

MobileSmith, Inc.  
Form 10-Q  
November 09, 2016

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

OR

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

Commission File Number: 001-32634

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MOBILESMITH, INC.  
(Exact name of registrant as specified in its charter)

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Delaware 95-4439334  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

5400 Trinity Road, Suite 208 27607  
Raleigh, North Carolina  
(Address of principal executive offices)(Zip Code)

(855) 516-2413  
(Registrant's telephone number, including area code)

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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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes No

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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. (Check one):

Large accelerated filer Accelerated filer  
Non-accelerated filer Smaller reporting company  
(Do not check if a 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

As of November 8, 2016, there were 19,827,542 shares of the registrant’s common stock, par value \$0.001 per share, outstanding.



MOBILESMITH, INC.

FORM 10-Q

For the Quarterly Period Ended September 30, 2016

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PART I – FINANCIAL INFORMATION  
MOBILESMITH, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

|  | September 30, | December 31, |
|--|---------------|--------------|
| ASSETS   | 2016          | 2015         |
| Current Assets   |               |              |
| Cash and Cash Equivalents  | \$392,759     | \$580,220    |
| Restricted Cash  | 73,143        | 124,988      |
| Trade Accounts Receivable, Net of Allowance for Doubtful Accounts of \$33,300 and \$16,050, Respectively | 231,855       | 183,350      |
| Prepaid Expenses and Other Current Assets  | 66,253        | 69,552       |
| Total Current Assets   | 764,010       | 958,110      |
| Property & Equipment, Net  | 114,099       | 98,963       |
| Capitalized Software, Net  | 301,143       | 390,518      |
| Intangible Assets, Net   | 41,973        | 55,099       |
| Other Assets   | -             | 6,264        |
| Total Other Assets   | 457,215       | 550,844      |
| Total Assets   | \$1,221,225   | \$1,508,954  |
| LIABILITIES AND STOCKHOLDERS' DEFICIT  |               |              |
| Current Liabilities  |               |              |
| Trade Accounts Payable   | \$59,350      | \$45,717     |
| Accrued Expenses   | 136,653       | 247,858      |
| Accrued Interest   | 436,228       | 350,613      |
| Capital Lease Obligations  | 36,203        | 30,877       |
| Deferred Revenue   | 1,361,565     | 1,007,970    |
| Bank Loan  | -             | 5,000,000    |
| Convertible Notes Payable, Related Parties, Net of Discount  | -             | 33,363,488   |
| Convertible Notes Payable, Net of Discount   | -             | 680,640      |
| Total Current Liabilities  | 2,029,999     | 40,727,163   |
| Long-Term Liabilities  |               |              |
| Bank Loan  | 5,000,000     | -            |
| Convertible Notes Payable, Related Parties, Net of Discount  | 37,829,008    | -            |
| Convertible Notes Payable, Net of Discount   | 680,640       | -            |
| Capital Lease Obligations and Other Notes Payable  | 73,356        | 83,761       |
| Deferred Rent  | 45,599        | 53,592       |
| Total Long-Term Liabilities  | 43,628,603    | 137,353      |
| Total Liabilities  | 45,658,602    | 40,864,516   |
| Commitments and Contingencies (Note 3)   |               |              |

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|   |               |               |
|---|---------------|---------------|
| Stockholders' Deficit   |               |               |
| Preferred Stock, \$0.001 Par Value, 5,000,000 Shares Authorized, No Shares Issued and Outstanding at September 30, 2016 and December 31, 2015   | -             | -             |
| Common Stock, \$0.001 Par Value, 100,000,000 and 45,000,000 Shares Authorized At September 30, 2016 and December 31, 2015, Respectively; 19,827,542 Shares Issued and Outstanding at September 30, 2016 and December 31, 2015 | 19,828        | 19,828        |
| Additional Paid-in Capital  | 98,142,126    | 97,545,601    |
| Accumulated Deficit   | (142,599,331) | (136,920,991) |
| Total Stockholders' Deficit   | (44,437,377)  | (39,355,562)  |
| Total Liabilities and Stockholders' Deficit   | \$1,221,225   | \$1,508,954   |

