets. We expect our cash used in financing activities to increase in the future as we execute our stock repurchase program by purchasing RPX shares. Additionally, we may enter into potential investments in, or acquisitions of, complementary businesses which could require us to seek additional debt or equity financing. Additional funds may not be available on terms favorable to us or at all.

The following table sets forth a summary of our cash flows for the periods indicated (in thousands):

	Nine Months Ended September 30,	
	2015	2014
Net cash provided by operating activities	\$ 138,532	\$ 117,920
Net cash used in investing activities	(110,331)	(136,159)
Net cash (used in) provided by financing activities	(1,652)	1,410
Net increase (decrease) in cash and cash equivalents	\$ 26,549	\$ (16,829)

**Cash Flows from Operating Activities**

Cash provided by operating activities for the nine months ended September 30, 2015 was \$138.5 million, consisting of adjustments for non-cash items of \$121.3 million, changes in working capital and non-current assets and liabilities of \$16.7 million and net income of \$33.9 million. Non-cash adjustments to net income primarily consisted of \$107.0 million of depreciation and amortization, \$13.1 million of stock-based compensation, and \$4.8 million of amortization of premium on investments, offset by a reduction of \$1.4 million due to excess tax benefit from stock-based compensation, \$1.3 million of fair value adjustments on our deferred payment obligations, a \$0.6 million gain on the sale of patent assets, and a \$0.4 million net increase in our deferred taxes. The change in working capital and non-current assets and liabilities resulted primarily from a \$18.9 million decrease in deferred revenue, a \$9.8 million increase in prepaid expenses and other assets and a \$2.8 million decrease in our accrued and other liabilities offset by a \$14.1 million decrease in accounts receivable and a \$0.7 million increase in accounts payable. The decrease in accounts receivable was due to \$206.5 million in cash collections partially offset by billings to new and existing clients of \$192.4 million. The decrease in deferred revenue was due to revenue recognized during the period of \$202.0 million partially offset by \$183.1 million in

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billings to new and existing clients. The amount of deferred revenue in any given period varies with the addition of new clients, the mix of payment terms that we offer and the timing of invoicing existing clients.

Cash provided by operating activities for the nine months ended September 30, 2014 was \$117.9 million, consisting of adjustments for non-cash items of \$102.7 million, changes in working capital and non-current assets and liabilities of \$14.9 million and net income of \$30.1 million. Non-cash adjustments to net income primarily consisted of \$89.7 million of depreciation and amortization, \$13.4 million of stock-based compensation, \$5.0 million of amortization of premium on investments, a reduction of \$2.4 million due to excess tax benefit from stock-based compensation and a \$1.8 million net decrease in our deferred tax liabilities. The change in working capital and non-current assets and liabilities resulted primarily from a \$17.2 million decrease in accounts receivable, partially offset by a \$25.0 million decrease in deferred revenue, an \$8.8 million increase in prepaid expenses and other assets and a \$1.5 million increase in our accrued and other liabilities. The decrease in accounts receivable was due to \$183.1 million in cash collections, partially offset by billings to new and existing clients of \$165.9 million. The decrease in deferred revenue was due to revenue and other adjustments recognized during the period of \$188.1 million, partially offset by \$163.1 million in billings to new and existing clients. The amount of deferred revenue in any given period varies with the addition of new clients, the mix of payment terms that we offer and the timing of invoicing existing clients.

### Cash Flows from Investing Activities

Cash used in investing activities for the nine months ended September 30, 2015 was \$110.3 million, of which \$84.1 million was used to acquire patent assets, \$22.7 million represented net purchases of short-term investments, \$2.5 million was used for an acquisition of other assets, \$1.6 million was used to acquire property and equipment, and \$0.4 million was used for the final payment of the acquisition of DCML Services Corporation, partially offset by \$0.7 million in proceeds from the sale of patent assets and \$0.3 million decrease in restricted cash.

Cash used in investing activities for the nine months ended September 30, 2014 was \$136.2 million, of which \$104.0 million was used to acquire patent assets, \$30.0 million represented net purchases of short-term marketable securities, \$2.3 million was used in the acquisition of DCML Services Corporation, and \$1.1 million was used to acquire property and equipment. This decrease was partially offset by \$1.1 million in proceeds from the sale of patent assets. We expect our cash used in investing activities to increase in the future as we acquire additional patent assets.

### Cash Flows from Financing Activities

Cash used in financing activities for the nine months ended September 30, 2015 was \$1.7 million, of which \$9.4 million was used to repurchase our common stock under our share repurchase program, \$3.7 million used in taxes paid related to net-share settlements of restricted stock units, and \$0.9 million used for repayments of principal on deferred payment obligations, partially offset by \$6.3 million of proceeds from deferred payment obligations, \$4.6 million of proceeds from the exercise of stock options and other common stock issuances and \$1.4 million excess tax benefit from stock-based compensation.

Cash provided by financing activities for the nine months ended September 30, 2014 was \$1.4 million, of which \$2.9 million was the result of proceeds from the exercise of stock options and other common stock issuances and \$2.4 million was due to excess tax benefit from stock-based compensation. This increase was partially offset by \$3.8 million in taxes paid related to net-share settlements of restricted stock units.

### Contractual Obligations and Commitments

#### Operating Lease Commitments

We generally do not enter into long-term minimum purchase commitments. Our principal long-term commitments consist of obligations under operating leases for office space. There were no substantial changes to our contractual obligations and commitments during the nine months ended September 30, 2015 as compared to our contractual obligations and commitments presented under the heading “Contractual Obligations and Commitments” in Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” or the heading



“Commitments and Contingencies” in Note 12 of the Notes to Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K filed with the SEC on March 2, 2015.

Issuer Purchases of Equity Securities

In February 2015, our Board of Directors authorized the repurchase of up to \$75.0 million of our outstanding shares of common stock. As part of the share repurchase program, shares may be purchased in open market transactions, including through block purchases, through privately negotiated transactions, or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. The timing, manner, price and amount of any repurchases will be determined in our discretion and will depend on factors such as cash generation from operations, other cash requirements, economic and market conditions, stock price and legal and regulatory requirements. The share repurchase program does not have an expiration date and may be suspended, terminated or modified at any time for any reason. The repurchase program does not obligate us to acquire any specific number of shares, and all

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open market repurchases will be made in accordance with Exchange Act Rule 10b-18, which sets certain restrictions on the method, timing, price and volume of open market stock repurchases. As of September 30, 2015, we had repurchased an aggregate of 656 thousand shares of common stock in the open market for \$9.4 million under the share repurchase program.

