

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2017

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 001-37900

**Everspin Technologies, Inc.**

(Exact name of Registrant as specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

26-2640654  
(I.R.S. Employer  
Identification No.)

5670 W. Chandler Boulevard, Suite 100  
Chandler, Arizona 85226

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (480) 347-1111

Securities registered pursuant to Section 12(b) of the Act: Common Stock, Par Value \$0.0001 Per Share; Common stock traded on the Nasdaq Stock Market

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

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES  NO

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a small reporting company) Small reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 June 30, 2017, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock of Registrant held by non-affiliates, based upon the closing sales price for the Registrant's common stock for such date, as quoted on the Nasdaq Global Market, was approximately \$179.5 million. Shares of common stock held by each officer, director and entities affiliated with directors have been excluded because such persons may be deemed to be "affiliates" as that term is defined under the rules and regulations of the Exchange Act. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

The number of shares of Registrant's Common Stock outstanding as of March 7, 2018 was 16,635,651.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement relating to the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days after the end of the Registrant's fiscal year ended December 31, 2017, are incorporated by reference into Part III of this Report.

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## ***Forward-Looking Statements***

This Annual Report on Form 10-K contains forward-looking statements concerning our business, operations and financial performance and condition, as well as our plans, objectives and expectations for our business operations and financial performance and condition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “aim,” “anticipate,” “assume,” “believe,” “continue,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “may,” “objective,” “plan,” “predict,” “potential,” “positioned,” “seek,” “should,” “will,” “would,” and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These forward-looking statements include, but are not limited to, statements about:

- estimates of our future revenue, expenses, capital requirements and our needs for additional financing;
- the implementation of our business model and strategic plans for our products, technologies and businesses;
- competitive companies and technologies and our industry;
- our ability to manage and grow our business by expanding our sales to existing customers or introducing our products to new customers;
- our ability to establish and maintain intellectual property protection for our products or avoid claims of infringement;
- our ability to hire and retain key personnel;
- our financial performance;
- our estimates of the MRAM market opportunity; and
- the volatility of our share price.

Forward-looking statements are based on management’s current expectations, estimates, forecasts, and projections about our business and the industry in which we operate, and management’s beliefs and assumptions are not guarantees of future performance or development and involve known and unknown risks, uncertainties, and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this report may turn out to be inaccurate. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under “Risk Factors” and elsewhere in this report. These statements, like all statements in this report, speak only as of their date, and we undertake no obligation to update or revise these statements in light of future developments. We caution investors that our business and financial performance are subject to substantial risks and uncertainties. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

## PART I

### Item 1. Business.

#### Overview

We are the leading provider of magnetoresistive random access memory (MRAM) solutions. Our MRAM solutions offer the persistence of non-volatile memory, a type of memory that retains information even in the absence of power, with the speed and endurance of random access memory (RAM), and enable the protection of mission critical data particularly in the event of power interruption or failure. Our MRAM solutions allow our customers in the industrial, automotive and transportation, and enterprise storage markets to design high performance, power efficient and reliable systems without the need for bulky batteries or capacitors.

Our MRAM technology, unlike traditional semiconductor memory technologies, stores data as a magnetic state rather than an electrical charge, and is offered as either a discrete or embedded solution. Our products read and write data at speeds on par with most dynamic RAM (DRAM) and static RAM (SRAM). Our products offer the non-volatility of flash memory but with significantly superior endurance. We offer our MRAM products with different densities and interfaces to address the various needs of our customers. Our lower-density MRAM products, which we define as having bit densities from 128kb to 16Mb, offer write-speeds on par with SRAM, with virtually unlimited endurance. Our higher density products, which we define as having bit densities at or greater than 64Mb, offer write-speeds on par with DRAM and have superior endurance compared to most other non-volatile memory technologies.

Our lower-density products are optimized for use in industrial, and automotive and transportation applications, while our higher-density products are optimized for use in enterprise storage applications. In the enterprise storage market, we collaborate with industry-leading memory controller companies to enable compatibility of their controllers with our MRAM products, facilitating the adoption of our solutions into our customers' existing end products. We sell our products directly and through our established distribution channel to industry-leading original equipment manufacturers (OEMs) and original design manufacturers (ODMs)

We leverage both internal and outsourced manufacturing capabilities to produce our MRAM products. We purchase industry-standard complementary metal-oxide semiconductor (CMOS) wafers from semiconductor foundries and complete the processing of our products by inserting our magnetic-bit technology at our 200mm fabrication facility in Chandler, Arizona. We have entered into a manufacturing agreement with GLOBALFOUNDRIES for 300mm high-volume production of our higher-density products. We believe our strategic relationship with GLOBALFOUNDRIES accelerates the development of our MRAM solutions, provides us with leading-edge outsourced manufacturing capabilities, and enables us to operate a variable cost financial model. In addition, GLOBALFOUNDRIES has the ability to embed our technology in its products for sale to its customers, from which we would earn licensing or royalty revenue.

For the years ended December 31, 2017, 2016, and 2015 we recorded revenue of \$35.9 million, \$27.1 million, and \$26.5 million, gross margin of 59.8%, 54.3%, and 52.7%, and a net loss of \$21.1 million, \$16.7 million, and \$18.2 million, respectively. As of December 31, 2017, we had 90 employees, more than half of whom are engaged in research and development. Our headquarters are located in Chandler, Arizona. Our principal design center is in Austin, Texas, and we have additional sales operations in the Americas, Europe and Asia-Pacific regions.

## **The Opportunity for Fast, Persistent Memory—MRAM**

Traditional memory technologies have either fast write-speeds or are non-volatile, but not both. MRAM combines both features into a single solution, making it an ideal memory to protect data in the event of power interruption or failure, and to store data that is frequently written and accessed. We believe customers that employ MRAM in their systems are better able to design higher performance, lower power, more reliable and simpler systems than they would be able to design using other existing memory technologies. The following attributes make MRAM an increasingly important application specific memory solution for system architectures that require non-volatile memory with the speed and endurance of RAM:

***Non-volatile.*** MRAM can retain data in the event of power interruption or failure, which enables end-system designers to create products without costly power-loss protection systems, such as batteries and capacitors.

***Fast Write- Speeds.*** MRAM offers write-speeds that are on par with the fastest available volatile memory technologies, including most DRAM and SRAM and is significantly faster than other non-volatile memories used today. For example, MRAM writes a block over 100,000 times faster than NAND flash, a type of non-volatile flash memory.

***Superior Write- Cycle Endurance.*** MRAM offers superior write-cycle endurance to existing non-volatile solutions, enabling end-systems designers to offer products that are not limited by memory wear-out. For example, MRAM write-cycle endurance is nearly 10 million times greater than NAND flash.

***Scalable to Greater Densities and Smaller Process Geometries.*** MRAM's write-speed and endurance are scalable with increasing bit densities and smaller geometries, which we believe will allow system designers to employ MRAM in applications that require more memory and smaller form factors.

***Proven to be Manufacturable at High Volumes.*** MRAM can be manufactured in high volumes and in advanced nodes, and is compatible with standard CMOS.

***Low Energy Requirement.*** MRAM utilizes energy efficiently over the duration of its write and read cycles. It has the ability to be completely powered down, consuming no energy while still retaining data, which data can be accessed quickly once power is restored.

These attributes enable MRAM to be used as a true Persistent Memory, by which we mean a form of memory that has non-volatility that is similar to storage but with performance that is similar to DRAM or SRAM. MRAM has already proven its commercial viability as a discrete and embedded solution in application-specific memory markets and we believe it will become a mainstream memory technology in the future.

### **Discrete MRAM Market Opportunity**

We expect the introduction of increasingly higher density MRAM solutions will result in greater adoption of MRAM technology into a wider range of applications and end markets.

We expect our Toggle MRAM solutions, which have lower bit densities ranging from 128kb to 16Mb, to continue to serve customers in the industrial, automotive and transportation end markets, where products tend to have long product life cycles. As MRAM bit densities increase, we believe MRAM solutions will be well-suited to address a wider range of large and growing markets, such as server and storage, increasing the overall market opportunity for MRAM. We believe our Spin-torque Transfer (STT) MRAM solutions, which are designed to have bit densities at or greater than 256b, will drive the rapid adoption of our products into enterprise storage applications. We believe the introduction of MRAM solutions with bit densities of 1Gb or greater will extend the opportunity for MRAM into additional adjacent markets such as server and mobile computing.

### **Embedded MRAM Technology**

In addition to use as a discrete product, MRAM can serve as embedded memory in a variety of CMOS technologies. Memory accounts for a significant portion of the area of System-on-a-Chips (SoCs), application-specific integrated circuits (ASICs), application-specific standard products, microcontrollers, baseband processors, storage

controllers, application processors and field-programmable gate arrays. Memory that is integrated in these products is called embedded memory and offers similar performance to its discrete counterparts.

Today's mainstream embedded memory solutions include embedded SRAM (eSRAM), embedded Flash (eFlash), and embedded DRAM (eDRAM). We believe these technologies have process and cost challenges in scaling to advanced CMOS processing nodes at 28nm and below. Embedded MRAM's (eMRAM) compatibility with CMOS processes, combined with its lower leakage, byte addressability, small cell size and high write-cycle endurance make it well-suited as a replacement for eSRAM, eFlash and eDRAM. We believe the use of eMRAM will be more cost effective for foundries by maintaining compatibility with standard CMOS, thus improving manufacturing efficiency.

eSRAM, which uses six transistors (6-T) to construct a memory bit, requires more silicon area and additional power due to leakage current from its multiple-transistor architecture. Embedded MRAM, which uses a single transistor architecture, results in less leakage current and requires a smaller area on an integrated circuit to achieve equivalent or better performance than eSRAM.

eFlash requires relatively high voltage and area overhead to program the memory bits, which is contrary to the trend of scaling down the CMOS process for lower power and less chip area. eFlash also has a limited number of write cycles, which can render it ineffective as working memory on the chip. Compared to eFlash, eMRAM requires lower voltage to program bits, which results in greater power efficiency and it has higher write-cycle endurance. eMRAM is byte-addressable and has symmetric read and write timing, which makes it suitable as working memory. eFlash must be erased and programmed in pages, which is less efficient for intensive writing applications.

eDRAM is a volatile memory that does not retain data when power is off. eDRAM manufacturing requires additional process steps and costs to build a capacitor to store the data. This manufacturing process could diminish the functionality of the memory or logic components in the integrated circuit. eMRAM, however, can be added towards the end of the manufacturing process, which does not impact the overall performance of the integrated circuit.

The versatility of eMRAM can simplify the design and architecture of the overall integrated circuit by providing the ability to have one memory type serve as both working memory and code storage memory.

## **Our Solutions**

We are the only commercial provider of MRAM products. We have a strong track record of innovation in MRAM technology, as demonstrated by our successive introduction of MRAM products that address an increasingly broad spectrum of applications. Our MRAM discrete solutions as well as other offerings are described as follows.

### ***Toggle MRAM***

Our Toggle products, which we have been shipping since 2008, are primarily designed to address applications in the industrial, automotive and transportation markets. Our customers in these markets require memory technology that is non-volatile, writes continuously at high speeds to limit data loss, operates in harsh environments, and maintains endurance over long product lifecycles. To address these requirements, we designed our Toggle MRAM products to offer the persistence of non-volatile memory, speeds comparable to SRAM, reliability across a wide temperature range, and virtually unlimited write-cycles. We have designed our Toggle products to be compatible with industry standard interfaces, including standard SRAM, SPI (Serial Peripheral Interface) and QSPI (Quad SPI) interfaces, enabling our customers to replace incumbent memory solutions with our Toggle MRAM solutions. We believe this has been important for the initial success and early adoption of our Toggle products.