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





MOBILESMITH, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

|   | Three Months Ended   |                      | Nine Months Ended    |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | September 30,        | September 30,        | September 30,        | September 30,        |
|   | 2016                 | 2015                 | 2016                 | 2015                 |
| <b>REVENUES:</b>  |                      |                      |                      |                      |
| Subscription and Support  | \$415,166            | \$463,291            | \$1,380,465          | \$1,237,024          |
| Professional Services and Other   | -                    | 31,080               | 4,154                | 91,080               |
| Total Revenue   | 415,166              | 494,371              | 1,384,619            | 1,328,104            |
| <b>COST OF REVENUES:</b>  |                      |                      |                      |                      |
| Subscription and Support  | 138,175              | 125,600              | 346,544              | 259,298              |
| Professional Services and Other   | 11,418               | 46,697               | 67,660               | 70,242               |
| Total Cost of Revenue   | 149,593              | 172,297              | 414,204              | 329,540              |
| <b>GROSS PROFIT</b>   | <b>265,573</b>       | <b>322,074</b>       | <b>970,415</b>       | <b>998,564</b>       |
| <b>OPERATING EXPENSES:</b>  |                      |                      |                      |                      |
| Sales and Marketing   | 288,129              | 307,857              | 849,303              | 867,153              |
| Research and Development  | 446,490              | 356,098              | 1,253,889            | 1,029,923            |
| General and Administrative  | 257,615              | 299,029              | 1,009,976            | 897,247              |
| Total Operating Expenses  | 992,234              | 962,984              | 3,113,168            | 2,794,323            |
| <b>LOSS FROM OPERATIONS</b>   | <b>(726,661)</b>     | <b>(640,910)</b>     | <b>(2,142,753)</b>   | <b>(1,795,759)</b>   |
| <b>OTHER INCOME (EXPENSE):</b>  |                      |                      |                      |                      |
| Other Income  | 153,918              | 594                  | 165,486              | 2,084                |
| Interest Expense, Net   | (997,730)            | (1,331,602)          | (3,701,073)          | (3,910,355)          |
| Total Other Expense   | (843,812)            | (1,331,008)          | (3,535,587)          | (3,908,271)          |
| <b>NET LOSS</b>   | <b>\$(1,570,473)</b> | <b>\$(1,971,918)</b> | <b>\$(5,678,340)</b> | <b>\$(5,704,030)</b> |
| <b>NET LOSS PER COMMON SHARE:</b>   |                      |                      |                      |                      |
| Basic and Fully Diluted   | \$(0.08)             | \$(0.10)             | \$(0.29)             | \$(0.29)             |
| <b>WEIGHTED-AVERAGE NUMBER OF SHARES USED IN COMPUTING NET LOSS PER COMMON SHARE:</b> |                      |                      |                      |                      |
| Basic and Fully Diluted   | 19,827,542           | 19,827,542           | 19,827,542           | 19,827,542           |

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





MOBILESMITH, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (unaudited)

|   | Nine Months Ended |                  |
|---|-------------------|------------------|
|   | September 30,     | September 30,    |
|   | 2016              | 2015             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                   |                  |
| Net Loss  | \$(5,678,340)     | \$(5,704,030)    |
| Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities: |                   |                  |
| Depreciation and Amortization   | 123,324           | 121,685          |
| Bad Debt Expense (Gain on Reversal of Bad Debt)                             | 33,300            | (10,500)         |
| Amortization of Debt Discount   | 1,248,736         | 1,750,296        |
| Share Based Compensation  | 63,309            | 63,925           |
| Impairment of Long Lived Assets   | 8,356             | -                |
| Changes in Assets and Liabilities:  |                   |                  |
| Accounts Receivable   | (81,805)          | (644,305)        |
| Prepaid Expenses and Other Assets   | 9,563             | 4,235            |
| Accounts Payable  | 13,633            | (42,827)         |
| Deferred Revenue  | 353,595           | 600,870          |
| Accrued and Other Expenses  | (33,583)          | (147,659)        |
| Net Cash Used in Operating Activities                                       | (3,939,912)       | (4,008,310)      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                   |                  |
| Payments to Acquire Property, Plant and Equipment                           | (26,483)          | (10,340)         |
| Net Cash Used in Investing Activities                                       | (26,483)          | (10,340)         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                   |                  |
| Restricted Cash Used to Pay Interest Expense                                | 166,610           | 146,083          |
| Deposit of Cash to Restricted Account                                       | (114,765)         | (97,388)         |
| Proceeds from Issuance of Long Term Debt                                    | 3,750,000         | 3,750,000        |
| Repayments of Debt Borrowings   | (22,911)          | (21,057)         |
| Net Cash Provided by Financing Activities                                   | 3,778,934         | 3,777,638        |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                 | <b>(187,461)</b>  | <b>(241,012)</b> |
| <b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>                       | <b>580,220</b>    | <b>320,286</b>   |
| <b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>                             | <b>\$392,759</b>  | <b>\$79,274</b>  |
| <b>Supplemental Disclosures of Cash Flow Information:</b>                   |                   |                  |
| Cash Paid During the Period for Interest                                    | \$2,397,504       | \$2,289,464      |
| Non-Cash Investing and Financing Activities                                 | \$533,216         | \$-              |

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The Company Recorded Debt Discount Associated with Beneficial Conversion  
Feature

|                                |          |      |
|--------------------------------|----------|------|
| Financed Purchase of a Vehicle | \$18,365 | \$ - |
|--------------------------------|----------|------|

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

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MOBILESMITH, INC.  
 CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT  
 FOR THE PERIOD ENDED SEPTEMBER 30, 2016  
 (unaudited)

|   | Common Stock |           | Additional   |                 |                |
|---|--------------|-----------|--------------|-----------------|----------------|
|   |              | \$0.001   | Paid-In      | Accumulated     |                |
|   | Shares       | Par Value | Capital      | Deficit         | Totals         |
| BALANCES, DECEMBER 31, 2015   | 19,827,542   | \$19,828  | \$97,545,601 | \$(136,920,991) | \$(39,355,562) |
| Equity-Based Compensation   |              | -         | 63,309       | -               | 63,309         |
| Beneficial Conversion Feature Recorded as a<br>Result of Issuance of Convertible Debt |              | -         | 533,216      | -               | 533,216        |
| Net Loss  |              | -         | -            | (5,678,340)     | (5,678,340)    |
| BALANCES, SEPTEMBER 30, 2016  | 19,827,542   | \$19,828  | \$98,142,126 | \$(142,599,331) | \$(44,437,377) |