Off Balance Sheet Arrangements

At September 30, 2015, we did not have any relationships with unconsolidated entities or financial partnerships, such as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance-sheet arrangements or other contractually narrow or limited purposes.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and interest rates. We do not hold or issue financial instruments for trading purposes.

Foreign Currency Exchange Risk

Our subscription agreements are denominated in U.S. Dollars and, therefore, our revenue is not currently subject to significant foreign currency risk. Our expenses are incurred primarily in the United States, with a small portion of expenses incurred and denominated in the currencies where our international offices are located. Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Japanese Yen and European Euro relative to the U.S. Dollar. To date, we have not entered into any foreign currency hedging contracts.

Interest Rate Sensitivity

We had cash, cash equivalents and short-term investments of \$368.0 million as of September 30, 2015. Our cash balances deposited in U.S. banks are non-interest bearing and insured up to the Federal Deposit Insurance Corporation ("FDIC") limits. Cash equivalents consist primarily of commercial paper, institutional money market funds, and municipal bonds denominated primarily in U.S. Dollars. Interest rate fluctuations affect the returns on our invested funds.

As of September 30, 2015, our short-term investments of \$263.5 million were primarily invested in municipal and corporate bonds maturing between 90 days and 12 months, U.S. government and agency securities, commercial paper, and equity securities. As of September 30, 2015, our investments were primarily classified as available-for-sale and, consequently, were recorded at fair value in the condensed consolidated balance sheets with unrealized gains or losses reported as a separate component of stockholders' equity. We review our investments for impairment when events and circumstances indicate that a decline in the fair value of an asset below its carrying value is other-than-temporary. As of September 30, 2015, we had not recorded an impairment related to our investments in the condensed consolidated statement of operations.

If overall interest rates had changed by 10% during the nine months ended September 30, 2015, the fair value of our investments would not have been materially affected.

Effect of Inflation

We believe that inflation has not had a material impact on our consolidated results of operations for the nine months ended September 30, 2015. There can be no assurance that future inflation will not have an adverse impact on our consolidated results of operations or financial condition.

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Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a 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. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, the Company’s disclosure controls and procedures were effective at the reasonable assurance level.

Internal Control over Financial Reporting

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended September 30, 2015 which were identified in connection with management's evaluation required by Rule 13a-15 and 15d-15 under the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Refer to Note 10, "Commitments and Contingencies," in Notes to Condensed Consolidated Financial Statements (unaudited) in Part I, Item 1 of this Quarterly Report on Form 10-Q, which is hereby incorporated by reference.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below before making a decision to buy our common stock. If any of the following risks actually occur, our business, financial condition, results of operations or growth prospects could be harmed. In that case, the trading price of our common stock could decline and you could lose all or part of your investment in our common stock. The risks described below are not the only risks facing us. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, operating results, and growth prospects.

Risks Related to Our Business and Industry

We may experience significant quarterly fluctuations in our operating results due to a number of factors, which make our future operating results difficult to predict and could cause our operating results to fall below expectations.

Due to our limited operating history, our evolving business model and the unpredictability of our emerging industry, certain of our operating results have fluctuated significantly in the past and may fluctuate significantly in the future. Many of the factors that cause these fluctuations are outside of our control. The amount we spend to acquire patent assets, the characteristics of the assets acquired and the timing of those acquisitions may result in significant quarterly fluctuations in our capital expenditures and our financial results, and the amount and timing of our membership sales may result in significant fluctuations in our cash flow on a quarterly basis. As a result, comparing our operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance.

In addition to the factors described above and elsewhere in this Item 1A, other factors that may affect our operating results include:

- increases in the prices we need to pay to acquire patent assets;
- increases in operating expenses, including those attributable to additional headcount and the costs of new business initiatives;
- our lengthy and unpredictable membership sales cycle, including delays in potential clients' decisions whether to subscribe to our solution;
- lower subscription fees from clients whose annual subscription fees decrease due to declining operating income or revenue of such clients or the effects of changes in foreign exchange rates;
- losses incurred as a result of claims made on insurance policies underwritten or assumed by us;
- non-renewals from existing clients for any reason;
- loss of clients, including through acquisitions or consolidations;
- changes in our subscription fee rates or changes in our own pricing and discounting policies or those of our competitors;
- our inability to acquire patent assets that are being asserted or may be asserted against our clients due to lack of availability, unfavorable pricing terms or otherwise;
- changes in patent law and regulations and other legislation, as well as United States Patent and Trademark Office procedures or court rulings, that reduce the value of our solution to our existing and potential clients;
- changes in the accounting treatment associated with our acquisitions of patent assets, how we amortize those patent assets and how we recognize revenue under subscription agreements;
- our acquisition of patent assets with a shorter estimated useful life that increases our near-term patent asset amortization expense and decreases our earnings;
- our inability to effectively develop and implement new solutions that meet client requirements in a timely manner;

• decreases in our clients' and prospective clients' costs of litigating patent infringement claims;  
• our inability to retain key personnel;  
• any significant changes in the competitive dynamics of our market, including new competitors or substantial discounting of services that are viewed by our target market as competitive to ours;

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gains or losses realized as a result of our sale of patents, including upon the exercise by any of our clients of their limited right to purchase certain of our patent assets for defensive purposes in the event of a patent infringement suit brought against such client by a third party; and

- adverse economic conditions in the industries that we serve, particularly as they affect the intellectual property risk management and/or litigation budgets of our existing or potential clients.

If our operating results in a particular quarter do not meet the expectations of securities analysts or investors, our stock price could be substantially affected. In particular, if our operating results fall below expectations, our stock price could decline substantially.

The market for our patent risk management solution is evolving, and if our solution is not widely accepted or is accepted more slowly than we expect, our operating results will be adversely affected.