### ***Spin-Transfer Torque MRAM***

Our STT-MRAM products, which are currently shipping in 256Mb densities, are initially targeted for enterprise storage market, which includes high performance Solid-State Drives (SSDs), Redundant array of independent disks (RAID) and server applications. Our customers require low latency, protection of data against power interruption and failure, high density and reliability. Our STT-MRAM products offered performance comparable to DRAM, and were up to five orders of magnitude faster than flash block writes, non-volatile to protect against power loss, and offer endurance superior to Flash memory. We use our Perpendicular Magnetic Tunnel Junction (PMTJ) technology to deliver bit density and power efficiency increases to create a true Persistent Memory solution. Our STT-MRAM products are designed with

derivative standard DDR3 and DDR4 interfaces, which we believe will facilitate market adoption of our products in the enterprise storage and server markets. Our 1Gb density offering is currently in development.

### ***Embedded MRAM***

We offer embedded MRAM (eMRAM) to our customers for integration in their SoC solutions. We also enable GLOBALFOUNDRIES to offer eMRAM in the solutions they manufacture for their customers. Our embedded memory solutions offer high performance, low cost and low power and can be manufactured using standard CMOS. eMRAM offers significant advantages over existing embedded memory solutions, particularly in endurance, bandwidth, energy and area requirements, leakage and persistence. We believe our eMRAM solutions offer the performance benefits and process compatibility to become the embedded memory of choice for our current and future foundry partners.

### ***Sensors***

We have developed and are currently shipping a high performance, high-reliability magnetic sensor, which is based on our Magnetic Tunnel Junction (MTJ) technology, which is at the core of our memory technology. Our magnetic sensor offers three-axis orientation in a single die, and is integrated into consumer electronics applications as an electronic compass. We believe our magnetic sensor technology can be used for additional power management applications in the industrial, and automotive and transportation, end markets. We currently license our magnetic sensor technology to third parties for their commercial use and plan to continue this strategy.

### ***Aerospace***

Aerospace and satellite electronic systems require memory that is able to withstand exposure to the levels of radiation encountered in avionics and space applications. MRAM is not susceptible to radiation induced errors because data is stored as a magnetic state rather than as an electrical charge. Aerospace and satellite equipment manufacturers license our technology for use in their electronic systems. Through license agreements, we provide manufacturing service and technology access to certain of our customers, and we sell products to value added subcontractors.

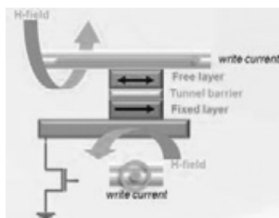
## **Our Technology**

### ***Memory Architecture***

Our MRAM solutions are based on our MTJ technology, which writes data by establishing a stable magnetic state, and reads data by measuring the resistance of the MTJ. MTJ devices are multilayered structures, including thin metal and dielectric layers, which are fabricated with methods commonly used in semiconductor manufacturing. The resistance is determined by the orientation of the magnetic field in the free layer relative to the fixed layer.

### ***Toggle MRAM Technology***

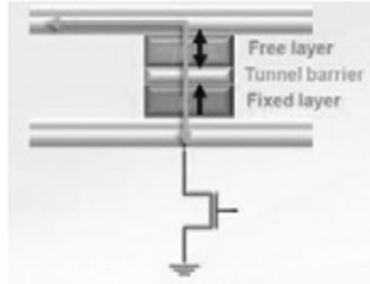
Our Toggle MRAM technology uses a magnetic field to program, or write, bits. A significant advantage of this “field switching” is virtually unlimited write endurance, as reversing the free-layer magnetization with a magnetic field does not have any wear-out mechanism. Field Switched MRAM products are currently in production at the 180nm and 130nm nodes.



Field Switched MRAM bit cell. Each bit cell comprises an MTJ connected in series with a select transistor.

## ***STT-MRAM Technology***

Our STT-MRAM technologies use the spin-torque transfer property, which is the manipulation of the spin of electrons with a polarizing current, to establish the desired magnetic state of the free layer to program, or write, the bits in the memory array. Spin-transfer torque MRAM (STT-MRAM), provides a significant reduction in switching energy compared to Field-switched (Toggle) MRAM, and is highly scalable, enabling higher density memory products. Our STT-MRAM uses a Perpendicular MTJ. We have developed materials and Perpendicular MTJ stack designs with high perpendicular magnetic anisotropy, which provides long data retention, small cell size, greater density, high endurance and low power.



Schematic depiction of the Perpendicular MTJ bit cell

## ***Embedded MRAM Technology***

MRAM technology is more easily embedded than most other memory technologies, due to the way the MRAM module is integrated in standard CMOS. Since the MRAM module is inserted between metal layers in the back-end-of-line part of the fabrication process, above the transistor layers, it does not disturb the CMOS fabrication process. Integrating MRAM in standard CMOS for SoC applications does not impact the performance of the integrated circuit.

## **Sales and Marketing**

Our MRAM products are used by top-tier customers in the industrial, automotive and transportation, and enterprise storage markets.

We consider our customer to be the end customer purchasing either directly from a distributor, a contract manufacturer or us. An end customer purchasing through a contract manufacturer typically instructs the contract manufacturer to obtain our products and to incorporate our products with other components for sale by the contract manufacturer to the end customer. Although we actually sell the products to, and are paid by, the distributors and contract manufacturers, we refer to the end customer as our customer.

During the year ended December 31, 2017, more than 600 end customers purchased our products. No end customers accounted for more than 10% of our revenue during 2017 or 2016. Sales to NXP Semiconductors N.V. (NXP) and Avago Technologies Ltd. (Broadcom) whether directly by us or through distributors or contract manufacturers, each accounted for 13% of our revenue for the year ended December 31, 2015. No other end customers accounted for more than 10% of our revenue during 2015. NXP is a customer for our embedded MRAM and sensor solutions. Broadcom is a customer for our Toggle MRAM products.

We sell our products through a direct sales channel and a network of representatives and distributors. The majority of our customers, and their associated contract manufacturers, buy our products through our distributors. We maintain sales, supply chain and logistics operations and have distributors in Asia to service the production needs of contract manufacturers such as us Flextronics, Foxconn, Inventec and Sanmina. We also maintain direct selling relationships with several strategic customers. Our direct sales representatives are located in North America, the United Kingdom, Germany, Hong Kong, and Taiwan.

Our typical sales cycle consists of a sales and development process in which our field engineers and sales personnel work closely with our customers' design engineers. This process can take from three to 18 months to



complete, and a successful sales cycle culminates in a design win. Note that some customers for our newer STT-MRAM products may need to modify their controllers to integrate our technology adding additional time to the cycle. Once we establish a relationship with a customer, we continue a sales process to maintain our position and to secure subsequent new design wins at the customer. Each customer lead, whether new or existing, is tracked through our CRM tool and followed in stages of prospect, design in, design win and production. This tracking results in a design win pipeline that provides a measure of the future business potential of the opportunities.

Our technical support personnel have expertise in hardware and software, and have access to our development team to ensure proper service and support for our OEM customers. Our field application and engineering team provides technical training and design support to our customers.

## **Manufacturing**

We rely on third-party suppliers for most phases of the manufacturing process, including initial fabrication and assembly.

### ***Wafer Manufacturing***

We manufacture our Toggle MRAM products and provide foundry services for embedded MRAM, licensed MRAM products and MTJ-based sensors in our 200mm manufacturing facility. Our facility is in an ISO-4 clean room and our equipment is certified for the production of automotive grade products. We actively manage inventory, including automated process flows, process controls and recipe management, and we use standard equipment to manufacture our products.

Our STT-MRAM is produced in a 300mm GLOBALFOUNDRIES fabrication facility.

### ***Assembly and Test***

We have designed test protocols to maximize yields at assembly and final test, reduce manufacturing costs and improve quality. Our design and product engineering teams have developed and implemented wafer-level test programs to characterize the behavior of our MRAM devices. We create predictive models and test each of our parts to assure the reliability of the products in the field. We also add unique electronic part identification numbers to provide material traceability.

To protect the Toggle MRAM devices from stray magnetic fields, we developed packaging solutions, which we have qualified at independent, industry-leading sub-contractors, including Amkor, OSE, GTC, ChipMos and UTAC. We have successfully qualified our MRAM devices in various packages at temperatures ranging from commercial to automotive grade. As part of our commitment to quality, our quality management system has been certified to ISO 9001:2000 and ISO 14000 standards. Our foundry vendors and sub-contractors are also ISO 9001 and ISO 14001 certified.

### ***STT-MRAM Joint Development Agreement***

On October 17, 2014, we entered into a joint development agreement with GLOBALFOUNDRIES Inc., a semiconductor foundry, for the joint development of our STT-MRAM technology. The term of the agreement is the later of four years from the effective date or until the completion, termination, or expiration of the last statement of work entered into pursuant to the joint development agreement.

The joint development agreement also states that the specific terms and conditions for the production and supply of the developed MRAM technology would be pursuant to a separate manufacturing agreement entered into between the parties. See “—STT-MRAM Manufacturing Agreement” below.

Under the joint development agreement, each party granted licenses to its relevant intellectual property to the other party. For certain jointly developed works, the parties have agreed to follow an invention allocation procedure to determine ownership. In addition, GLOBALFOUNDRIES possesses the exclusive right to manufacture our discrete and embedded Spin Transfer Torque MRAM devices developed pursuant to the agreement until the earlier of three years after the qualification of the MRAM device for a particular technology node or four years after the completion of the

relevant statement of work under which the device was developed. For the same exclusivity period associated with the relevant device, GLOBALFOUNDRIES agreed not to license intellectual property developed in connection with the agreement to named competitors of ours.

Generally, unless otherwise specified in the agreement or a statement of work, we and GLOBALFOUNDRIES share defined project costs equally under the joint development agreement. If GLOBALFOUNDRIES manufactures, sells or transfers wafers containing production qualified MRAM devices that utilized certain Everspin design information to its customers, GLOBALFOUNDRIES will pay royalties to us for each such wafer transferred or sold to a customer.

Except for breaches of confidentiality provisions and each party's indemnification obligations to one another under the agreement, liability under the agreement is capped at a range depending on project costs and royalty amounts. Either party may terminate the agreement if the other party materially breaches a term of the agreement, and fails to remedy the breach after receiving notice from the non-breaching party. If a party terminates the manufacturing agreement for material breach in accordance with its terms, that party may also terminate the joint development agreement.

On May 27, 2016, we entered into an amendment to the joint development agreement to modify the payment schedule and to clarify our payment obligations for certain past project costs. Under the amendment, GLOBALFOUNDRIES may terminate the joint development agreement with us if we materially breach a term of the agreement, such as, but not limited to, by our failing to pay any undisputed sum which has been outstanding for 45 or more days from the date of invoice, and fail to remedy the breach within 60 days after receiving notice from GLOBALFOUNDRIES. See "Risk Factors" for further discussion of our agreements with GLOBALFOUNDRIES.

#### ***STT-MRAM Manufacturing Agreement***

On October 23, 2014, we entered into a manufacturing agreement with GLOBALFOUNDRIES Singapore Pte. Ltd. that sets forth the specific terms and conditions for the production and supply of wafers manufactured using our Spin Transfer Torque MRAM technology developed under the joint development agreement with GLOBALFOUNDRIES. Pursuant to that joint development agreement, GLOBALFOUNDRIES possesses certain exclusive rights to manufacture such wafers for our discrete and embedded STT-MRAM devices. Our manufacturing agreement with GLOBALFOUNDRIES includes a customary forecast and ordering mechanism for the supply of certain of our wafers, and we are obligated to order and pay for, and GLOBALFOUNDRIES is obligated to supply, wafers consistent with the binding portion of our forecast. GLOBALFOUNDRIES also has the ability to discontinue its manufacture of any of our wafers upon due notice and completion of the notice period. The initial term of the manufacturing agreement is for three years, which automatically renews for successive one year periods thereafter unless either party provides sufficient advance notice of non-renewal.