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





MOBILESMITH, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Quarterly Period Ended September 30, 2016

(unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

MobileSmith, Inc. (referred to herein as the “Company,” “us,” “we,” or “our”) was incorporated as Smart Online, Inc. in the State of Delaware in 1993. The Company changed its name to MobileSmith, Inc. effective July 1, 2013. The Company develops software products and services and targets businesses who need to connect with their stakeholders (customers, employees, broader public) through a variety of mobile devices and do so within the fastest time to market possible, while by-passing the need to write a single line of code. The Company’s flagship product is the MobileSmith® Platform (the “Platform”). The Platform is an innovative app development platform that enables organizations to rapidly create, deploy, and manage custom, native smartphone and tablet apps deliverable across iOS and Android mobile platforms without writing a single line of code.

These condensed consolidated financial statements include accounts of the Company and its wholly owned subsidiary, which was created to explore the concept of a consumer targeted mobile app development platform. From time to time, the Company may create additional wholly-owned subsidiaries in order to test various new services as a part of its research and development process. The subsidiary has not had material activity in 2016.

The Company’s principal products and services include:

subscription to its Software as a Service ("SaaS") cloud based mobile app development platform to customers who design and build their own apps;

dedicated internal and secure mobile development platform for the U.S. Department of Defense and related contractors;

custom mobile application design and development services;

mobile application marketing services; and

mobile strategy implementation consulting.

The Company prepared the accompanying unaudited condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Pursuant to these rules and regulations, the Company has condensed or omitted certain information and footnote disclosures it normally includes in its audited annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In management’s opinion, the Company has made all adjustments (consisting only of normal, recurring adjustments, except as otherwise indicated) necessary to fairly present its financial position, results of operations, cash flows, and stockholders’ deficit as of September 30, 2016. The Company’s interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. These condensed consolidated financial statements and accompanying notes should be read in conjunction with the audited annual consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 on file with the SEC (the “Annual Report”).

Except as otherwise noted, there have been no material changes to the Company's significant accounting policies as compared to the significant accounting policies described in the Annual Report. The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. During the nine months ended September 30, 2016 and 2015, the Company incurred net losses as well as negative cash flows from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities that might be necessary should the Company be unable to continue as a going concern.



## Recently Issued Accounting Pronouncements

The Company evaluates new significant accounting pronouncements at each reporting period. For the period ended September 30, 2016, the Company did not adopt any new pronouncement that had or is expected to have a material effect on the Company's presentation of its condensed consolidated financial statements.

In March 2016, the Financial Accounting Standards Board (FASB), issued a new accounting standard intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. The new guidance includes provisions to reduce the complexity related to income taxes, statement of cash flows, and forfeitures when accounting for share-based payment transactions. The new standard is effective for annual periods beginning after December 15, 2016, and interim periods within annual periods beginning after December 15, 2017. Early adoption is permitted. The Company is currently evaluating the impact that this new standard will have on its condensed consolidated financial statements and related disclosures.

In August 2016, the FASB issued new guidance to address how specific cash receipts and payments are classified in cash flow statements, to reduce diversity in practice. The new standard is effective for annual periods beginning after December 15, 2017, and for interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted. The Accounting Standards Update (ASU) calls for application of retrospective transition method to each period presented. The Company is currently evaluating the impact of ASU and plans to adopt its provisions for the annual period ending December 31, 2016.

## 2. DEBT

The table below summarizes the Company's debt outstanding at September 30, 2016 and December 31, 2015:

| Debt Description  | September 30, December 31, |             | Maturity      | Rate  |
|---|----------------------------|-------------|---------------|-------|
|   | 2016                       | 2015        |               |       |
| Comerica Bank Loan and Security Agreement   | \$5,000,000                | \$5,000,000 | June 2018     | 3.85% |
| Capital lease obligations - Noteholder lease  | 75,526                     | 92,270      | August 2019   | 8.00% |
| Capital lease obligations - office furniture  | 16,201                     | 22,368      | August 2018   | 9.80% |
| Capital lease obligations - vehicle   | 17,832                     | -           | July 2021     | 5.59% |
| Convertible notes - related parties, net of discount of \$1,295,223 and \$2,010,743, respectively | 37,829,008                 | 33,363,488  | November 2018 | 8.00% |
| Convertible notes, net of discount of \$50,129  | 680,640                    | 680,640     | November 2018 | 8.00% |
| Total debt  | 43,619,207                 | 39,158,766  |               |       |

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|   |              |            |
|---|--------------|------------|
| Less: current portion of long-term debt                             |              |            |
| Capital lease obligations   | 36,203       | 30,877     |
| Comerica Bank LSA   | -            | 5,000,000  |
| Convertible notes - related parties, net of discount of \$2,010,743 | -            | 33,363,488 |
| Convertible notes, net of discount of \$50,129                      | -            | 680,640    |
| Total current portion of long-term debt                             | 36,203       | 39,075,005 |
| Debt - long-term  | \$43,583,004 | \$83,761   |

Convertible Notes

During the nine months ended September 30, 2016, the Company privately placed \$3,750,000 in principal amount of additional unsecured Convertible Subordinated Notes (the "2014 NPA Notes") to Union Bancaire Privée ("UBP") under its existing unsecured Convertible Subordinated Note Purchase Agreement dated December 10, 2014 (the "2014 NPA"). The 2014 NPA Notes are convertible by the holder into shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") at a per share conversion price of \$1.43.