We have derived substantially all of our revenue from the sale of memberships to our patent risk management solution and we expect this will continue for the foreseeable future. As a result, widespread acceptance of this solution is critical to our future success. The market for patent risk management solutions is evolving and it is uncertain whether these solutions will achieve and sustain high levels of demand and market acceptance. Our success will depend, to a substantial extent, on the willingness of companies of all sizes to purchase and renew memberships as a way to reduce their patent litigation costs. If companies do not perceive the cost-savings benefits of patent risk management solutions, then wide market adoption of our solution will not develop, or it may develop more slowly than we expect. Either scenario would adversely affect our operating results in a significant way. Factors that may negatively affect wide market acceptance of our solution, as well as our ability to obtain new clients and renew existing clients, include:

- uncertainty about our ability to significantly reduce patent litigation costs for a particular company;
- reduced assertions from NPEs or decreased patent licensing fees owed to NPEs;
- limitations on the ability of NPEs to bring patent claims or limitations on the potential damages recoverable from such claims;
- reduced cost to our clients of defending patent assertion claims;
- lack of perceived relevance and value in our existing patent asset portfolio by existing or potential clients;
- concerns by existing or potential clients about our future ability to obtain rights to patent assets that are being or may be asserted against them;
- reduced incentives to renew memberships if clients have vested into perpetual licenses in all patent assets that they believe are materially relevant to their businesses;
- lack of sufficient interest by mid- and small-size companies in our patent risk management or insurance offerings;
- reduced incentive for companies to become clients because we do not assert our patent assets in litigation;
- concerns that we might change our current business model and assert our patent assets in litigation;
- budgetary limitations for existing or potential clients; and
- the belief that adequate coverage for the risks and expenses we attempt to reduce is available from alternative products or services.

Our limited operating history makes it difficult to evaluate our current business and future prospects, and potential clients may have concerns regarding the effectiveness of our business model in the future. If companies do not continue to subscribe to our solution, our business and operating results will be adversely affected.

We acquired our first patent assets in September 2008, sold our first membership in October 2008, and sold our first insurance policy in August 2012. Therefore, we have not only a limited operating history, but also a limited track record in executing our business model. Our future success depends on acceptance of our solutions by companies we target to become clients. Our efforts to sell our products to new and existing clients may not continue to be successful. We evaluate our business model from time to time in order to address the evolving needs of our clients and prospective clients, particularly in an industry that continues to develop and change. Our limited operating history may also make it difficult to evaluate our current business and future prospects. We have encountered and will continue to encounter risks and difficulties frequently experienced by companies in rapidly changing industries. If we

do not manage these risks successfully, our business and operating results will be adversely affected.

If the market for our solution develops more slowly than we anticipate, or if competitors introduce new solutions that compete with ours, we may be unable to renew our memberships, sell insurance policies or attract new clients at favorable prices based on the same pricing model we have historically used. In the future, it is possible that competitive dynamics in our market may require us to change our pricing model, reduce our subscription fee rates, or consider adding new pricing programs or discounts, which would likely harm our operating results. If we introduce a higher rate card in the future, it may be more difficult for us to attract new clients. In order to attract new clients and retain existing clients, in certain cases we have previously offered, and may in the future offer, discounts or other contractual incentives to clients who execute multi-year subscription agreements or who make client referrals.



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Our membership sales cycles can be long and unpredictable, and our membership sales efforts require considerable time and expense. As a result, our membership sales are difficult to predict and will vary substantially from quarter to quarter, which may cause our cash flow to fluctuate significantly.

Because we operate in a relatively new and unproven market, our membership sales efforts involve educating potential clients about the benefit of our solution, including potential cost savings to a company. Potential clients typically undergo a lengthy decision-making process that has, in the past, generally resulted in a lengthy and unpredictable sales cycle. Mid- and small-size companies are generally subject to less patent litigation and we expect even lengthier sales cycles for such companies. We spend substantial time, effort and resources in our membership sales efforts without any assurance that our efforts will produce any membership sales. In addition, subscriptions are frequently subject to budget constraints, multiple approvals, and unplanned administrative, processing and other delays. As a result of these factors, our membership sales in any period are difficult to predict and will likely vary substantially between periods, which may cause our cash flow to fluctuate significantly between periods.

The success of our business depends on clients renewing their subscription agreements, and we do not have an adequate operating history to predict the rate of membership renewals. Any significant decline in our membership renewals could harm our operating results.

Our clients have no obligation to renew their subscriptions after the expiration of their initial membership period. We have limited historical data with respect to rates of subscription renewals, so we cannot accurately predict renewal rates. The weighted-average term of our subscription agreements in effect as of September 30, 2015 was 2.5 years. As our overall membership base grows, we expect our rate of client renewals to decline compared to our historical rate. Our clients may choose not to renew their memberships or, if they do renew, may choose to do so for shorter terms or seek a reduced subscription fee. Many of our subscription agreements provide for automatic one-year renewal periods. As a result, as more of our clients are in renewal periods, the weighted-average term of our subscription agreements may decrease. If our clients do not renew their subscriptions or renew for shorter terms or if we allow them to renew at reduced subscription fees, our revenue may decline and our business may be adversely affected.

Upon initial subscription, our clients receive a term license for the period of their membership to substantially all of the patent assets in our portfolio at the time of subscription. In addition, clients receive term licenses to substantially all of the patent assets we acquire during the period of their membership. Our subscription agreements also typically include a vesting provision that converts a client's term licenses into perpetual licenses on a delayed, rolling basis as long as the company remains a client. Accordingly, clients who continue to subscribe to our solution receive perpetual licenses to an increasing number of our patent assets over time. If we are unable to adequately show clients that we are continuing to obtain additional patent assets that are being or may be asserted against them, clients may choose not to renew their subscriptions once they have vested into a perpetual license to all patent assets they believe are materially relevant to their businesses.

Because we generally recognize revenue from membership subscriptions over the term of the membership, upturns or downturns in membership sales may not be immediately reflected in our operating results. As a result, our future operating results may be difficult to predict.

We generally recognize subscription fees received from clients ratably over the period of time to which those fees apply. Most of our clients are invoiced annually, and thus their fees are recognized as revenue over the course of 12 months. Consequently, a decline in new or renewed subscriptions in any one quarter will not be fully reflected in that quarter's revenue and will negatively affect our revenue in future quarters. In addition, we may be unable to adjust our cost structure quickly to reflect this reduced revenue. Accordingly, the effect of either significant downturns in membership sales or rapid market acceptance of our solution may not be fully reflected in our results of operations in the period in which such events occur. Our membership subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as subscription fees from new clients must generally be recognized over the applicable membership term.