Except for breaches of confidentiality provisions and each party's indemnification obligations to one another under the agreement, liability under the agreement is capped at the lesser of a set amount or the total purchase price received by GLOBALFOUNDRIES from us in the twelve months immediately preceding the claim for the specific product that caused the damages. Either party may terminate the agreement if the other party materially breaches a term of the agreement, and fails to remedy the breach after receiving notice from the non-breaching party. GLOBALFOUNDRIES may terminate the agreement if we fail to pay any undisputed sum which has been outstanding for sixty or more days from the date of invoice.

#### **Backlog**

As of December 31, 2017, our backlog was \$13.7 million, compared to \$7.4 million as of December 31, 2016, and includes all purchase orders scheduled for delivery within the subsequent 12 months. Our business and, to a large extent, that of the entire semiconductor industry, is characterized by short-term orders and shipment schedules. Orders constituting our current backlog are subject to changes in delivery schedules, or to cancellation at the customer's option without significant penalty. Thus, while backlog is useful for scheduling production, backlog as of any particular date may not be a reliable measure of sales for any future period.

## Competition

Our products, all of which offer the persistence of non-volatile memory with the speed and endurance of random access memory, enable the protection of mission critical data particularly in the event of power interruption or failure. Our solutions are designed for use in applications in the industrial, automotive and transportation, and enterprise storage markets where the combination of high write-cycle endurance and fast write-speeds are of critical importance.

Our principal competitors to our Toggle Field Switched MRAM products, which are tailored primarily for the industrial, automotive and transportation, and enterprise storage markets, include companies that offer nonvolatile SRAM (NVS RAM), SRAM, and ferroelectric RAM (FRAM) products, such as Cypress, Fujitsu, Integrated Silicon Solution (ISSI), Macronix, Microchip, Micron, Renesas, Samsung and Toshiba. Our STT-MRAM products are designed primarily for the enterprise storage market, which includes high performance SSDs, RAID systems and servers. Our STT-MRAM products are intended to replace DRAM-based solutions, which comprised DRAM and additional back-up power supply components, such as super capacitors and batteries that are required to make DRAM persistent. Customers typically purchase DRAM and super capacitors and batteries from separate vendors, and pair them together in order to create a DRAM-based solution capable of protecting data against power interruption or loss. Companies that offer DRAM devices include Hynix, Micron, Samsung, and several other smaller companies. In the future we may also face competition from companies developing MRAM technologies, such as Avalanche, Spin Transfer Technologies, Samsung and other larger and smaller semiconductor companies. We may also face indirect competition from RRAM, 3D XPoint and NAND Flash manufacturers in some market applications.

Our sensor products compete with giant magnetoresistive (GMR), anisotropic magnetoresistive (AMR) and Hall effect sensors supplied by Alps, Asahi Kasei Microdevices, Crocus, Fairchild, Invensys (now Schneider), Kionix and Micronix.

Our ability to compete successfully in the market for our products is based on a number of factors, including:

- our product attributes and specifications;
- customer adoption of MRAM technology despite the price per bit premium of our products versus competing technologies;
- successful controller supplier and customer engagements throughout the product life cycle;
- high quality and reliability as measured by our customers;
- the ease of implementation of our products by customers;
- preferred supplier status at numerous customers and ODMs
- manufacturing expertise and strength;
- reputation and strength of customer relationships;
- competitive pricing in the market against the competition while maintaining our gross margin profile;

and

- our success in meeting the needs of future customer requirements through continued development of new products.

We believe we compete favorably with respect to each of these factors.

## Intellectual Property

Our success depends, in part, on our ability to protect our products and technologies from unauthorized third-party copying and use. To accomplish this, we rely on a combination of intellectual property rights, including patents, trade secrets, copyrights and trademarks, as well as customary contractual protections. As of December 31, 2017, we held 399 issued patents that expire at various times between December 31, 2017, and October 2036, and had 145 patent applications pending. Included in our issued patents and pending applications are patents/applications in the United States, China, Europe, France, Germany, Japan, the Republic of Korea, Italy, Singapore, Taiwan, and the United Kingdom.

We seek to file for patents that have broad application in the semiconductor industry and that would be helpful in the magnetoresistive memory and sensor markets. However, there can be no assurance that our pending patent applications or any future applications will be approved, that any issued patents will provide us with competitive advantages or will not be challenged by third parties, or that the patents or applications of others will not have an adverse effect on our ability to do business. In addition, there can be no assurance that others will not independently develop substantially equivalent intellectual property or otherwise gain access to our trade secrets or intellectual property, or disclose such intellectual property or trade secrets, or that we can effectively protect our intellectual property.

We seek to enforce our IP and to monetize our patent portfolio through licensing of third parties in return for cash remuneration, patent cross licenses or both. We anticipate that we will recognize revenue from licensing our IP during the first quarter of 2018 which, if that occurs, would be revenue in addition to product sales.

We generally control access to and use of our confidential information through employing internal and external controls, including contractual protections with employees, contractors and customers. We rely in part on U.S. and international copyright laws to protect our mask work. All employees and consultants are required to execute confidentiality agreements in connection with their employment and consulting relationships with us. We also require them to agree to disclose and assign to us all inventions conceived or made in connection with the employment or consulting relationship.

### **Environmental Regulation**

We must comply with many different federal, state, local and foreign governmental regulations related to the use, storage, discharge and disposal of certain chemicals and gases used in our manufacturing processes. Our facilities have been designed to comply with these regulations and we believe that our activities are conducted in material compliance with such regulations. Any changes in such regulations or in their enforcement could require us to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. Any failure by us to adequately control the storage, use, discharge and disposal of regulated substances could result in significant future liabilities.

Increasing public attention has been focused on the environmental impact of electronic manufacturing operations. While we have not experienced any materially adverse effects on our operations from recently adopted environmental regulations, our business and results of operations could suffer if for any reason we fail to control the storage or use of, or to adequately restrict the discharge or disposal of, hazardous substances under present or future environmental regulations.

### **Employees**

At December 31, 2017, we had 90 employees in the United States and 28 full time equivalent contractors and consultants in Singapore, China, Taiwan, the United Kingdom, the United States and Germany. None of our employees are either represented by a labor union or subject to a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

### **Financial Information**

Revenue from customers designated based on the geographic region or country to which the product is delivered or licensee is located is set forth in Note 10 to our financial statements, which information is incorporated by reference here. Of our revenues, 13%, 16% and 20% are from customers in the United States for the years ended December 31, 2017, 2016 and 2015, respectively. All of our assets are located in the United States. Our research and development expenses were \$25.4 million, \$19.2 million and \$21.1 million for the years ended December 31, 2017, 2016 and 2015, respectively.

### **Corporate Information**

We were incorporated in Delaware in May 2008. In June 2008, Freescale Semiconductor, Inc. (now a wholly-owned subsidiary of NXP Semiconductors N.V.), spun-out its MRAM business as Everspin. Our offices are located at 5670 W. Chandler Boulevard, Suite 100, Chandler, Arizona 85226. Our telephone number is (480) 347-1111. Our corporate website is at [www.Everspin.com](http://www.Everspin.com). Our annual report on Form 10-K, quarterly reports on Form 10-Q, current

reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge on our website. The information contained on or that can be accessed through our website is not incorporated by reference into this report, and you should not consider information on our website to be part of this report.

## **Item 1A. Risk Factors.**

*The following are important factors that could cause actual results or events to differ materially from those contained in any forward-looking statements made by us or on our behalf. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we deem immaterial also may impair our business operations. If any of the following risks or such other risks actually occurs, our business could be harmed.*

### **Risk Factors Related to Our Business and Our Industry**

***We have a history of losses which may continue in the future, and we cannot be certain that we will achieve or sustain profitability.***

We have incurred net losses since our inception. We incurred net losses of \$21.1 million, \$16.7 million and \$18.2 million for the years ended December 31, 2017, 2016 and 2015, respectively. As of December 31, 2017, we had an accumulated deficit of \$117.5 million. We expect to incur significant expenses related to the continued development and expansion of our business, including in connection with our efforts to develop and improve upon our products and technology, maintain and enhance our research and development and sales and marketing activities and hire additional personnel. While our products offer unique benefits over other industry memory technologies, our per-bit cost to product our product is currently higher than competing technologies. As a result, our ability to capture market share and generate sufficient revenue to transition to profitability and generate consistent positive cash flows is uncertain. We do not know whether our revenue will grow rapidly enough to absorb these costs, and our limited operating history makes it difficult to assess the extent of these expenses, or their impact on our results of operations.

Further, our revenue may not increase or may decline for a number of possible reasons, many of which are outside our control, including a decline in demand for our products, increased competition, business conditions that adversely affect the semiconductor memory industry, including reduced demand for products in the end markets that we serve, or our failure to capitalize on growth opportunities. If we fail to generate sufficient revenue to support our operations, we may not be able to achieve or sustain profitability.

***Our limited operating history makes it difficult to evaluate our current business and future prospects.***

We have been in existence as a stand-alone company since 2008, when Freescale Semiconductor, Inc. spun-out its MRAM business as Everspin. We have been shipping magnetoresistive random access memory (MRAM) products since our incorporation in 2008, and we have experienced a high rate of growth for our products. However, we may not be able to sustain the growth rate for sales of these products and our revenue could decline. We are just starting the manufacture of Spin Transfer Torque MRAM, (STT-MRAM) products. Adoption of these products is important to the future growth of our business, but revenue associated with these products has not been material to date.

Our limited operating history and limited experience selling products, combined with the rapidly evolving and competitive nature of our market, makes it difficult to evaluate our current business and future prospects. In addition, we have limited insight into emerging trends that may adversely affect our business, financial condition, results of operations and prospects. We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly changing industries, including unpredictable and volatile revenue and increased expenses as we continue to grow our business. The viability and demand for our products may be affected by many factors outside of our control, such as the factors affecting the growth of the industrial, automotive and transportation, and enterprise storage industries and changes in macroeconomic conditions. If we do not manage these risks and overcome these difficulties successfully, our business will suffer.

***We may be unable to match production with customer demand for a variety of reasons including our inability to accurately forecast customer demand or the capacity constraints of our suppliers, which could adversely affect our operating results.***

We make planning and spending decisions, including determining production levels, production schedules, component procurement commitments, personnel needs and other resource requirements, based on our estimates of product demand and customer requirements. Our products are typically purchased pursuant to individual purchase orders. While our customers may provide us with their demand forecasts, they are not contractually committed to buy any quantity of products beyond purchase orders. Furthermore, many of our customers may increase, decrease, cancel or delay purchase orders already in place without significant penalty. The short-term nature of commitments by our customers and the possibility of unexpected changes in demand for their products reduce our ability to accurately estimate future customer requirements. On occasion, customers may require rapid increases in production, which can strain our resources, necessitate more onerous procurement commitments and reduce our gross margin. If we overestimate customer demand, we may purchase products that we may not be able to sell, which could result in decreases in our prices or write-downs of unsold inventory. Conversely, if we underestimate customer demand or if sufficient manufacturing capacity is unavailable, we could lose sales opportunities and could lose market share or damage our customer relationships. We manufacture MRAM products at our 200mm facility we lease in Chandler, Arizona and use a single foundry, GLOBALFOUNDRIES Singapore Pte. Ltd., for production of higher density products on advanced technology nodes, which may not have sufficient capacity to meet customer demand. The rapid pace of innovation in our industry could also render significant portions of our inventory obsolete. Excess or obsolete inventory levels could result in unexpected expenses or write-downs of inventory values that could adversely affect our business, operating results and financial condition.