On May 17, 2016, the Company and the holders of the majority of the aggregate outstanding principal amount of 2014 NPA Notes and holders of the majority of the aggregate outstanding principal amount of the Secured Promissory Notes (the "2007 NPA Notes") under the Convertible Secured Subordinated Note Purchase Agreement dated November 14, 2007 (the "2007 NPA") agreed to extend to November 14, 2018 the maturity date of the 2014 NPA Notes and the 2007 NPA Notes. Except as so extended, all of the terms relating to the outstanding 2007 Notes and the 2014 Notes continue in full force and effect. The Company is entitled to utilize the amounts available for future borrowing under each of the 2007 Note Purchase Agreement and the 2014 Note Purchase Agreement through November 14, 2018.

As a result of modification, any unamortized discount will be amortized into interest expense through the new maturity date of November 14, 2018.

The market value of the Company's common stock on the date of each issuance of the 2014 NPA Notes to UBP was higher than the conversion price, which resulted in a beneficial conversion feature totaling \$533,216 and corresponding debt discount, which is being amortized into interest expense through the maturity of the Notes.

The table below summarizes convertible notes issued as of September 30, 2016 by type:

| Convertible Notes Type:                  | Balance      |
|--|--------------|
| 2007 NPA notes, net of discount          | \$29,547,833 |
| 2014 NPA notes, net of discount          | 8,961,815    |
| Total convertible notes, net of discount | \$38,509,648 |

Comerica LSA

On May 24, 2016, the Company and Comerica Bank entered into First Amendment to Loan and Security Agreement with Comerica Bank dated June 9, 2014, extending to June 6, 2018 the maturity date of the outstanding loan thereunder, which was originally scheduled to become due on June 6, 2016.







## 3. COMMITMENTS AND CONTINGENCIES

## Aggregate future lease commitments

The Company leases computers, office equipment, office furniture and company vehicle under capital lease agreements that expire through July 2021. Total amount financed under these capital leases at September 30, 2016 was \$109,559. This obligation is included within the Company's total debt.

The table below summarizes Company's future obligations under its capital leases:

Year:

|                                   |           |
|-----------------------------------|-----------|
| 2016                              | \$10,692  |
| 2017                              | 43,477    |
| 2018                              | 38,407    |
| 2019                              | 23,631    |
| 2020                              | 4,219     |
| Thereafter                        | 2,461     |
| Total                             | 122,887   |
| Less amount representing interest | (13,328)  |
| Capital lease obligations         | \$109,559 |

The Company leases its office space in Raleigh, North Carolina pursuant to a lease with an initial term that expires in March 2019. The lease contains an option to renew for two additional three-year lease terms.

The table below summarizes the Company's future obligation under its office lease:

Year:

|       |           |
|-------|-----------|
| 2016  | \$41,381  |
| 2017  | 167,786   |
| 2018  | 172,418   |
| 2019  | 44,082    |
| Total | \$425,667 |



## Legal Proceedings

From time to time, the Company may be subject to routine litigation, claims or disputes in the ordinary course of business. The Company defends itself vigorously in all such matters. In the opinion of management, no pending or known threatened claims, actions or proceedings against the Company are expected to have a material adverse effect on its financial position, results of operations or cash flows. However, the company cannot predict with certainty the outcome or effect of any such litigation or investigatory matters or any other pending litigations or claims. There can be no assurance as to the ultimate outcome of any such lawsuits and investigations. The Company will record a liability when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. The Company periodically evaluates developments in its legal matters that could affect the amount of liability that it has previously accrued, if any, and makes adjustments as appropriate. Significant judgment is required to determine both the likelihood of there being, and the estimated amount of, a loss related to such matters, and the Company's judgment may be incorrect. The outcome of any proceeding is not determinable in advance. Until the final resolution of any such matters that the Company may be required to accrue for, there may be an exposure to loss in excess of the amount accrued, and such amounts could be material.

## 4. EQUITY AND EQUITY BASED COMPENSATION

In May 2016, the Company's shareholders voted to increase the number of authorized shares of Common Stock from 45 million to 100 million shares. The increase became effective on June 7, 2016.

In May 2016, the Company's shareholders approved the adoption of the MobileSmith Inc. 2016 Equity Compensation Plan for officers, directors, employees and consultants, initially reserving for issuance thereunder 15,000,000 shares of Common Stock. As of September 30, 2016, options to purchase 468,860 shares of Common Stock were granted under 2016 Equity Compensation Plan.