Our subscription fees from clients may decrease due to factors outside of our control. Any reduction in subscription fees could harm our business and operating results.

Subscription fees are typically reset annually based on a client's reported revenue and operating income measured as of the end of its last fiscal year. If a client who is not already paying the minimum due under our rate card experiences reduced operating results, its subscription fee for the next year will decline. As a result, our revenue stream may be affected by conditions outside of our control that impact the operating results of our clients.

Our rate cards generally provide that our subscription fee as a percentage of the client's operating income decreases as their operating income goes up. In addition, many of our clients' rate cards are subject to an annual cap. As a result, if one of our clients acquires another client, our future revenue could be reduced as a result of the application of our rate card to the combined entity rather than to each entity separately. Any reduction in subscription fees could harm our business and operating results.

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We have very limited flexibility to change the pricing of our solution for existing clients and may not be able to respond effectively to changes in our market. This limited flexibility could have an adverse effect on our operating results.

Under many of our existing subscription agreements, our annual subscription fee is based on published rate cards applicable to all of our clients that commence their membership while that rate card is in effect. Clients under such agreements are able to renew their memberships perpetually under the rate card in effect at the time that they became members with periodic adjustments by us only based on changes in the Consumer Price Index. This means that any increases to our rate card generally apply only to clients that join after such increase. Accordingly, we have limited ability to change the economics of our business model with respect to existing clients in response to changes in the market in which we operate. This limited flexibility could have an adverse effect on our operating results. For example, if we increase our operating expenses as a result of changes in our market, we would have very limited ability to increase the subscription fees we charge to our existing clients to offset the increased operating expenses, and our operating results could be adversely affected.

We rely on various actuarial models in pricing our insurance product and estimating the frequency and severity of related loss events, but actual results could differ materially from the model outputs. Incurring losses that exceed our predictions could adversely affect our financial condition and results of operations.

We employ various predictive modeling, stochastic modeling and/or actuarial techniques to analyze and estimate losses and the risks associated with insurance policies that we underwrite or reinsure. We use the modeled outputs and related analyses to assist us in making underwriting, pricing and reinsurance decisions. The modeled outputs and related analyses are subject to numerous assumptions, uncertainties and the inherent limitations of any statistical analysis. Consequently, modeled results may differ materially from our actual experience. If, based upon these models or otherwise, we under price our products or underestimate the frequency and/or severity of loss events, our results of operations or financial condition may be adversely affected, which could have a material adverse effect on our results of operations. If, based upon these models or otherwise, we over price our products or overestimate the risks we are exposed to, new business growth and retention of our existing business may be adversely affected.

If we are unable to successfully expand our membership base to include small and mid-size companies, we may not be able to maintain our growth and our business and results of operations may be harmed.

Many of our current clients are very large companies. The number of companies of that size is limited and, in order for us to continue our growth, we need to expand our membership base to include small and mid-size companies. There is no guarantee that we will be successful in those efforts. Small and mid-size companies often have more limited budgets available for solutions of the type we offer compared to large companies. Furthermore, small and mid-size companies are generally not subject to as much patent litigation as large companies and, therefore, may not perceive that the benefits of our solution justify its cost. They may also have concerns that we will focus our patent acquisition efforts on patent assets that are of more benefit to our larger clients who pay us higher subscription fees. If we are unable to successfully expand our membership base to include an increased number of companies, our growth may slow, and our business may be harmed.

We may acquire or invest in other companies or technologies, which could divert our management's attention, result in additional dilution to our stockholders and otherwise disrupt our operations and harm our operating results. We may also be unable to realize the expected benefits and synergies of any acquisitions.

We have in the past and may in the future seek to acquire or invest in businesses, products or technologies that we believe could complement or expand our client offerings, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. We may not be able to integrate the acquired personnel, operations and technologies successfully or effectively manage the combined business following the completion of the acquisition.

We may not achieve the anticipated benefits from a business acquisition due to a number of factors, including:

- difficulties in integrating operations, technologies, services and personnel;
- unanticipated costs or liabilities associated with the acquisition;
- incurrence of acquisition-related costs;
- diversion of management's attention from other business concerns;
- potential loss of key employees;
- additional legal, financial and accounting challenges and complexities in areas such as tax planning, cash management and financial reporting;
- use of resources that are needed in other parts of our business; and
- use of substantial portions of our available cash to consummate the acquisition.

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Future acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial condition may suffer.

We are investing management time and resources into developing products designed to provide insurance against NPE patent infringement claims. We have limited prior experience in designing or providing insurance products. If we are not successful in selling a significant amount of these insurance products, we will not realize the anticipated benefit of these investments, which could have an adverse effect on our growth prospects, and our business may be harmed. We are investing management time and financial resources in the development of products designed to provide insurance against some of the costs resulting from NPE patent claims. We are providing capital to develop and operate this business. We have limited prior experience in designing insurance products, operating an insurance business, attracting policyholders or establishing the pricing or terms of insurance policies and selling insurance policies in combination with membership subscriptions. We cannot assure you that our patent insurance products will appeal to a sufficient number of our existing clients or attract enough new clients to build a sustainable insurance business. If we are unsuccessful in managing this business, we may not realize the anticipated benefits of our investments of capital and management attention, which could have an adverse effect on our financial performance and growth prospects and our business may be harmed.

If we are unable either to identify patent assets that are being asserted or that could be asserted against existing and potential clients or to obtain such assets at prices that are economically supportable within our business model, we may not be able to attract or retain sufficient clients and our operating results would be harmed.

Our ability to attract new clients and renew the subscription agreements of existing clients depends on our ability to identify and acquire patent assets that are being asserted or that could be asserted against our existing or potential clients. There is no guarantee that we will be able to adequately identify those types of patent assets on an ongoing basis and, even if identified, that we will be able to acquire rights to those patent assets on terms that are favorable to us, or at all. As new technological advances occur, some or all of the patent assets we have acquired may become less valuable or obsolete before we have had the opportunity to obtain significant value from those assets.

Our approach to acquiring patent assets generally involves acquiring ownership or a license at a fixed price. Other companies, such as NPEs, often offer contingent payments to sellers of patents that may provide the seller the opportunity to receive greater amounts in the future for the sale of its patents as compared to the fixed price we generally pay. As a result, we may not be able to compete effectively for the acquisition of certain patent assets.