***We may require additional capital to fund our business, which may not be available to us on favorable terms or at all.***

We believe that our existing cash and cash equivalents as of December 31, 2017, coupled with our anticipated growth and sales levels, and net proceeds from the follow-on underwritten public offering in February 2018, will be sufficient to meet our anticipated cash requirements for at least the next 12 months from the filing of this Annual Report on Form 10-K. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of our spending to support research and development activities, the timing and cost of establishing additional sales and marketing capabilities, and the introduction of new products. We may be required to seek additional equity or debt financing, and we cannot assure you that any such additional financing will be available to us on acceptable terms or at all. If we are unable to raise additional capital or generate sufficient cash from operations to adequately fund our operations, we will need to curtail planned activities to reduce costs. Doing so will likely harm our ability to execute on our business plan.

If we raise additional funds through issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer significant dilution in their percentage ownership of our company, and any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited.

***As we expand into new potential markets, we expect to face intense competition, including from our customers and potential customers, and may not be able to compete effectively, which could harm our business.***

We expect that our new and future MRAM products will be applicable to markets in which we are not currently operating. Selling into these markets, including higher density memory markets and the module business could put us into direct competition with our current or potential customers or other competitors with substantially more resources and experience than us. The markets in which we operate and may operate in the future are extremely competitive and are characterized by rapid technological change, continuous evolving customer requirements and declining average selling prices. We may not be able to compete successfully against current or potential competitors, which include our current or potential customers as they seek to internally develop solutions competitive with ours or as we develop products potentially competitive with their existing products. If we do not compete successfully, our market share and revenue may decline. We compete with large semiconductor manufacturers and designers and others, and our current and potential competitors have longer operating histories, significantly greater resources and name recognition and a larger base of customers than we do. This may allow them to respond more quickly than we can to new or emerging

technologies or changes in customer requirements. In addition, these competitors may have greater credibility with our existing and potential customers. Some of our current and potential customers with their own internally developed solutions may choose not to purchase products from third-party suppliers like us.

***We rely on third parties to distribute, manufacture, package, assemble and test our products, which exposes us to a number of risks, including reduced control over manufacturing and delivery timing and potential exposure to price fluctuations, which could result in a loss of revenue or reduced profitability.***

Although we operate an integrated magnetic fabrication line located in Chandler, Arizona, we purchase wafers from third parties and outsource the manufacturing, packaging, assembly and testing of our products to third-party foundries and assembly and testing service providers. We use a single foundry, GLOBALFOUNDRIES Singapore Pte. Ltd., for production of higher density products on advanced technology nodes. Our primary product package and test operations are located in China, Taiwan and other Asian countries. We also use standard CMOS wafers from third-party foundries, which we process at our Chandler, Arizona, facility.

Relying on third-party distribution, manufacturing, assembly, packaging and testing presents a number of risks, including but not limited to:

- our interests could diverge from those of our foundries, or we may not be able to agree with them on ongoing development, manufacturing and operational activities, or on the amount, timing, or nature of further investments in our joint development;
- capacity and materials shortages during periods of high demand;
- reduced control over delivery schedules, inventories and quality;
- the unavailability of, or potential delays in obtaining access to, key process technologies;
- the inability to achieve required production or test capacity and acceptable yields on a timely basis;
- misappropriation of our intellectual property;
- the third party's ability to perform its obligations due to bankruptcy or other financial constraints;
- exclusive representatives for certain customer engagements;
- limited warranties on wafers or products supplied to us; and
- potential increases in prices.

We currently do not have long-term supply contracts with our third-party contract manufacturers for our MRAM products, including NXP, United Microelectronics Corporation, Taiwan Semiconductor Manufacturing Company, Limited (TSMC), United Test and Assembly Center (UTAC), Global Testing Corporation (GTC), ChipMos, OSE Taiwan, and Amkor, and we typically negotiate pricing on a per-purchase order basis and in some cases on an annual basis. Therefore, they are not obligated to perform services or supply components to us for any specific period, in any specific quantities, or at any specific price, except as may be provided in a particular purchase order. During periods of high demand and tight inventories, our third-party foundries and packaging, assembly and testing contractors may allocate capacity to the production of other companies' products while reducing deliveries to us, or significantly raise their prices. In particular, they may allocate capacity to other customers that are larger and better financed than us or that have long-term agreements, decreasing the capacity available to us. Shortages of capacity available to us may be caused by the actions of their other, large customers that may be difficult to predict, such as major product launches.

Our manufacturing agreement with GLOBALFOUNDRIES includes a customary forecast and ordering mechanism for the supply of certain of our wafers, and we are obligated to order and pay for, and GLOBALFOUNDRIES is obligated to supply, wafers consistent with the binding portion of our forecast. However, our manufacturing arrangement is also subject to both a minimum and maximum order quantity that while we believe currently addresses our projected foundry capacity needs, may not address our maximum foundry capacity requirements in the future. We may also be obligated to pay for unused capacity if our demand decreases in the future, or if our estimates prove inaccurate. GLOBALFOUNDRIES also has the ability to discontinue its manufacture of any of our wafers upon due notice and completion of the notice period. This could cause us to have to find another foundry to manufacture those wafers or redesign our core technology and would mean that we may not have products to sell until such time. Any time spent

engaging a new manufacturer or redesigning our core technology could be costly and time consuming and may allow potential competitors to take opportunities in the market place. Moreover, if we are unable to find another foundry to manufacture our products or if we have to redesign our core technology, this could cause material harm to our business and operating results.

If we need other foundries or packaging, assembly and testing contractors, or if we are unable to obtain timely and adequate deliveries from our providers, we might not be able to cost-effectively and quickly retain other vendors to satisfy our requirements. Because the lead-time needed to establish a relationship with a new third-party supplier could be several quarters, there is no readily available alternative source of supply for any specific component. In addition, the time and expense to qualify a new foundry could result in additional expense, diversion of resources or lost sales, any of which would negatively impact our financial results.

If any of our current or future foundries or packaging, assembly and testing subcontractors significantly increases the costs of wafers or other materials or services, interrupts or reduces our supply, including for reasons outside of their control, or if any of our relationships with our suppliers is terminated, our operating results could be adversely affected. Such occurrences could also damage our customer relationships, result in lost revenue, cause a loss in market share or damage our reputation.

***Our joint development agreement and strategic relationships involve numerous risks.***

We have entered into strategic relationships to manufacture products and develop new manufacturing process technologies and products. These relationships include our joint development agreement with GLOBALFOUNDRIES to develop advanced MTJ technology and STT-MRAM. These relationships are subject to various risks that could adversely affect the value of our investments and our results of operations. These risks include the following:

- our interests could diverge from those of our foundries, or we may not be able to agree with them on ongoing development, manufacturing and operational activities, or on the amount, timing, or nature of further investments in our joint development;
- we may experience difficulties in transferring technology to a foundry;
- we may experience difficulties and delays in getting to and/or ramping production at foundries;
- our control over the operations of foundries is limited;
- due to financial constraints, our joint development collaborators may be unable to meet their commitments to us and may pose credit risks for our transactions with them;
- due to differing business models or long-term business goals, our collaborators may decide not to join us in funding capital investment, which may result in higher levels of cash expenditures by us;
- our cash flows may be inadequate to fund increased capital requirements;
- we may experience difficulties or delays in collecting amounts due to us from our collaborators;
- the terms of our arrangements may turn out to be unfavorable;
- we are migrating toward a fabless model as 300mm production becomes required and this increases risks related to less control over our critical production processes; and
- changes in tax, legal, or regulatory requirements may necessitate changes in our agreements.

Further, GLOBALFOUNDRIES may terminate the joint development agreement with us if we materially breach a term of the agreement, such as, but not limited to, by our failing to pay any undisputed sum which has been outstanding for 45 or more days from the date of invoice, and fail to remedy the breach within 60 days after receiving notice from GLOBALFOUNDRIES. If GLOBALFOUNDRIES terminates the joint development agreement, our ability to continue to develop our MRAM technology will be significantly impaired.

If our strategic relationships are unsuccessful, our business, results of operations, or financial condition may be materially adversely affected.



***The market for semiconductor memory products is characterized by declines in average selling prices, which we expect to continue, and which could negatively affect our revenue and margins.***

Our customers expect the average selling price of our products to decrease year-over-year and we expect this trend to continue. When such pricing declines occur, we may not be able to mitigate the effects by selling more or higher margin units, or by reducing our manufacturing costs. In such circumstances, our operating results could be materially and adversely affected. Our stand-alone and embedded MRAM products have experienced declining average selling prices over their life cycle. The rate of decline may be affected by a number of factors, including relative supply and demand, the level of competition, production costs and technological changes. As a result of the decreasing average selling prices of our products following their launch, our ability to increase or maintain our margins depends on our ability to introduce new or enhanced products with higher average selling prices and to reduce our per-unit cost of sales and our operating costs. We may not be able to reduce our costs as rapidly as companies that operate their own manufacturing, assembly and testing facilities, and our costs may even increase because we rely in part on third parties to manufacture, assemble and test our products, which could also reduce our gross margins. In addition, our new or enhanced products may not be as successful or enjoy as high margins as we expect. If we are unable to offset any reductions in average selling prices by introducing new products with higher average selling prices or reducing our costs, our revenue and margins will be negatively affected and may decrease.

The semiconductor memory market is highly cyclical and has experienced severe downturns in the past, generally as a result of wide fluctuations in supply and demand, constant and rapid technological change, continuous new product introductions and price erosion. During downturns, periods of intense competition, or the presence of oversupply in the industry, the selling prices for our products may decline at a high rate over relatively short time periods as compared to historical rates of decline. We are unable to predict selling prices for any future periods and may experience unanticipated, sharp declines in selling prices for our products.

***Unfavorable economic and market conditions, domestically and internationally, may adversely affect our business, financial condition, results of operations and cash flows.***

We have significant customer sales both in the U.S. and internationally. We also rely on domestic and international suppliers, manufacturing partners and distributors. We are therefore susceptible to adverse U.S. and international economic and market conditions. If any of our manufacturing partners, customers, distributors or suppliers experience serious financial difficulties or cease operations, our business will be adversely affected. In addition, the adverse impact of an unfavorable economy may adversely impact customer spending, which may adversely impact demand for our products.

***We must continuously develop new and enhanced products, and if we are unable to successfully market our new and enhanced products for which we incur significant expenses to develop, our results of operations and financial condition will be materially adversely affected.***

To compete effectively in our markets, we must continually design, develop and introduce new and improved products with improved features in a cost-effective manner in response to changing technologies and market demand. This requires us to devote substantial financial and other resources to research and development. We are developing new products, which we expect to be one of the drivers of our revenue growth in the future. However, as it is taking us longer than we expected to develop our 1Gb STT-MRAM product, we may not succeed in developing and marketing this and other new and enhanced products. We also face the risk that customers may not value or be willing to bear the cost of incorporating our new and enhanced products into their products, particularly if they believe their customers are satisfied with current solutions. Regardless of the improved features or superior performance of our new and enhanced products, customers may be unwilling to adopt our solutions due to design or pricing constraints, or because they do not want to rely on a single or limited supply source. Because of the extensive time and resources that we invest in developing new and enhanced products, if we are unable to sell customers our new products, our revenue could decline and our business, financial condition, results of operations and cash flows would be negatively affected. For example, we generated limited revenue from sales of our STT-MRAM products to date. While we expect revenue from our STT-MRAM products to increase, if we are unable to scale MRAM to gigabit densities to address applications currently served by DRAM, we may not be able to materially increase our revenue. If we are unable to successfully develop and market our new and enhanced products that we have incurred significant expenses developing, our results of operations and financial condition will be materially and adversely affected.