The following is a summary of the stock option activity for the nine months ended September 30, 2016:

|  | Number of<br>Shares | Weighted<br>Average<br>Exercise Price | Weighted<br>Average<br>Remaining<br>Contractual Term | Aggregate<br>Intrinsic<br>Value |
|--|---------------------|---------------------------------------|--|---------------------------------|
| Outstanding, December 31, 2015             | 361,349             | \$1.44                                |  |                                 |
| Cancelled                                  | (122,983)           | 1.55                                  |  |                                 |
| Issued                                     | 468,860             | 1.50                                  |  |                                 |
| Outstanding, September 30, 2016            | 707,226             | 1.46                                  | 5.27   | \$13,113                        |
| Vested and exercisable, September 30, 2016 | 206,230             | \$1.36                                | 2.38   | \$13,113                        |

Aggregate intrinsic value represents the difference between the closing price of the Company's common stock at September 30, 2016 and the exercise price of outstanding, in-the-money stock options. The closing price of the common stock at September 30, 2016, as reported on the OTCQB Venture Marketplace, was \$1.25 per share.

At September 30, 2016, \$264,886 unvested expense has yet to be recorded related to outstanding stock options.

#### 5. MAJOR CUSTOMERS AND CONCENTRATION

For the nine months ended September 30, 2016, one major customer accounted for 16% of total revenues and three customers accounted for 67% of the accounts receivable balance. For the nine months ended September 30, 2015, two major customers accounted for 31% of total revenues and three customers accounted for 81% of the accounts receivable balance.

#### 6. SUBSEQUENT EVENTS

On October 21, 2016, the Company issued one 2014 NPA Note to UBP in the principal amount of \$900,000 on the same terms as the currently outstanding 2014 NPA Notes. The note matures on November 14, 2018.



## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information set forth in this Quarterly Report on Form 10-Q contains various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act") and other laws. Forward-looking statements consist of, among other things, trend analyses, statements regarding future events, future financial performance, our plan to build our business and the related expenses, our anticipated growth, trends in our business, our ability to continue as a going concern, and the sufficiency of our capital resources including funds that we may be able to raise under our convertible note facility, our ability to raise financing from other sources and/or ability to defer expenditures, the impact of the liens on our assets securing amounts owed to third parties, expectation regarding competitors as more and larger companies attempt to market products/services competitive to our company, market acceptance of our new product offerings, including updates to our Platform, rate of new user subscriptions, market penetration of our products and expectations regarding our revenues and expense, all of which are based on current expectations, estimates, and forecasts, and the beliefs and assumptions of our management. Words such as "expect," "anticipate," "project," "intend," "plan," "estimate," variations of such words, and similar expressions also are intended to identify such forward-looking statements. These forward-looking statements are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified under Part I, Item 1A, "Risk Factors," in the Annual Report on Form 10-K for the year ended December 31, 2015 and our subsequent periodic reports filed with the SEC for factors that may cause actual results to be different than those expressed in these forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

The following discussion is designed to provide a better understanding of our unaudited condensed consolidated financial statements, including a brief discussion of our business and products, key factors that impacted our performance, and a summary of our operating results. The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q, and the audited annual consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Annual Report. Historical results and percentage relationships among any amounts in the condensed consolidated financial statements are not necessarily indicative of trends in operating results for any future periods.

### Overview

We develop and market a software-as-a-service ("SaaS") platform that allows non-programmers to design and build native mobile applications for smartphones and tablets. Our flagship product is the MobileSmith® Platform (the "Platform"). Platform related services often include data integration and training. We also provide consulting services, which include assistance with design and implementation of mobile strategy, implementation of mobile marketing strategy and the development of mobile apps. Revenue from such services is included in the Professional Services and Other Revenue line of our Statement of Operations. Delivery of Professional Services requires allocation of a portion of our research and development efforts into Cost of Revenue.

In our business model – the customers acquire access to the Platform through user subscription agreements and are able to obtain control of mobile app production. We often refer to our business model as platform-as-a-service ("PaaS"), because we not only offer cloud software to create mobile apps, we offer infrastructure to host the newly created mobile apps and back-office tools to manage those apps. Our Platform is a truly comprehensive offering and thus more accurately described by the PaaS model. In the industry and this report terms SaaS and PaaS may be used interchangeably as common reference to cloud computing model.

Our business model allows for creation and management of any desired number of apps by our customers for a monthly subscription fee. The on-demand PaaS model developed using multi-tenant architecture enables end users to visit a website and use the PaaS applications, all via a web browser, with no installation, no special information technology knowledge and no maintenance. The PaaS application is transformed into a service that can be used anytime and anywhere by the end user. Multi-tenant PaaS applications also permit us to add needed functionality to our applications in one location for the benefit of all end users. This capability allows us to provide upgrades universally.

During 2014, for the first time we installed our Platform in a local or a private cloud configuration for one of our government clients. Our Platform was safely placed behind the firewalls of a government department which would allow the organization to create and manage multiple mobile apps with targeted functionality for targeted audiences without going outside of the secure setting.

#### Target Market and Sales Channels

We believe that the do-it-yourself model for creation and management of apps will become a cost effective solution for enterprise clients who have an ever increasing need to interact with their customers and employees through mobile devices. Single apps may reach their limits of usability very quickly, if made complex. The Platform provides the subscriber with the capacity to create multiple, customized non-template apps with designated functionalities and specific designs without incurring additional costs.