If clients do not perceive that the patent assets we acquire are relevant to their businesses, we will have difficulty attracting new clients and retaining existing clients, and our operating results will be harmed. Similarly, if clients are not satisfied with the amount of capital we deploy to acquire patent assets, they may choose not to renew their subscriptions. These risks are greater if we elect to invest a significant amount of our capital in only a few acquisitions of patent assets.

We may not be able to compete effectively against others to attract new clients or acquire patent assets. Any failure to compete effectively could harm our business and results of operations.

In our efforts to attract new clients and retain existing clients, we compete primarily against established patent risk management strategies employed by those companies. Companies can choose from a variety of other strategies to attempt to manage their patent risk, including internal buying or licensing programs, cross-licensing arrangements, patent-buying consortiums or other patent-buying pools and engaging legal counsel to defend against patent assertions. As a result, we spend considerable resources educating our existing and prospective clients on the potential benefits of our solution and the value and cost savings it may provide.

In addition to competing for new clients, we also compete to acquire patent assets. Our primary competitors in the market for patent assets are varied and include other entities that seek to accumulate patent assets, including NPEs such as Acacia Research, Intellectual Ventures and IP Navigation. Many of our current or potential competitors have longer operating histories and significantly greater financial resources than we have. In addition, many NPEs that compete with us to acquire patent assets have complicated corporate structures that include a large number of subsidiaries, so it is difficult for us to know who the ultimate parent entity is and how much capital the related entities have available to acquire patent assets. We also face competition for patent assets from operating companies, including operating companies that are current or prospective clients. Many of these operating companies have significantly greater financial resources than we have and can acquire patent assets at prices that we may not be able to pay.

We expect to face more direct competition in the future from other established and emerging companies. In addition, as a relatively new company in the patent risk management market, we have limited insight into trends that may develop and affect our business. As a result, we may make errors in predicting and reacting to relevant business trends, making us unable to compete effectively against others.

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Our current or potential competitors vary widely in size and in the scope and breadth of the products and services they offer. Many of our competitors have substantially greater financial resources and a larger client base and sales and marketing teams. The competition we face now and in the future could result in increased pricing pressure, reduced margins, increased sales and marketing expenses and a failure to increase, or the loss of, market share. We may not be able to maintain or improve our competitive position against our current or future competitors, and our failure to do so could seriously harm our business.

Certain of our acquisitions of patent assets are time consuming, complex and costly, which could adversely affect our operating results.

Certain of our acquisitions of patent assets are time consuming, complex and costly to consummate. We utilize many different transaction structures in our acquisitions and the terms of the acquisition agreements tend to be very heavily negotiated. As a result, we may incur significant operating expenses during the negotiations even when the acquisition is ultimately not consummated. Even if we successfully acquire particular patent assets, there is no guarantee that we will generate sufficient revenue related to those patent assets to offset the acquisition costs. While we conduct confirmatory due diligence on the patent assets we are considering for acquisition, we may acquire patent assets from a seller who does not have proper title to those assets. In those cases, we may be required to spend significant resources to defend our interests in the patent assets and, if we are not successful, our acquisition may be invalid, in which case we could lose part or all of our investment in the assets.

We occasionally identify patent assets that cost more than we are prepared to spend of our own capital resources or that may be relevant only to a very small number of clients. In these circumstances, we may structure and coordinate a transaction in which certain of our clients contribute funds that are in addition to their subscription fees in order to acquire those patent assets. These syndicated acquisitions are complex and can be large and high profile. We may incur significant costs to organize and negotiate a syndicated acquisition that does not ultimately result in an acquisition of any patent assets. These higher costs could adversely affect our operating results. Our roles in structuring the acquisition and managing the acquisition entity, if one is used, may expose us to financial and reputational risks.

New legislation, regulations or court rulings related to enforcing patents could reduce the value of our solution to clients or potential clients and harm our business and operating results.

If Congress, the U.S. Patent and Trademark Office or courts implement additional legislation, regulations or rulings that impact the patent enforcement process or the rights of patent holders, these changes could negatively affect the operating results and business model for NPEs. This, in turn, could reduce the value of our solution to our current and potential clients. For example, limitations on the ability to bring patent enforcement claims, limitations on potential liability for patent infringement, lower evidentiary standards and new procedures for invalidating patents, increased difficulty for parties making patent assertions to obtain injunctions, reductions in the cost to resolve patent disputes and other similar developments could negatively affect an NPE's ability to assert its patent rights successfully, decrease the revenue associated with asserting or licensing an NPE's patent rights and increase the cost or risk of bringing patent enforcement actions. As a result, assertions and the threat of assertions by NPEs may decrease. If this occurs, companies may seek to resolve patent claims on an individual basis and be less willing to subscribe to our solution or renew their memberships. Furthermore, even if companies are interested in subscribing to our solution or maintaining their memberships, companies may be unwilling to pay the subscription fees that we propose. Any of these events could result in a material adverse effect on our business and operating results.

Our business model requires estimates and judgments by our management. Our estimates and judgments are subject to changes that could adversely affect our operating results.

Our patent risk management business model is relatively new and therefore our accounting and tax treatment has limited precedent. The determination of patent asset amortization expense for financial and income tax reporting requires estimates and judgments on the part of management. Some of our patent asset acquisitions are complex,

requiring additional estimates and judgments on the part of our management. From time to time, we evaluate our estimates and judgments; however, such estimates and judgments are, by their nature, subject to risks, uncertainties and assumptions, and factors may arise that lead us to change our estimates or judgments. If this or any other changes occur, our operating results may be adversely affected. Furthermore, if the accounting or tax treatment is challenged, we may be required to spend considerable time and expense defending our position and we may be unable to successfully defend our accounting or tax treatment, any of which could adversely affect our business and operating results.

If we are unable to enhance our current solution or to develop or acquire new solutions to provide additional value to our clients and potential clients, we may not be able to maintain our growth, and our business may be harmed.

In order to attract new clients and retain existing clients, we need to enhance and improve our existing solution and introduce new solutions that meet the needs of our clients. We have in the past, and may in the future, seek to acquire or invest in businesses, products or technologies that we believe could complement or expand our service offerings, enhance our technical capabilities or



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otherwise offer growth opportunities. For example, in June 2014 we acquired DCML Services Corporation, a provider of data, intelligence and consulting on NPEs.