***Our success and future revenue depend on our ability to secure design wins and on our customers' ability to successfully sell the products that incorporate our solutions. Securing design wins is a lengthy, expensive and competitive process, and may not result in actual orders and sales, which could cause our revenue to decline.***

We sell to customers that incorporate MRAM into their products. A design win occurs after a customer has tested our product, verified that it meets the customer's requirements and qualified our solutions for their products. We believe we are dependent on the adoption of our 256Mb and 1Gb MRAM products by our customers to secure design wins. In the fourth quarter of 2017, we recorded revenue for our first sale of 40nm 256Mb STT-MRAM products and we are in process of ramping up production in 2018. To date we have not sold any of our 1Gb MRAM products. Our customers may need several months to years to test, evaluate and adopt our product and additional time to begin volume production of the product that incorporates our solution. Due to this generally lengthy design cycle, we may experience significant delays from the time we increase our operating expenses and make investments in our products to the time that we generate revenue from sales of these products. Moreover, even if a customer selects our solution, we cannot guarantee that this will result in any sales of our products, as the customer may ultimately change or cancel its product plans, or efforts by our customer to market and sell its product may not be successful. We may not generate any revenue from design wins after incurring the associated costs, which would cause our business and operating results to suffer. Any delay in the development of our 256Mb and 1Gb MRAM products, or failure of our customers to adopt our 256Mb and 1Gb MRAM products, could inhibit revenue growth or cause declines, which would significantly harm our business and prevent us from becoming profitable.

If a current or prospective customer designs a competitor's solution into its product, it becomes significantly more difficult for us to sell our solutions to that customer because changing suppliers involves significant time, cost, effort and risk for the customer even if our solutions are superior to other solutions and remain compatible with their product design. Our ability to compete successfully depends on customers viewing us as a stable and reliable supplier to mission critical customer applications when we have less production capacity and less financial resources compared to most of our larger competitors. If current or prospective customers do not include our solutions in their products and we fail to achieve a sufficient number of design wins, our results of operations and business may be harmed.

***We rely on our relationships with OEMs and ODMs to enhance our solutions and market position, and our failure to continue to develop or maintain such relationships in the future would harm our ability to remain competitive.***

We develop our products for leading OEMs and ODMs that serve a variety of end markets and are developing devices for automotive, transportation, industrial and storage applications. For each application, manufacturers create products that incorporate specialized semiconductor technology, which makers of memory products use as the basis for their products. These manufacturers set the specifications for many of the key components to be used on each generation of their products and, in the case of memory components, generally qualify only a few vendors to provide memory components for their products. As each new generation of their products is released, vendors are validated in a similar fashion. We must work closely with OEMs and ODMs to ensure our products become qualified for use in their products. As a result, maintaining close relationships with leading OEMs and ODMs that are developing devices for automotive, transportation, industrial and storage applications is crucial to the long-term success of our business. We could lose these relationships for a variety of reasons, including our failure to qualify as a vendor, our failure to demonstrate the value of our new solutions, declines in product quality, or if OEMs or ODMs seek to work with vendors with broader product suites, greater production capacity or greater financial resources. If our relationships with key industry participants were to deteriorate or if our solutions were not qualified by our customers, our market position and revenue could be materially and adversely affected.

***The loss of one or several of our customers or reduced orders or pricing from existing customers may have a significant adverse effect on our operations and financial results.***

We have derived and expect to continue to derive a significant portion of our revenues from a small group of customers during any particular period due in part to the concentration of market share in the semiconductor industry. Our four largest end customers together accounted for 28% of our total revenue for the year ended December 31, 2017, but none of these customers individually accounted for more than 10% of our total revenue during the period. Our four largest end customers together accounted for 32% of our total revenue for the year ended December 31, 2016, but none of these customers individually accounted for more than 10% of our total revenue during the period. Our four largest end customers together accounted for 41% of our total revenue for the year ended December 31, 2015, and two customers each accounted for more than 10% of our total revenue during the period. The loss of a significant customer, a business

combination among our customers, a reduction in orders or decrease in price from a significant customer or disruption in any of our commercial or distributor arrangements may result in a significant decline in our revenues and could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows.

***Our results of operations can fluctuate from period to period, which could cause our share price to fluctuate.***

Our results of operations have fluctuated in the past and may fluctuate from period to period in the future due to a variety of factors, many of which are beyond our control. Factors relating to our business that may contribute to these fluctuations include the following factors, as well as other factors described elsewhere in this report:

- the receipt, reduction, delay or cancellation of orders by large customers;
- the gain or loss of significant customers or distributors;
- the timing and success of our launch of new or enhanced products and those of our competitors;
- market acceptance of our products and our customers' products;
- the level of growth or decline in the industrial, automotive and transportation, enterprise storage and other markets;
- the timing and extent of research and development and sales and marketing expenditures;
- the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure;
- changes in our product mix;
- our ability to reduce the manufacturing costs of our products;
- competitive pressures resulting in lower than expected average selling prices;
- fluctuations in sales by and inventory levels of OEMs and ODMs that incorporate our memory products in their products;
- cyclical and seasonal fluctuations in our markets;
- fluctuations in the manufacturing yields of our third-party manufacturers;
- quality issues that arise from manufacturing issues at our third-party manufacturers;
- events that impact the availability of production capacity at our third-party subcontractors and other interruptions in the supply chain including due to geopolitical events, natural disasters, materials shortages, bankruptcy or other causes;
- supply constraints for and changes in the cost of the other components incorporated into our customers' products;
- the timing of expenses related to the acquisition of technologies or businesses;
- product rates of return or price concessions in excess of those expected or forecasted;
- costs associated with the repair and replacement of defective products;
- unexpected inventory write-downs or write-offs;
- costs associated with litigation over intellectual property rights and other litigation;
- the length and unpredictability of the purchasing and budgeting cycles of our customers;
- changes in accounting standards, such as revenue recognition, which we are required to adopt beginning in 2018;
- changes in tax laws, such as the Tax Cuts and Jobs Act of 2017 recently enacted;
- loss of key personnel or the inability to attract qualified engineers; and
- geopolitical events, such as war, threat of war or terrorist actions, or the occurrence of natural disasters.

The semiconductor memory industry is highly cyclical and our markets may experience significant cyclical fluctuations in demand as a result of changing economic conditions, budgeting and buying patterns of customers and other factors. As a result of these and other factors affecting demand for our products and our results of operations in any given period, the results of any prior quarterly or annual periods should not be relied upon as indicative of our future revenue or operating performance. Fluctuations in our revenue and operating results could also cause our stock price to decline.

***If sales of our customers' products decline or if their products do not achieve market acceptance, our business and operating results could be adversely affected.***

Our revenue depends on our customers' ability to commercialize their products successfully. The markets for our customers' products are extremely competitive and are characterized by rapid technological change. Competition in our customers' markets is based on a variety of factors including price, performance, product quality, marketing and distribution capability, customer support, name recognition and financial strength. As a result of rapid technological change, the markets for our customers' products are characterized by frequent product introductions, short product life cycles, fluctuating demand and increasing product capabilities. As a result, our customers' products may not achieve market success or may become obsolete. We cannot assure you that our customers will dedicate the resources necessary to promote and commercialize their products, successfully execute their business strategies for such products, or be able to manufacture such products in quantities sufficient to meet demand or cost-effectively manufacture products at a high volume. Our customers do not have contracts with us that require them to manufacture, distribute or sell any products. Moreover, our customers may develop internally, or in collaboration with our competitors, technology that they may utilize instead of the technology available to them through us. Our customers' failure to achieve market success for their products, including as a result of general declines in our customers' markets or industries, could negatively affect their willingness to utilize our products, which may result in a decrease in our revenue and negatively affect our business and operating results.

Our revenue also depends on the timely introduction, quality and market acceptance of our customers' products that incorporate our solutions. Our customers' products are often very complex and subject to design complexities that may result in design flaws, as well as potential defects, errors and bugs. We incur significant design and development costs in connection with designing our solutions for customers' products. If our customers discover design flaws, defects, errors or bugs in their products, or if they experience changing market requirements, failed evaluations or field trials, or issues with other vendors, they may delay, change or cancel a project. If we have already incurred significant development costs, we may not be able to recoup those costs, which in turn would adversely affect our business and financial results.

***We face competition and expect competition to increase in the future. If we fail to compete effectively, our revenue growth and results of operations will be materially and adversely affected.***

The global semiconductor market in general, and the semiconductor memory market in particular, are highly competitive. We expect competition to increase and intensify as other semiconductor companies enter our markets, many of which have greater financial and other resources with which to pursue technology development, product design, manufacturing, marketing and sales and distribution of their products. Increased competition could result in price pressure, reduced profitability and loss of market share, any of which could materially and adversely affect our business, revenue and operating results. Currently, our competitors range from large, international companies offering a wide range of traditional memory technologies to companies specializing in other alternative, specialized emerging memory technologies. Our primary memory competitors include Cypress, Fujitsu, Integrated Silicon Solution, Macronix, Microchip, Micron, Renesas, Samsung, and Toshiba. The main competition for sensor products includes AMR, Crocus, GMR and Hall Effect. These technologies directly compete with our products and are supplied by Alps, Asahi Kasei Microdevices, Fairchild, Invensys (now Schneider), Kionix and Micronas. In addition, as the MRAM market opportunity grows, we expect new entrants such as Avalanche will enter this market and existing competitors, including leading semiconductor companies, may make significant investments to compete more effectively against our products. These competitors could develop technologies or architectures that make our products or technologies obsolete.

Our ability to compete successfully depends on factors both within and outside of our control, including:

- the functionality and performance of our products and those of our competitors;
- our relationships with our customers and other industry participants;

- prices of our products and prices of our competitors' products;
- our ability to develop innovative products;
- our competitors' greater resources to make acquisitions;
- our ability to obtain adequate capital to finance operations;
- our ability to retain high-level talent, including our management team and engineers; and
- the actions of our competitors, including merger and acquisition activity, launches of new products and other actions that could change the competitive landscape.

Competition could result in pricing pressure, reduced revenue and loss of market share, any of which could materially and adversely affect our business, results of operations and prospects. In the event of a market downturn, competition in the markets in which we operate may intensify as our customers reduce their purchase orders. Our competitors that are significantly larger and have greater financial, technical, marketing, distribution, customer support and other resources or more established market recognition than us may be better positioned to accept lower prices and withstand adverse economic or market conditions.

***Our customers require our products and our third-party contractors to undergo a lengthy and expensive qualification process. If we are unsuccessful or delayed in qualifying any of our products with a customer, our business and operating results would suffer.***

Prior to selecting and purchasing our products, our customers typically require that our products undergo extensive qualification processes, which involve testing of our products in the customers' systems, as well as testing for reliability. This qualification process may continue for several months or years. However, obtaining the requisite qualifications for a memory product does not assure any sales of the product. Even after successful qualification and sales of a product to a customer, a subsequent revision in our third-party contractors' manufacturing process or our selection of a new contract manufacturer may require a new qualification process, which may result in delays and excess or obsolete inventory. After our products are qualified and selected, it can and often does take several months or more before the customer commences volume production of systems that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, to qualify our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, sales of those products may be precluded or delayed, which may impede our growth and harm our business.