Our market penetration strategy focuses on three distinct sectors:

#### Healthcare clients:

Healthcare organizations, such as hospitals and healthcare networks, follow departmental segmentation and focus on a specific territorial reach. Additionally, healthcare organizations are subject to increased regulation as a result of the Affordable Care Act and may be subject to penalties for delivering inefficient care under new Medicare regulations. Hospitals increasingly turn to portfolios of apps to increase efficiency and remain competitive. Outpatient care apps, wellness apps, physician referral apps, appointment apps, discharge apps, facility way-finding apps are just a few example areas where healthcare organizations are increasingly using app portfolios. We believe that the Platform has a significant competitive advantage in the healthcare space due to its ability to deliver a variety of targeted mobile solutions cost effectively.

#### Enterprise clients:

The second sector combines all other large and multi-national enterprise clients, where large-scale customization based on functionality or territory is of the highest value, and other contributors such as time to market, technology reach, and ease of use play important roles. These target clients may include large food chains, media and PR companies, software solutions providers, hardware manufacturers, mortgage brokers and real estate franchises.

#### Government:

We believe that the Platform has a unique capability to service various structures within federal, state and local governments, as government structure is highly segmented by function and territory. In addition, the Platform can be safely placed behind the firewalls of individual departments, where data security is a primary concern. Replicating the Platform and placing it behind a secure firewall would allow an organization to create and manage multiple mobile apps with targeted functionality for targeted audiences without going outside of the secure firewall.





## RESULTS OF OPERATIONS

## Third Quarter 2016 Highlights

We continuously evaluate capabilities of our Platform and seek new industries where our Platform can deliver the greatest value. We also continuously evaluate needs of our current and potential customers, including healthcare customers, and seek to align our product offerings, new Platform features and customer service focus with those needs. During 2016 we concluded that in order to sustain our revenue growth, our Platform should be complemented by additional features that would produce for our customers accelerated return on investment by targeting specific challenging pain points in their operations. The newly adopted strategy was introduced during third quarter of 2016 and materialized in the creation of a suite of app Blueprints - which are fully customizable apps that can be rapidly tailored by our customers to their own organization's structure and needs and quickly deployed to address their own specific variation of existing industry pain point. Our current suite of app Blueprints targets customers in healthcare space. We have amassed over the past several years much experience in the mobile healthcare space and our new app Blueprints are designed to share that expertise with our Platform customers in a manner that is scalable and in line with our SaaS recurring revenue model.

Comparison of the Three Months Ended September 30, 2016 (the "2016 Period") to the Three Months Ended September 30, 2015 (the "2015 Period").

|                            | Three Months Ended<br>September 30, |           | Increase<br>(Decrease) |       |
|----------------------------|-------------------------------------|-----------|------------------------|-------|
|                            | 2016                                | 2015      | \$                     | %     |
| Revenue                    | 415,166                             | 494,371   | (79,205)               | (16)% |
| Cost of Revenue            | 149,593                             | 172,297   | (22,704)               | (13)% |
| Gross Profit               | 265,573                             | 322,074   | (56,501)               | (18)% |
| Sales and Marketing        | 288,129                             | 307,857   | (19,728)               | (6)%  |
| Research and Development   | 446,490                             | 356,098   | 90,392                 | 25%   |
| General and Administrative | 257,615                             | 299,029   | (41,414)               | (14)% |
| Interest Expense           | 997,730                             | 1,331,602 | (333,872)              | (25)% |

Revenue decreased by \$79,205 or 16%. The decrease is attributable to decreased sales mainly due to our re-evaluation of the Platform offerings driven by changes in customer needs and implementation of our new strategy, which resulted in changes to our sales and marketing operations. The implementation resulted in delayed sales execution and higher than expected customer churn. In addition, our revenues were impacted by one major contract for which revenue recognition has been deferred in compliance with US GAAP ("United States Generally Accepted Accounting Principles") revenue recognition requirements for sale of software products and services. Such deferred revenue totaled approximately \$783,000 which comprised approximately 60% of the total deferred revenue balance. Once all revenue recognition criteria are met, the revenue will be recognized in accordance with our revenue recognition policy.

Cost of Revenue decreased by \$22,704 or 13%. A decrease of \$34,000 was primarily attributable to the one-time payment in the 2015 period of a commission in respect of the securing of a contract; additional decrease of approximately \$39,000 in costs of services related to a contract that ended in September 2015. The decreases were

offset by an increase of \$52,000 in cost of revenue attributable to the growth of our Customer Success team resulting from the reorganization of our existing workforce in the 2016 Period.

Gross Profit decreased by \$56,501 or 18%. The decrease is attributable to decreased revenues, in addition to reorganization of our existing internal workforce which resulted in expansion of our Customer Success team.

Sales and Marketing expense decreased by \$19,728 or 6%. Payroll and sales commissions decreased by approximately \$45,000, offset by increase of \$33,000 in marketing campaign spending. The remainder of the decrease is attributable to the decrease in sales and marketing related travel.

Research and Development expense increased by \$90,392 or 25%. This increase is attributable to an increase in payroll and related costs as a result of growth in our development and product teams, an increase in teams' general compensation levels and increase in recruiting fees, as we continue to compete for top talent in a highly competitive labor market for software engineers and developers.

General and Administrative expense decreased by \$41,414 or 14% during the 2016 period. A decrease of \$66,000 is attributable to the reversal of a non-cash reserve for doubtful accounts recorded during 2016 Period, offset by an increase in President's compensation upon promotion, increase in number of Board directors and other general administrative costs.