The development and implementation of new solutions will continue to require substantial time and resources, as well as require us to operate businesses that would be new to our organization. These or any other new solutions may not be introduced in a timely manner or at all. If we do introduce these or any other solutions, we may be unable to implement such solutions in a cost-effective manner, achieve wide market acceptance, meet client expectations or generate revenue sufficient to recoup the cost of developing such solutions. Any new solutions we introduce may expose us to additional laws, regulations and risks. If we are unable to develop these or other solutions successfully and enhance our existing solution to meet client requirements or expectations, we may not be able to attract or retain clients, and our business may be harmed.

We plan to continue to increase our operating expenses to support and expand our operations, and those increased expenses may negatively impact our profitability.

We expect to increase future expenditures to develop and expand our business, including making substantial expenditures to develop new solutions. For example, in March 2014 we formed a reinsurance company to bear some underwriting risk on insurance policies that the Company issues on behalf of a Lloyd's of London underwriting syndicate. We began placing new policies under the reinsurance model in May 2014. Developing and offering these new solutions may cause us to incur substantial additional operating expenses. Our efforts to develop this and other new solutions will result in an increase in our operating expenses with no assurance that such solutions will result in additional revenue that is sufficient to offset the additional expenses we incur.

We also plan to incur additional operating expenses as we hire new personnel. Because we intend to continue to hire, we expect our operating expenses to increase. If we are not successful in generating additional revenue that is sufficient to offset these operating expense increases, our operating results may be harmed.

Following the launch of insurance products for NPE patent infringement claims, we now face the risks associated with operating an insurance business. If we fail to manage these risks, our results of operations and financial condition may be adversely affected.

In August 2012, we began to offer insurance products for NPE patent claims, and therefore face new risks associated with the operation of an insurance business. We have no prior experience in operating an insurance business, which includes assuming underwriting and reinsurance risk and setting premiums. There are many estimates and forecasts involved in predicting underwriting and reinsurance risk and setting premiums, many of which are subject to substantial uncertainty and which could cause our expenses and earnings to vary significantly from quarter to quarter. If we do not estimate our underwriting and reinsurance risks and set our premiums successfully, we may incur larger losses on our policies than we expect, which could have an adverse effect on our results of operations and financial condition. Under accounting principles generally accepted in the United States of America, while premiums earned from our insurance policies are recognized ratably, losses are recognized as incurred. This will increase the variability of our operating results until such time as our insurance business operates at scale. Furthermore, the insurance market is highly regulated, so operation of an insurance business will expose us to additional laws and regulations. Compliance with such laws and regulations may be costly, which could affect our results of operations.

If we are not perceived as a trusted defensive patent aggregator, our ability to gain wide market acceptance will be harmed, and our operating results could be adversely affected.

Our reputation, which depends on earning and maintaining the trust of existing and potential clients, is critical to our business. Our reputation is vulnerable to many threats that can be difficult or impossible to control and costly or impossible to remediate. For our business to be successful, we must continue to educate potential clients about our role as a trusted intermediary in the patent market. If our reputation is harmed, we may have more difficulty attracting new clients and retaining existing clients, and our operating results could be adversely affected.

We may become involved in patent or other litigation proceedings related to our clients. Our involvement could cause us to expend significant resources. It could also require us to disclose information related to our clients, which could cause such clients not to renew their subscriptions with us.

The patent market is heavily impacted by litigation. As a result, we may be required, by subpoena or otherwise, to participate in patent or other litigation proceedings related to our clients. Our participation in any such proceedings could require us to expend significant resources and could also be perceived as adverse to the interests of our clients or potential clients if we are required to disclose any information about our clients that we have gathered in the course of their memberships. These additional expenditures and potential disclosures could make it more difficult for us to attract new clients and retain existing clients, and our results of operations could be harmed. We may incur significant costs in defending claims made against us and the result may not be favorable. An unfavorable outcome of any claim could result in proliferation of similar claims against us. The expense and disclosure associated

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with our involvement in litigation could have an adverse effect on our business, prospects, financial condition, operating results and cash flows.

Interpretations of current laws and the passage of future laws could harm our business and operating results. Because of our presence in an emerging industry, the application to us of existing United States and foreign laws is unclear. Many laws do not contemplate or address the specific issues associated with our patent risk management solution or other products and services we may provide in the future. It is possible that courts or other governmental authorities will interpret existing laws regulating risk management and insurance, competition and antitrust practices, taxation, the practice of law and patent usage and transfers in a manner that is inconsistent with our business practices. Our business, prospects, financial condition and results of operations may be harmed if our operations are found to be in violation of any existing laws or any other governmental regulations that may apply to us. Additionally, existing laws and regulations may restrict our ability to deliver services to our clients, limit our ability to grow and cause us to incur significant expenses in order to comply with such laws and regulations. Even if our business practices are ultimately not affected, we may incur significant cost to defend our actions, incur negative publicity and suffer substantial diversion of management time and effort. This could have a material adverse effect on our business, prospects, financial condition and results of operations.

Additionally, we face risks from laws that could be passed in the future. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any of the proposals will become law. Compliance with any new or existing laws or regulations could be difficult and expensive, affect the manner in which we conduct our business and negatively impact our business, prospects, financial condition and results of operations.

We receive a significant amount of our revenues from a limited number of clients, and if we are not able to obtain membership renewals from these clients, our revenue may decrease substantially.

We receive a significant amount of our revenue from a limited number of clients. For example, during the nine months ended September 30, 2015, our 10 highest revenue-generating clients accounted for approximately 30% of our total revenue. We expect that a significant portion of our revenue will continue to come from a relatively small number of clients for the foreseeable future. If any of these clients chooses not to renew its membership, or if our subscription fees from one of these clients decline, our revenue may correspondingly decrease and our operating results may be adversely affected.

Any failure to maintain or protect our patent assets or other intellectual property rights could impair our ability to attract or retain clients and maintain our brand and could harm our business and operating results.