***Our costs may increase substantially if we or our third-party manufacturing contractors do not achieve satisfactory product yields or quality.***

The fabrication process is extremely complicated and small changes in design, specifications or materials can result in material decreases in product yields or even the suspension of production. From time to time, we and/or the third-party foundries that we contract to manufacture our products may experience manufacturing defects and reduced manufacturing yields. In some cases, we and/or our third-party foundries may not be able to detect these defects early in the fabrication process or determine the cause of such defects in a timely manner. There may be a higher risk of product yield issues in newer STT-MRAM products.

Generally, in pricing our products, we assume that manufacturing yields will continue to improve, even as the complexity of our products increases. Once our products are initially qualified either internally or with our third-party foundries, minimum acceptable yields are established. We are responsible for the costs of the units if the actual yield is above the minimum set with our third-party foundries. If actual yields are below the minimum we are not required to purchase the units. Typically, minimum acceptable yields for our new products are generally lower at first and gradually improve as we achieve full production, but yield issues can occur even in mature processes due to break downs in mechanical systems, equipment failures or calibration errors. Unacceptably low product yields or other product manufacturing problems could substantially increase overall production time and costs and adversely impact our operating results. Product yield losses will increase our costs and reduce our gross margin. In addition to significantly harming our results of operations and cash flow, poor yields may delay shipment of our products and harm our relationships with existing and potential customers.

***The complexity of our products may lead to defects, which could negatively impact our reputation with customers and result in liability.***

Products as complex as ours may contain defects when first introduced to customers or as new versions are released. Delivery of products with production defects or reliability, quality or compatibility problems could significantly delay or hinder market acceptance of the products or result in a costly recall and could damage our reputation and adversely affect our ability to retain existing customers and attract new customers. Defects could cause problems with the functionality of our products, resulting in interruptions, delays or cessation of sales of these products to our customers. We may also be required to make significant expenditures of capital and resources to resolve such problems. We cannot assure you that problems will not be found in new products, both before and after commencement of commercial production, despite testing by us, our suppliers or our customers. Any such problems could result in:

- delays in development, manufacture and roll-out of new products;
- additional development costs;
- loss of, or delays in, market acceptance;
- diversion of technical and other resources from our other development efforts;
- claims for damages by our customers or others against us; and
- loss of credibility with our current and prospective customers.

Any such event could have a material adverse effect on our business, financial condition and results of operations.

***We may experience difficulties in transitioning to new wafer fabrication process technologies or in achieving higher levels of design integration, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.***

We aim to use the most advanced manufacturing process technology appropriate for our solutions that is available from our third-party foundries. As a result, we periodically evaluate the benefits of migrating our solutions to other technologies to improve performance and reduce costs. These ongoing efforts require us from time to time to modify the manufacturing processes for our products and to redesign some products, which in turn may result in delays in product deliveries. We may face difficulties, delays and increased expense as we transition our products to new processes, and potentially to new foundries. We will depend on our third-party foundries as we transition to new processes. We cannot assure you that our third-party foundries will be able to effectively manage such transitions or that we will be able to maintain our relationship with our third-party foundries or develop relationships with new third-party foundries. If we or any of our third-party foundries experience significant delays in transitioning to new processes or fail to efficiently implement transitions, we could experience reduced manufacturing yields, delays in product deliveries and increased expenses, any of which could harm our relationships with our customers and our operating results.

As smaller line width geometry manufacturing processes become more prevalent, we intend to move our future products to increasingly smaller geometries to reduce costs while integrating greater levels of functionality into our products. This transition will require us and our third-party foundries to migrate to new designs and manufacturing processes for smaller geometry products. We may not be able to achieve smaller geometries with higher levels of design integration or to deliver new integrated products on a timely basis. We periodically evaluate the benefits, on a product-by-product basis, of migrating to smaller geometry process technologies to reduce our costs and increase performance. We are dependent on our relationships with our third-party foundries to transition to smaller geometry processes successfully. We cannot assure you that our third-party foundries will be able to effectively manage any such transition. If we or our third-party foundries experience significant delays in any such transition or fail to implement a transition, our business, financial condition and results of operations could be materially harmed.

***Changes to industry standards and technical requirements relevant to our products and markets could adversely affect our business, results of operations and prospects.***

Our products are only a part of larger electronic systems. All products incorporated into these systems must comply with various industry standards and technical requirements created by regulatory bodies or industry participants to operate efficiently together. Industry standards and technical requirements in our markets are evolving and may change significantly over time. For our products, the industry standards are developed by the Joint Electron Device Engineering

Council, an industry trade organization. In addition, large industry-leading semiconductor and electronics companies play a significant role in developing standards and technical requirements for the product ecosystems within which our products can be used. Our customers also may design certain specifications and other technical requirements specific to their products and solutions. These technical requirements may change as the customer introduces new or enhanced products and solutions.

Our ability to compete in the future will depend on our ability to identify and comply with evolving industry standards and technical requirements. The emergence of new industry standards and technical requirements could render our products incompatible with products developed by other suppliers or make it difficult for our products to meet the requirements of certain of our customers in automotive, transportation, industrial, storage and other markets. As a result, we could be required to invest significant time and effort and to incur significant expense to redesign our products to ensure compliance with relevant standards and requirements. If our products are not in compliance with prevailing industry standards and technical requirements for a significant period of time, we could miss opportunities to achieve crucial design wins, our revenue may decline and we may incur significant expenses to redesign our products to meet the relevant standards, which could adversely affect our business, results of operations and prospects.

***Failure to protect our intellectual property could substantially harm our business.***

Our success and ability to compete depend in part upon our ability to protect our intellectual property. We rely on a combination of intellectual property rights, including patents, mask work protection, copyrights, trademarks, trade secrets and know-how, in the United States and other jurisdictions. The steps we take to protect our intellectual property rights may not be adequate, particularly in foreign jurisdictions such as China. Any patents we hold may not adequately protect our intellectual property rights or our products against competitors, and third parties may challenge the scope, validity or enforceability of our issued patents, which third parties may have significantly more financial resources with which to litigate their claims than we have to defend against them. In addition, other parties may independently develop similar or competing technologies designed around any patents or patent applications that we hold. Some of our products and technologies are not covered by any patent or patent application, as we do not believe patent protection of these products and technologies is critical to our business strategy at this time. A failure to timely seek patent protection on products or technologies generally precludes us from seeking future patent protection on these products or technologies.

In addition to patents, we also rely on contractual protections with our customers, suppliers, distributors, employees and consultants, and we implement security measures designed to protect our trade secrets and know-how. However, we cannot assure you that these contractual protections and security measures will not be breached, that we will have adequate remedies for any such breach or that our customers, suppliers, distributors, employees or consultants will not assert rights to intellectual property or damages arising out of such contracts.

We may initiate claims against third parties to protect our intellectual property rights if we are unable to resolve matters satisfactorily through negotiation. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management. It could also result in the impairment or loss of portions of our intellectual property, as an adverse decision could limit our ability to assert our intellectual property rights, limit the value of our technology or otherwise negatively impact our business, financial condition and results of operations. Additionally, any enforcement of our patents or other intellectual property may provoke third parties to assert counterclaims against us. Our failure to secure, protect and enforce our intellectual property rights could materially harm our business.

***We may face claims of intellectual property infringement, which could be time-consuming, costly to defend or settle, result in the loss of significant rights, harm our relationships with our customers and distributors, or otherwise materially adversely affect our business, financial condition and results of operations.***

The semiconductor memory industry is characterized by companies that hold patents and other intellectual property rights and that vigorously pursue, protect and enforce intellectual property rights. These companies include patent holding companies or other adverse patent owners who have no relevant product revenue and against whom our own patents may provide little or no deterrence. From time to time, third parties may assert against us and our customers' patent and other intellectual property rights to technologies that are important to our business. We have in the past, and may in the future, face such claims.

Claims that our products, processes or technology infringe third-party intellectual property rights, regardless of their merit or resolution, could be costly to defend or settle and could divert the efforts and attention of our management and technical personnel. We may also be obligated to indemnify our customers or business partners in connection with any such litigation, which could result in increased costs. Infringement claims also could harm our relationships with our customers or distributors and might deter future customers from doing business with us. If any such proceedings result in an adverse outcome, we could be required to:

- cease the manufacture, use or sale of the infringing products, processes or technology;
- pay substantial damages for infringement;
- expend significant resources to develop non-infringing products, processes or technology, which may not be successful;
- license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms, or at all;
- cross-license our technology to a competitor to resolve an infringement claim, which could weaken our ability to compete with that competitor; or
- pay substantial damages to our customers to discontinue their use of or to replace infringing technology sold to them with non-infringing technology, if available.

Any of the foregoing results could have a material adverse effect on our business, financial condition and results of operations. Furthermore, our exposure to the foregoing risks may also be increased if we acquire other companies or technologies. For example, we may have a lower level of visibility into the development process with respect to intellectual property or the care taken to safeguard against infringement risks with respect to the acquired company or technology. In addition, third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to the acquisition.

***We make significant investments in new technologies and products that may not achieve technological feasibility or profitability or that may limit our revenue growth.***

We have made and will continue to make significant investments in research and development of new technologies and products, including new and more technically advanced versions of our MRAM technology.

Investments in new technologies are speculative and technological feasibility may not be achieved. Commercial success depends on many factors including demand for innovative technology, availability of materials and equipment, selling price the market is willing to bear, competition and effective licensing or product sales. We may not achieve significant revenue from new product investments for a number of years, if at all. Moreover, new technologies and products may not be profitable, and even if they are profitable, operating margins for new products and businesses may not be as high as the margins we have experienced historically or originally anticipated. Our inability to capitalize on or realize substantial revenue from our significant investments in research and development could harm our operating results and distract management, harming our business.

***Our success depends on our ability to attract and retain key employees, and our failure to do so could harm our ability to grow our business and execute our business strategies.***

Our success depends on our ability to attract and retain our key employees, including our management team and experienced engineers. Competition for personnel in the semiconductor memory technology field, and in the MRAM space in particular, is intense, and the availability of suitable and qualified candidates is limited. We compete to attract and retain qualified research and development personnel with other semiconductor companies, universities and research institutions. Given our experience as an early entrant in the MRAM space, our employees are frequently contacted by MRAM startups and MRAM groups within larger companies seeking to employ them. The members of our management and key employees are at-will employees and although we issued refresh equity awards to our personnel in connection with our initial public offering, and repriced options in mid-December 2016 to reflect our then current stock price, there can be no assurance that these awards will be effective to retain our key employees. If we lose the services of any key senior management member or employee, we may not be able to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could severely impact our business and prospects. The loss



of the services of one or more of our key employees, especially our key engineers, or our inability to attract and retain qualified engineers, could harm our business, financial condition and results of operations.

***We may not be able to effectively manage our growth, and we may need to incur significant expenditures to address the additional operational and control requirements of our growth, either of which could harm our business and operating results.***

As we continue to expand our business, we expect our headcount and overall size of our operations to grow significantly. To effectively manage our growth, we must continue to expand our operational, engineering and financial systems, procedures and controls and to improve our accounting and other internal management systems, such as our new ERP system that we have recently implemented. This may require substantial managerial and financial resources, and our efforts in this regard may not be successful. Our current systems, procedures and controls may not be adequate to support our future operations. If we fail to adequately manage our growth, or to improve our operational, financial and management information systems, or fail to effectively motivate or manage our new and future employees, the quality of our products and the management of our operations could suffer, which could adversely affect our operating results.