Interest Expense decreased by \$333,872 or 25%. The cash part of interest expense increased by approximately \$93,000 due to the increase in the face value of our convertible debt. The cash interest portion was offset by a decrease of approximately \$427,000 in debt discount amortization as a result of the discount being amortized over an additional two years attributable to the extension of the maturity date for our convertible debt, which was implemented in May 2016.



Comparison of the Nine Months Ended September 30, 2016 (the “2016 Nine Months Period”) to the Nine Months Ended September 30, 2015 (the “2015 Nine Months Period”).

|                            | Nine months Ended<br>September 30, |           | Increase<br>(Decrease) |      |
|----------------------------|------------------------------------|-----------|------------------------|------|
|                            | 2016                               | 2015      | \$                     | %    |
| Revenue                    | 1,384,619                          | 1,328,104 | 56,515                 | 4%   |
| Cost of Revenue            | 414,204                            | 329,540   | 84,664                 | 26%  |
| Gross Profit               | 970,415                            | 998,564   | (28,149)               | (3)% |
| Sales and Marketing        | 849,303                            | 867,153   | (17,850)               | (2)% |
| Research and Development   | 1,253,889                          | 1,029,923 | 223,966                | 22%  |
| General and Administrative | 1,009,976                          | 897,247   | 112,729                | 13%  |

Interest Expense 3,701,073 3,910,355 (209,282) (5)%

Revenue increased by \$56,515 or 4%, which is considered flat in comparison to our past growth. The revenue was flat primarily due to re-evaluation of our Platform offerings driven by changes in customer needs and the implementation of our new strategy, which resulted in changes to our sales and marketing operation. The implementation resulted in delayed sales execution and higher than expected customer churn. In addition, our revenues were impacted by one major contract for which revenue recognition has been deferred in compliance with US GAAP (“United States Generally Accepted Accounting Principles”) revenue recognition requirements for sale of software products and services. Such deferred revenue totaled approximately \$783,000, which comprised approximately 60% of the total deferred revenue balance. Once all revenue recognition criteria are met, the revenue will be recognized in accordance with our revenue recognition policy.

Cost of Revenue increased by \$84,664 or 26%. An increase of \$126,000 is attributable to the growth of our Customer Success team resulting from the reorganization of our existing workforce in the 2016 Nine Months Period. Such increase is offset by a decrease in cost of services related to a development services contract that ended in September 2015.

Gross Profit decreased by \$28,149 or 3%. The decrease is attributable to decreased revenues, in addition to reorganization of our existing internal workforce which resulted in expansion of our Customer Success team.

Sales and Marketing expense decreased by \$17,850 or 2%. The decrease is mostly due to decrease in commissions resulting from decreased level of sales.

Research and Development expense increased by \$223,966 or 22%. This increase is attributable to an increase in payroll and related costs due to the growth of our development and product teams, as well as increase in teams’ general compensation levels as we continue to compete for top talent in a highly competitive labor market for software engineers and developers.

General and Administrative expense increased by \$112,729 or 13%. Bad debt expense increased by approximately \$23,000. An increase of \$39,000 is attributable to a general increase in payroll and benefits related expenses, as well as an increase in board member compensation due to the addition of a new board member. Legal and compliance costs increased by approximately \$19,000. The remaining increase is a combination of changes in general operational costs, such as insurance, purchases of software and hardware and other general expenditures.

Interest Expense decreased by \$209,282 or 5%. The cash part of interest expense increased by approximately \$290,000 due to the increase in the face value of our debt. The cash interest portion was offset by a decrease of approximately \$500,000 in debt discount amortization as a result of the discount being amortized over an additional two years due to the extension of the maturity date for our convertible debt which was implemented in May 2016.



## Liquidity and Capital Resources

We have not yet achieved positive cash flows from operations, and our main source of funds for our operations continues to be the sale of our notes under our two convertible note facilities. In May 2016 we extended to November 14, 2018 (from November 16, 2016) the maturity date of the notes outstanding under this facility. We are also authorized to utilize the facilities through November 2018. We need to continue to rely on the facilities until we are able to generate sufficient cash from revenues to fund our operations or obtain alternate sources of financing. We believe that anticipated cash flows from operations, and additional issuances of notes under the facility, of which no assurance can be provided, together with cash on hand, will provide sufficient funds to finance our operations for the next 12 months from the date of this report on Form 10-Q. Changes in our operating plans, lower than anticipated sales, increased expenses, or other events may cause us to seek additional equity or debt financing in future periods. There can be no guarantee that financing will be available to us under the convertible note facilities or otherwise on acceptable terms or at all. The convertible note facilities are scheduled to expire on November 14, 2018 and all outstanding notes thereunder, which stood at \$40,755,000 as of the date of this report, are to come due and payable on such date. Additional equity and convertible debt financing could be dilutive to the holders of shares of our common stock, and additional debt financing, if available, could impose greater cash payment obligations and more covenants and operating restrictions.

Nonetheless, there are factors that can impact our ability to continue to fund our operating the next twelve months. These include:

our ability to expand revenue volume;

our ability to maintain product pricing as expected, particularly in light of increased competition and its unknown effects on market dynamics;

our continued need to reduce our cost structure while simultaneously expanding the breadth of our business, enhancing our technical capabilities, and pursuing new business opportunities.