Our business is dependent on our ability to acquire patent assets that are valuable to our existing and potential clients. Following the acquisition of patent assets, we expend significant time and resources to maintain the effectiveness of those assets by paying maintenance fees and making filings with the United States Patent and Trademark Office. In some cases, the patent assets we acquire include patent applications which require us to invest resources to prosecute the applications with the United States Patent and Trademark Office. If we fail to maintain or prosecute our patent assets properly, the value of those assets to our clients would be reduced or eliminated, and our business would be harmed.

If we fail to develop widespread brand awareness cost-effectively, we may not attract new clients and our business and operating results may suffer.

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our solution and is an important element in attracting new clients. Furthermore, we believe that the importance of brand recognition will increase as competition in our market develops. Brand promotion activities may not generate client awareness or yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incurred in building our brand. If we fail to promote and maintain our brand

successfully, or if we incur substantial expenses in an unsuccessful attempt to promote and maintain our brand, we may fail to attract or retain clients to the extent necessary to realize a sufficient return on our brand-building efforts.

We are dependent on our management team, and the loss of any key member of this team may prevent us from implementing our business plan, which could harm our future growth and operating results.

Our success depends largely upon the continued services of our executive officers and other key personnel. We do not have employment agreements with any of our executive officers or other key management personnel that require them to remain our employees. Therefore, they could terminate their employment with us at any time without penalty. We do not maintain key person life insurance policies on any of our employees. The loss of one or more of our key employees could seriously harm our business.

Our inability to identify, attract, train, integrate and retain highly qualified employees would harm our business.

Our future success depends on our ability to identify, attract, train, integrate and retain highly qualified technical, sales and marketing, managerial and administrative personnel. In particular, our ability to increase our revenue is dependent on our ability to

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hire personnel who can identify and acquire valuable patent assets and attract new clients. Competition for highly skilled sales, business development and technical individuals is intense, and we continue to face difficulty identifying and hiring qualified personnel in some areas of our business. We may not be able to hire and retain such personnel at compensation levels consistent with our existing compensation and salary structure. Many of the companies with which we compete for hiring experienced employees have greater resources than we have. If we fail to identify, attract, train, integrate and retain highly qualified and motivated personnel, our reputation could suffer, and our business, financial condition and results of operations could be adversely affected.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements could be impaired, which could adversely affect our operating results, our ability to operate our business and investors' views of us.

Ensuring that we have internal financial and accounting controls and procedures adequate to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. We have in the past discovered, and may in the future discover, areas of our internal financial and accounting controls and procedures that need improvement. The Sarbanes-Oxley Act of 2002 requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002. Our compliance with Section 404 requires that we incur substantial accounting expense and expend significant management time on compliance-related issues. While neither we nor our independent registered public accounting firm have identified deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, there can be no assurance that material weaknesses will not subsequently be identified.

Global economic conditions may adversely affect demand for our solution or fees payable under our subscription agreements, which could adversely affect our financial condition and operating results.

Our operations and performance depend significantly on worldwide economic conditions, and the United States and world economies have recently and may continue to experience weak economic conditions. Uncertainty about global economic conditions poses a risk as businesses may postpone spending in response to tighter credit, negative financial news and declines in income or asset values. This response could have a material negative effect on the demand for our solution. Furthermore, if our clients experience reduced operating income or revenues as a result of economic conditions or otherwise, it would reduce their subscription fees because those fees are generally reset annually based on the clients' operating income or revenue. If the subscription fees payable under our subscription agreements are reduced substantially, it would have an adverse effect on our business and results of operations.

The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the NASDAQ Stock Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased, and will likely continue to increase, our legal and financial compliance costs, make some activities more difficult, time-consuming or costly, and place significant strain on our personnel, systems and resources. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time. This could result in continuing uncertainty regarding compliance matters, higher administrative expenses and a diversion of management's time and attention. Further, if our compliance efforts differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Being a public company that is

subject to these rules and regulations also makes it more expensive for us to obtain and retain director and officer liability insurance, and we may in the future be required to accept reduced coverage or incur substantially higher costs to obtain or retain adequate coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors and qualified executive officers.

We might require additional capital to support our business growth and future patent asset acquisitions, and this capital might not be available on acceptable terms, or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to acquire patent assets, develop new solutions or enhance our existing solution, enhance our operating infrastructure and acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings or enter into credit agreements to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters,

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which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us, or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited, which could have an adverse effect on our business and financial condition.

Our results of operations could vary as a result of the methods, estimates and judgments we use in applying our accounting policies.

The methods, estimates and judgments we use in applying our accounting policies have a significant impact on our results of operations, including the reported amounts of assets, liabilities, revenue and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, patent assets, other investments, income taxes, litigation and other intangibles, and other contingencies. Such methods, estimates and judgments are, by their nature, subject to substantial risks, uncertainties and assumptions, and factors may arise over time that lead us to change our methods, estimates and judgments. In addition, actual results may differ from these estimates under different assumptions or conditions. Changes in those methods, estimates and judgments could significantly affect our results of operations.

We may not be able to continue offering an “A” rated NPE insurance product.

In May 2014, we began offering an “A” rated NPE insurance product. If we are unable to maintain our relationship with one or more “A” rated insurance companies, we may be unable to continue offering an “A” rated NPE insurance product, which could have an adverse effect on new insurance business growth and retention of our existing insurance business.

Reinsurance coverage may not be available to us in the future at commercially reasonable rates or at all.

As of January 1, 2015, we had secured quota share reinsurance from third party reinsurers for 42% of the risk underwritten through our risk retention group and 40% of the risk underwritten for our insurance company business partner. The availability and cost of reinsurance that we purchase are subject to prevailing market conditions that are beyond our control. No assurances can be made that reinsurance will remain continuously available to us in amounts that we consider sufficient and at rates that we consider acceptable, which would cause us to increase the amount of risk we retain, reduce the amount of business we underwrite or look for alternatives to reinsurance. This, in turn, could have a material adverse effect on our financial condition or results of operations.

Our operations are subject to risks of natural disasters, acts of war, terrorism or widespread illness at our domestic and international locations, any one of which could result in a business stoppage and negatively affect our operating results.

Our business operations depend on our ability to maintain and protect our facility, computer systems and personnel, which are primarily located in the San Francisco Bay Area. The San Francisco Bay Area is in close proximity to known earthquake fault zones. Our facility and transportation for our employees are susceptible to damage from earthquakes and other natural disasters such as fires, floods and similar events. Should earthquakes or other catastrophes such as fires, floods, power outages, communication failures or similar events disable our facilities, we do not have readily available alternative facilities from which we could conduct our business, which stoppage could have a negative effect on our operating results. Acts of terrorism, widespread illness and war could also have a negative effect at our international and domestic facilities and on our operating results.