***We may engage in acquisitions of, or investments in, other companies, each of which may divert our management's attention, result in additional dilution to stockholders or use resources that are necessary to operate our business.***

We may in the future seek to acquire or invest in businesses, products or technologies that we believe could complement or expand our business, enhance our technical capabilities or otherwise offer growth opportunities. However, our term loan and revolving credit facility prohibits our ability to merge with or acquire any other entity. Even if we were allowed to pursue such acquisitions or investments, they could create risks for us, including:

- difficulties in assimilating acquired personnel, operations and technologies or realizing synergies expected in connection with an acquisition, particularly with acquisitions of companies with large and widespread operations, complex products or that operate in markets in which we historically have had limited experience;
- unanticipated costs or liabilities, including possible litigation, associated with the acquisition;
- incurrence of acquisition-related costs;
- diversion of management's attention from other business concerns;
- use of resources that are needed in other parts of our business; and
- use of substantial portions of our available cash to consummate an acquisition.

A significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill, which must be assessed for impairment at least annually. If such acquisitions do not yield expected returns, we may be required to take charges to our earnings based on this impairment assessment process, which could harm our results of operations.

We may be unable to complete acquisitions at all or on commercially reasonable terms, which could limit our future growth. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of additional debt, which could adversely affect our operating results and result in a decline in our stock price and further restrict our ability to pursue business opportunities, including potential acquisitions. In addition, if an acquired business fails to meet our expectations, our operating results may suffer.

***We maintain operations outside of the United States and intend to expand our international operations, which exposes us to significant risks.***

We have limited operations in Europe and Asia. We intend to expand our operations internationally. The success of our business depends, in large part, on our ability to operate successfully from geographically disparate locations and to further expand our international operations and sales. Operating in international markets requires significant resources and management attention and subjects us to regulatory, economic and political risks that are different from those we face in the United States. We cannot be sure that further international expansion will be successful. In addition, we face risks in doing business internationally that could expose us to reduced demand for our products, lower prices for our products or other adverse effects on our operating results. Among the risks we believe are most likely to affect us are:

- difficulties, inefficiencies and costs associated with staffing and managing foreign operations;

- longer and more difficult customer qualification and credit checks;
- greater difficulty collecting accounts receivable and longer payment cycles;
- the need for various local approvals to operate in some countries;
- difficulties in entering some foreign markets without larger-scale local operations;
- compliance with local laws and regulations;
- unexpected changes in regulatory requirements, including the elimination of tax holidays;
- reduced protection for intellectual property rights in some countries;
- adverse tax consequences as a result of repatriating cash generated from foreign operations to the United States;
- adverse tax consequences, including potential additional tax exposure if we are deemed to have established a permanent establishment outside of the United States;
- the effectiveness of our policies and procedures designed to ensure compliance with the Foreign Corrupt Practices Act of 1977 and similar regulations;
- fluctuations in currency exchange rates, which could increase the prices of our products to customers outside of the United States, increase the expenses of our international operations by reducing the purchasing power of the U.S. dollar and expose us to foreign currency exchange rate risk if, in the future, we denominate our international sales in currencies other than the U.S. dollar;
- new and different sources of competition; and
- political and economic instability, and terrorism.

Our failure to manage any of these risks successfully could harm our operations and reduce our revenue.

***To comply with environmental laws and regulations, we may need to modify our activities or incur substantial costs, and if we fail to comply with environmental regulations we could be subject to substantial fines or be required to have our suppliers alter their processes.***

The semiconductor memory industry is subject to a variety of international, federal, state and local governmental regulations directed at preventing or mitigating environmental harm, as well as to the storage, discharge, handling, generation, disposal and labeling of toxic or other hazardous substances. Failure to comply with environmental regulations could subject us to civil or criminal sanctions and property damage or personal injury claims. Compliance with current or future environmental laws and regulations could restrict our ability to expand our business or require us to modify processes or incur other substantial expenses which could harm our business. In response to environmental concerns, some customers and government agencies impose requirements for the elimination of hazardous substances, such as lead (which is widely used in soldering connections in the process of semiconductor packaging and assembly), from electronic equipment. For example, the European Union adopted its Restriction on Hazardous Substance Directive which prohibits, with specified exceptions, the sale in the EU market of new electrical and electronic equipment containing more than agreed levels of lead or other hazardous materials and China has enacted similar regulations. Environmental laws and regulations such as these could become more stringent over time, causing a need to redesign technologies, imposing greater compliance costs and increasing risks and penalties associated with violations, which could seriously harm our business.

***Some of the facilities of our suppliers are located near known earthquake fault zones, and the occurrence of an earthquake or other catastrophic disaster could damage our facilities, which could cause us to curtail our operations.***

Some of our foundries and suppliers' facilities in Asia are located near known earthquake fault zones and, therefore, are vulnerable to damage from earthquakes. We are also vulnerable to damage from other types of disasters, such as power loss, fire, floods and similar events. If any such disaster were to occur, our ability to operate our business could be seriously impaired. In addition, we may not have adequate insurance to cover our losses resulting from disasters or other similar significant business interruptions. Any significant losses that are not recoverable under our insurance policies could seriously impair our business and financial condition.

***Provisions of our credit facility may restrict our ability to pursue our business strategies.***

Borrowings under our existing credit facility are secured by substantially all of our assets, except for intellectual property. Our term loan facility prohibits our ability to, among other things:

- dispose of or sell assets;
- consolidate or merge with other entities;
- incur additional indebtedness;
- create liens on our assets;
- pay dividends;
- make investments;
- enter into transactions with affiliates; and
- redeem subordinated indebtedness.

These restrictions are subject to certain exceptions. In addition, our existing credit facility requires that we meet certain operating covenants, such as maintaining insurance on the collateral and meeting certain financial covenants, such as a minimum liquidity ratio. The operating restrictions and covenants in the term loan facility, as well as any future financing agreements that we may enter into, may restrict our ability to finance our operations, engage in business activities or expand or fully pursue our business strategies. Our ability to comply with these covenants may be affected by events beyond our control, and we may not be able to meet those covenants. A breach of any of these covenants could result in a default under the credit facility, which could cause all of the outstanding indebtedness thereunder to either become immediately due and payable or increase by five percent of the interest rate charged during the period of the unremedied breach.

***The recently enacted tax reform bill could adversely affect our business and financial condition.***

On December 22, 2017, President Trump signed into law the Tax Cuts and Jobs Act (“2017 Tax Act”), which significantly amends the Internal Revenue Code of 1986. The 2017 Tax Act, among other things, reduces the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, limits the tax deduction for interest expense to 30% of adjusted earnings, eliminates net operating loss carrybacks, imposes a one-time tax on offshore earnings at reduced rates regardless of whether they are repatriated, allows immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifies or repeals many business deductions and credits. The rate reduction took effect on January 1, 2018. Under the new corporate income tax rate of 21%, we expect deferred income tax assets will decrease by \$14.8 million and the valuation allowance will decrease by \$14.8 million. The net effect of the tax reform enactment on the financial statements is \$0 as of December 31, 2017. We continue to examine the impact these changes may have on the business. We are currently analyzing the 2017 Tax Act and this Annual Report on Form 10-K does not fully discuss the 2017 Tax Act or the manner in which it might affect us or holders of our common stock. We urge our stockholders, including potential purchasers of our common stock, to consult with their legal and tax advisers with respect to the 2017 Tax Act and the potential tax consequences of investing in our common stock.

***Our ability to use net operating losses to offset future taxable income may be subject to certain limitations.***

In general, under Section 382 of the U.S. Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an “ownership change” is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, to offset future taxable income, and tax credits to offset tax. As of December 31, 2017, we had federal net operating loss carryforwards of approximately \$100.1 million which will begin to expire in 2028 if not utilized, and state net operating loss carryforwards of approximately \$39.3 million which will begin to expire in 2023 if not utilized. The federal NOLs generated prior to 2018 will continue to be governed by the NOL tax rules as they existed prior to the adoption of the new Tax Act, which means that generally they will expire 20 years after they were generated if not used prior thereto. The federal NOLs generated prior to 2018 will continue to be governed by the NOL tax rules as they existed prior to the adoption of the new Tax Act, which means that generally they will expire 20 years after they were generated if not used prior thereto. We may experience an ownership change in the future, and our ability to utilize our NOLs and tax credits could be further limited by Section 382 of the Code. Future changes in our stock ownership, many

of which are outside of our control, could result in an ownership change under Section 382 of the Code. Our net operating losses and tax credits could also be impaired under state laws. As a result, we might not be able to utilize a material portion of our state NOLs and tax credits.

***If we fail to retain finance personnel and strengthen our financial reporting systems and infrastructure, we may not be able to timely and accurately report our financial results or comply with the requirements of being a public company, including compliance with the Sarbanes-Oxley Act and SEC reporting requirements.***

We have hired additional accounting and finance staff members to augment our current staff and to improve the effectiveness of our closing and financial reporting processes. Any inability to retain such personnel would have an adverse impact on our ability to accurately and timely prepare our financial statements. We may be unable to locate and hire qualified professionals with requisite technical and public company experience when and as needed. In addition, new employees will require time and training to learn our business and operating processes and procedures. If our finance and accounting organization is unable for any reason to respond adequately to the demands of being a public company, the quality and timeliness of our financial reporting may suffer, which could result in the identification of material weaknesses in our internal controls. Any consequences resulting from inaccuracies or delays in our reported financial statements could cause the trading price of our common stock to decline and could harm our business, operating results and financial condition.

***Interruptions in our information technology systems could adversely affect our business.***

We rely on the efficient and uninterrupted operation of complex information technology systems and networks to operate our business. Any significant disruption to our systems or networks, including, but not limited to, new system implementations, computer viruses, security breaches, facility issues, natural disasters, terrorism, war, telecommunication failures or energy blackouts, could have a material adverse impact on our operations, sales and financial results. Such disruption could result in a loss of our intellectual property or the release of sensitive competitive information or supplier, customer or employee personal data. Any loss of such information could harm our competitive position, result in a loss of customer confidence, and cause us to incur significant costs to remedy the damages caused by any such disruptions or security breaches. Additionally, any failure to properly manage the collection, handling, transfer or disposal of personal data of employees and customers may result in regulatory penalties, enforcement actions, remediation obligations, litigation, fines and other sanctions.

We may experience attacks on our data, attempts to breach our security and attempts to introduce malicious software into our IT systems. If attacks are successful, we may be unaware of the incident, its magnitude, or its effects until significant harm is done. Any such attack or disruption could result in additional costs related to rebuilding of our internal systems, defending litigation, responding to regulatory actions, or paying damages. Such attacks or disruptions could have a material adverse impact on our business, operations and financial results.

Third-party service providers, such as wafer foundries, assembly and test contractors, distributors and other vendors have access to certain portions of our and our customers' sensitive data. In the event that these service providers do not properly safeguard the data that they hold, security breaches and loss of data could result. Any such loss of data by our third-party service providers could negatively impact our business, operations and financial results, as well as our relationship with our customers.

***If we experience material weaknesses in the future or otherwise fail to maintain an effective system of internal controls in the future, we may not be able to accurately report our financial condition or results of operations which may adversely affect investor confidence in us and, as a result, the value of our common stock.***

As a result of being a public company, we are required, under Section 404 of the Sarbanes-Oxley Act to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual and interim financial statements will not be detected or prevented on a timely basis. In connection with the audit of our financial statements as of and for the years ended December 31, 2016 and 2015, we identified material weaknesses in our internal control over financial reporting, as defined in the standards established by the Public Company Accounting Oversight Board of the United States. Although we enhanced our internal controls, processes and related documentation necessary to remediate

our material weakness and to perform the evaluation needed to comply with Section 404, and have concluded that we do not currently have any material weaknesses, there can be no assurances that we will not have any material weaknesses in the future.