In addition, if UBS were to elect to not renew the irrevocable letter of credit issued by it beyond May 31, 2017, the currently scheduled expiration date, then such non-renewal will result in an event of default under our Loan and Security Agreement (the "LSA") with Comerica Bank, at which time all amounts outstanding thereunder, which are approximately \$5,000,000 as of the date of this report, will become due and payable. Currently, the letter of credit is automatically extended for one year periods, unless notice of non-renewal is given by UBS AG at least 45 days prior to the then current expiration date. As of the date of this report on Form 10Q, no such notice has been provided to us nor have we been provided with any indication that we are to receive notice of non-renewal of the letter of credit.

On May 24, 2016, we and Comerica Bank agreed to extend the maturity date of the LSA to June 9, 2018.

## Uses of Cash

During the nine months ended September 30, 2016, we used in operating activities approximately \$5.6 million, which was offset by \$1.7 million in cash collected from our customers. The uses of cash were as follows: approximately \$2.4 million was used to pay interest payments on the convertible notes and bank debt; approximately \$2.4 million for payroll, benefits and related costs; approximately \$335,000 was used for non-payroll related sales and marketing efforts, such as tradeshow and marketing campaigns and approximately \$450,000 was used for other non-payroll development and general and administrative expenses, which included among other things: infrastructure costs, rent, insurance, legal, professional, compliance, and other expenditures.

During the nine months ended September 30, 2015, we used in operating activities approximately \$5.3 million, which was offset by \$1.3 million in cash collected from our customers. The uses of cash were as follows: approximately \$2.3 million was used to pay interest payments on the convertible notes and bank debt; approximately \$2.0 million was used for payroll, benefits and related costs; approximately \$335,000 was used for non-payroll related sales and marketing efforts, such as tradeshow and marketing campaigns and approximately \$436,000 was used for other non-payroll development and general and administrative expenses, which included among other things: infrastructure costs, rent, insurance, legal, professional, compliance, and other expenditures.

#### Capital Expenditures and Investing Activities

Our capital expenditures are limited to the purchase of new office equipment and new mobile devices that are used for testing. Cash used for investing activities was not significant and we do not plan any significant capital expenditures in the near future.

#### Going Concern

Our independent registered public accounting firm has issued an emphasis of matter paragraph in their report included in the Annual Report on Form 10-K for the year ended December 31, 2015 in which they express substantial doubt as to our ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities that might be necessary should we be unable to continue as a going concern. Our continuation as a going concern depends on our ability to generate sufficient cash flows to meet our obligations on a timely basis, to obtain additional financing that is currently required, and ultimately to attain profitable operations and positive cash flows. There can be no assurance that our efforts to raise capital or increase revenue will be successful. If our efforts are unsuccessful, we may have to cease operations and liquidate our business.





### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

### ITEM 4. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures for the nine months ended September 30, 2016. 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 for 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 the desired control objectives, as ours are designed to do, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2016, our disclosure controls and procedures were effective at a reasonable assurance level.

#### Changes in Internal Control over Financial Reporting

During the three months ended September 30, 2016, there were no changes made in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) of the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



PART II – OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following paragraph sets forth certain information with respect to all securities sold by us during the three months ended September 30, 2016 without registration under the Securities Act:

Between July 1, 2016 and September 30, 2016, we issued to one accredited investor \$1,200,000 in principal amount of our convertible notes under the 2014 Note Purchase Agreement. The note is convertible into shares of our Common Stock at a per share conversion rate of \$1.43. All notes issued under this facility are scheduled to mature on November 14, 2018.

All of the securities issued in the transactions described above were issued without registration under the Securities Act in reliance upon the exemptions provided in Section 4(2) of the Securities Act. The recipient of securities in such transaction acquired the securities for investment only and not with a view to or for sale in connection with any distribution thereof. Appropriate legends were affixed to the share certificates issued in all of the above transactions. The recipient represented that it was an “accredited investor” within the meaning of Rule 501(a) of Regulation D under the Securities Act, or had such knowledge and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in its common stock. The recipient had adequate access, through their relationships with the Company and its officers and directors, to information about the Company. None of the transactions described above involved general solicitation or advertising.

ITEM 6. EXHIBITS

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Letter Agreement dated as of August 1, 2016 between MobileSmith, Inc. and Randy Tomlin (Incorporated herein by reference to the Current Report on Form 8-K filed on August 10, 2016)+  |
| 31.1        | Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) (Filed herewith)   |
| 31.2        | Certification of Principal Financial and Accounting Officer Pursuant to Rule 13a-14(a) (Filed herewith)  |
| 32.1        | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 (Furnished herewith)   |
| 32.2        | Certification of Principal Financial and Accounting Officer Pursuant to 18 U.S.C. Section 1350 (Furnished herewith)  |
| 101.1       | The following materials from the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statement of Stockholders’ Deficit and (v) related notes to these condensed consolidated financial statements, tagged as blocks of text and in detail (Filed herewith). |

+ Management Agreement





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.

MOBILESMITH, INC.

November 9, 2016 By: /s/ Amir Elbaz  
Amir Elbaz  
Executive Chairman (Principal Executive Officer)

November 9, 2016 By: /s/ Gleb Mikhailov  
Gleb Mikhailov  
Chief Financial Officer (Principal Financial and Accounting Officer)