### Risks Related to Ownership of Our Common Stock

The trading price of our common stock has been volatile and is likely to be volatile in the future, and you might not be able to sell your shares at or above the price at which you purchased them.

Since our initial public offering in May 2011, our stock price has traded as high as \$31.41 per share and as low as \$8.55 per share. Further, our common stock has a limited trading history and an active trading market for our common

stock may not be sustained in the future. The market price of our common stock could be subject to wide fluctuations in response to various factors, some of which are beyond our control. These factors include those discussed in this “Risk Factors” section of this Quarterly Report on Form 10-Q and others such as:

- variations in our financial condition and operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- changes in the estimates of our operating results or changes in recommendations by any securities analysts that elect to follow our common stock;
- addition or loss of significant clients;
- adoption or modification of laws, regulations, policies, procedures or programs applicable to our business, including those related to the enforcement of patent claims;



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• announcements of technological innovations, new products and services, acquisitions, strategic alliances or significant agreements by us or by our competitors;

• recruitment or departure of members of our Board of Directors, management team or other key personnel;

• market conditions in our industry and the economy as a whole;

• price and volume fluctuations in the overall stock market or resulting from inconsistent trading volume levels of our shares;

• lawsuits threatened or filed against us;

• any change in our stock repurchase program;

• sales of our common stock by us or our stockholders; and

• the opening or closing of our employee trading window.

In recent years, the stock market has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the changes in the operating performance of the companies whose stock is experiencing those price and volume fluctuations. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance.

Substantial future sales of shares by existing stockholders, or the perception that such sales may occur, could cause our stock price to decline, even if our business is doing well.

If our existing stockholders, particularly our directors and executive officers, sell substantial amounts of our common stock in the public market, or are perceived by the public market as intending to sell substantial amounts of our common stock, the trading price of our common stock could decline.

As of September 30, 2015, some of our existing stockholders have demand and piggyback rights to require us to register with the SEC approximately 1,250,000 shares of our common stock. If we register these shares of common stock, the stockholders would be able to sell those shares freely in the public market.

In addition, shares that are subject to outstanding options or that may be granted in the future under our equity plans will be eligible for sale in the public market to the extent permitted by the provisions of various vesting agreements and Rules 144 and 701 under the Securities Act.

If any of these additional shares described are sold, or if it is perceived that they will be sold, in the public market, the trading price of our common stock could decline.

As a public company, our stock price has been volatile, and securities class action litigation has often been instituted against companies following periods of volatility of their stock price. Any such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

In the past, following periods of volatility in the overall market and the market price of particular companies' securities, securities class action litigation has been instituted against these companies. Our stock has been volatile and may continue to be volatile. If instituted against us, securities litigation could result in substantial costs and a diversion of our management's attention and resources, which could adversely affect our operating results, financial condition and stock price.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change in control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a change in our management or

control over us that stockholders may consider favorable. Our amended and restated certificate of incorporation and amended and restated bylaws:

• authorize the issuance of “blank check” preferred stock that could be issued by our Board of Directors to thwart a takeover attempt;

• establish a classified Board of Directors, as a result of which the successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election;

• require that directors only be removed from office for cause and only upon a majority stockholder vote;

• provide that vacancies on our Board of Directors, including newly created directorships, may be filled only by a majority vote of directors then in office;

• limit who may call special meetings of stockholders;

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• prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders;

• do not provide stockholders with the ability to cumulate their votes;

• require supermajority stockholder voting to effect certain amendments to our amended and restated certificate of incorporation and amended and restated bylaws; and

• require advance notification of stockholder nominations and proposals.

Our stock repurchase program could affect the price of our common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our common stock. In February 2015, our board of directors approved a share repurchase program of up to \$75 million. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, an assessment by management and our board of directors of cash availability and other market conditions. The program may be suspended or discontinued at any time without prior notice. Repurchases pursuant to our stock repurchase program could affect the price of our common stock and increase its volatility. The existence of our stock repurchase program could also cause the price of our common stock to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our common stock. There can be no assurance that any stock repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price. Although our stock repurchase program is intended to enhance long-term stockholder value, short-term stock price fluctuations could reduce the program's effectiveness.

We do not currently intend to pay dividends on our common stock in the foreseeable future, and consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock. We have never declared or paid cash dividends on our common stock and do not anticipate paying any cash dividends to holders of our common stock in the foreseeable future. Consequently, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares.

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

Stock repurchase activity during the three months ended September 30, 2015 was as follows:

Period Ended	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value that May Yet be Purchased Under the Programs <sup>(1)</sup>
July 31, 2015	18,708	\$15.51	18,708	\$71,169,706
August 31, 2015	171,828	14.23	171,828	68,723,800
September 30, 2015	227,208	13.61	227,208	65,632,387
	417,744		417,744	

<sup>(1)</sup> On February 10, 2015, the Company announced that its Board of Directors has authorized a share repurchase program under which the Company is authorized to repurchase up to \$75.0 million of its outstanding common stock with no expiration date from the date of authorization. As of September 30, 2015, the Company repurchased \$9.4 million of the outstanding common stock. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's share repurchase program does not obligate it to acquire any specific number of shares.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

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Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exhibit Number	Exhibit Title	Incorporated by Reference			Filing Date	Provided Herewith
		Form	File No.	Exhibit No.		
3.1	Amended and Restated Certificate of Incorporation of RPX Corporation	S-1	333-171817	3.2	1/21/2011	
3.2	Amended and Restated Bylaws of RPX Corporation	S-1/A	333-171817	3.4	4/18/2011	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13-14(a) or 15(d)-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13-14(a) or 15(d)-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
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.					X
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.					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X



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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.

RPX CORPORATION  
(Registrant)

Date: November 2, 2015

By: /s/ JOHN A. AMSTER  
John A. Amster  
Chief Executive Officer  
(Principal Executive Officer)

Date: November 2, 2015

By: /s/ ROBERT H. HEATH  
Robert H. Heath  
Senior Vice President and Chief Financial  
Officer  
(Principal Financial Officer)