When we cease to be an “emerging growth company” under the federal securities laws, our auditors will be required to express an opinion on the effectiveness of our internal controls. If we are unable to confirm that our internal control over financial reporting is effective, or if our auditors are unable to express an opinion on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which could cause the price of our common stock to decline.

***The issuance of new accounting standards or future interpretations of existing accounting standards could adversely affect our operating results.***

We prepare our financial statements in accordance with accounting principles generally accepted in the United States of America, or GAAP. A change in those principles could have a significant effect on our reported results and might affect our reporting of transactions completed before a change is announced. GAAP is issued and subject to interpretation by the Financial Accounting Standards Board, the SEC and various other bodies formed to promulgate and interpret accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change. For example, beginning with our first quarter of 2018, we will adopt the new revenue recognition standard, which will change the way we recognize revenue. We do not expect the adoption of the standard to have a material impact on our quarterly and/or annual statement of operations, however the exact impact will be dependent on facts and circumstances that could vary from quarter to quarter. The issuance of new accounting standards or future interpretations of existing accounting standards, or changes in our business practices or estimates, could result in future changes in our revenue recognition or other accounting policies that could have a material adverse effect on our results of operations.

***Regulations related to “conflict minerals” may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.***

Pursuant to the Dodd-Frank Act, the SEC has adopted requirements for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These requirements will require companies to perform diligence and disclose and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. The implementation of these requirements could adversely affect the sourcing, availability and pricing of minerals used in the manufacture of our products, and affect our costs and relationships with customers, distributors and suppliers as we must obtain additional information from them to ensure our compliance with the disclosure requirement. In addition, we will incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Since our supply chain is complex, we may not be able to sufficiently verify the origins for these minerals and metals used in our products through the due diligence procedures that we implement, which may harm our reputation. In such event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict mineral free and these customers may discontinue, or materially reduce, purchases of our products, which could result in a material adverse effect on our results of operations and our financial condition may be adversely affected.

## **Risks Related to Our Common Stock**

***An active trading market may not be sustained.***

Prior to the initial public offering of our common stock in October 2016, there was no public market for our common stock. Although our stock is currently traded on the Nasdaq Stock Market, an active trading market may not be sustained. The lack of an active market may impair the value of your shares and your ability to sell your shares at the time you wish to sell them. An inactive market may also impair our ability to both raise capital by selling shares and acquire other complementary products, technologies or businesses by using our shares as consideration.

***We expect that the price of our common stock will fluctuate substantially.***

The market price of our common stock is likely to be highly volatile and may fluctuate substantially due to many factors, including:

- the introduction of new products or product enhancements by us or others in our industry;
- disputes or other developments with respect to our or others' intellectual property rights;
- product liability claims or other litigation;
- quarterly variations in our results of operations or those of others in our industry;
- sales of large blocks of our common stock, including sales by our executive officers and directors;
- changes in earnings estimates or recommendations by securities analysts; and
- general market conditions and other factors, including factors unrelated to our operating performance or the operating performance of our competitors.

In recent years, the stock markets generally have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may significantly affect the market price of our common stock, regardless of our actual operating performance. These fluctuations may be even more pronounced in the trading market for our common stock.

In addition, in the past, class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. Securities litigation brought against us following volatility in our stock price, regardless of the merit or ultimate results of such litigation, could result in substantial costs, which would hurt our financial condition and operating results and divert management's attention and resources from our business.

These and other factors may make the price of our stock volatile and subject to unexpected fluctuation.

***Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline.***

The trading market for our common stock will be influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. As a newly public company, we may be slow to attract research coverage and the analysts who publish information about our common stock will have had relatively little experience with our company or industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. In the event we obtain securities or industry analyst coverage, if any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of our company or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

***We are an "emerging growth company" and we cannot be certain if the reduced disclosure requirements applicable to "emerging growth companies" will make our common stock less attractive to investors.***

We are an "emerging growth company," as defined in the JOBS Act, and we may take advantage of certain exemptions and relief from various reporting requirements that are applicable to other public companies that are not "emerging growth companies." In particular, while we are an "emerging growth company" (1) we will not be required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, (2) we will be exempt from any rules that may be adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotations or a supplement to the auditor's report on financial statements, (3) we will be subject to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and (4) we will not be required to hold nonbinding advisory votes on executive compensation or stockholder approval of any golden parachute payments not previously approved.

We may remain an "emerging growth company" until as late as December 31, 2021, the fiscal year-end following the fifth anniversary of the completion of our initial public offering, though we may cease to be an "emerging growth

company” earlier under certain circumstances, including (1) if the market value of our common stock that is held by nonaffiliates exceeds \$700 million as of any June 30, in which case we would cease to be an “emerging growth company” as of the following December 31, or (2) if our gross revenue exceeds \$1.07 billion in any fiscal year.

Investors may find our common stock less attractive if we rely on the exemptions and relief granted by the JOBS Act. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may decline or become more volatile.

***Sales of a substantial number of shares of our common stock in the public market by our existing stockholders could cause our stock price to fall.***

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that sales may have on the prevailing market price of our common stock.

***Our directors, officers and principal stockholders have significant voting power and may take actions that may not be in the best interests of our other stockholders.***

Our officers, directors and principal stockholders each holding more than 5% of our common stock, collectively, control a significant percentage of our outstanding common stock. As a result, these stockholders, if they act together, will be able to control the management and affairs of our company and most matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change of control and might adversely affect the market price of our common stock. This concentration of ownership may not be in the best interests of our other stockholders.

***Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.***

We are subject to the periodic reporting requirements of the Exchange Act. We have designed our disclosure controls and procedures to provide reasonable assurance that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management, and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

***Provisions in our corporate charter documents and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.***

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include that:

- our board of directors has the right to expand the size of our board of directors and to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;

- our stockholders may not act by written consent or call special stockholders' meetings; as a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions other than at annual stockholders' meetings or special stockholders' meetings called by the board of directors, the chairman of the board, the chief executive officer or the president;
- our certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the affirmative vote of holders of at least 66-2/3% of the voting power of all of the then outstanding shares of voting stock, voting as a single class, will be required (a) to amend certain provisions of our certificate of incorporation, including provisions relating to the size of the board, removal of directors, special meetings, actions by written consent and cumulative voting and (b) to amend or repeal our bylaws, although our bylaws may be amended by a simple majority vote of our board of directors;
- stockholders must provide advance notice and additional disclosures to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of our company; and
- our board of directors may issue, without stockholder approval, shares of undesignated preferred stock; the ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

#### **Item 1B Unresolved Staff Comments.**

None.

#### **Item 2. Properties.**

We lease office space for our corporate headquarters located in Chandler, Arizona and for our design facility located in Austin, Texas. The leases expire in January 2022.

We have an operating lease for our Arizona manufacturing facility, as amended, for certain of the fabrication, laboratory and office premises of Freescale, a related party. This lease is cancellable upon 24 months' notice by either of the parties. In the first quarter of 2017, we extended the lease through January 28, 2019 and amended the premises covered to remove laboratory space, decrease fabrication space and expand office space. In the fourth quarter of 2017, we extended the lease through January 2020.

In the first quarter of 2017, we entered into a five-year operating lease with Freescale for 10,023 square feet of office and laboratory space. In the third quarter of 2017, we amended the lease with Freescale to add 17,951 square feet of office space. The initial term of this amendment to the lease ends on January 31, 2022, with an option to renew the lease through August 31, 2024.

We believe our existing facilities are well maintained and in good operating condition and they are adequate for our foreseeable business needs.

#### **Item 3. Legal Proceedings.**

From time to time, we may become involved in legal proceedings arising from the ordinary course of our business. Management is currently not aware of any matters that will have a material adverse effect on our financial position, results of operations or cash flows.



**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

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

#### Market Price of Common Stock

Our common stock has been listed on the Nasdaq Global Market under the symbol “MRAM” since October 7, 2016. Prior to that date, there was no public trading market for our common stock. The following table sets forth for the period indicated the high and low sales prices per share of our common stock as reported on the Nasdaq Global Market:

	Prices	
	High	Low
<b>2016</b>		
Quarter ended December 31, 2016 (from October 7, 2016)	\$ 9.99	\$ 6.15
<b>2017</b>		
Quarter ended March 31, 2017	\$ 10.28	\$ 7.00
Quarter ended June 30, 2017	23.11	7.80
Quarter ended September 30, 2017	25.39	14.14
Quarter ended December 31, 2017	17.16	6.69

#### Holder of Record

As of March 7, 2018, we had 31 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

#### Dividend Policy

We have never declared or paid cash dividends on our capital stock. We intend to retain all available funds and any future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Any future determination related to dividend policy will be made at the discretion of our board of directors. Under our Loan and Security Agreement with Silicon Valley Bank entered into in May 2017, we are not allowed to pay any cash dividends without the consent of Silicon Valley Bank.

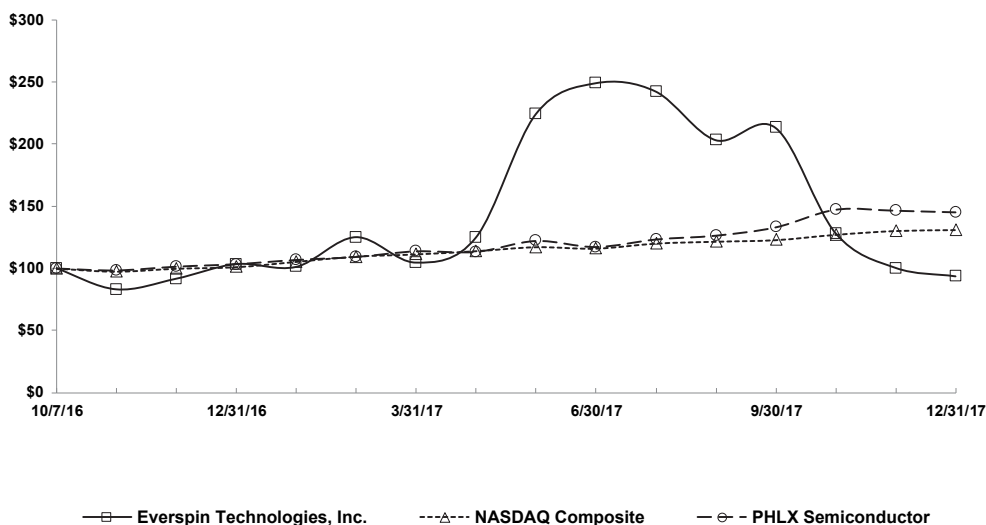
## Stock Performance Graph

*This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act.*

The graph below shows the cumulative total stockholder return for Everspin Technologies, Inc., the Nasdaq Composite Index and the PHLX Semiconductor Index, assuming the investment of \$100.00 in our common stock on the date specified. The comparisons in the graph are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of future performance of our common stock.

### COMPARISON OF 15 MONTH CUMULATIVE TOTAL RETURN\*

Among Everspin Technologies, Inc., the NASDAQ Composite Index and the PHLX Semiconductor Index



\*\$100 invested on 10/7/16 in stock or 9/30/16 in index, including reinvestment of dividends.  
Fiscal year ending December 31.

## Recent Sales of Unregistered Securities

None.

## Use of Proceeds from our Public Offering of Common Stock

On October 7, 2016, our registration statement on Form S-1 (File No. 333-213569) relating to our initial public offering (IPO) of common stock became effective. The IPO closed on October 13, 2016 at which time we issued 5,000,000 shares of our common stock at an initial offering price of \$8.00 per share for gross proceeds of \$40.0 million. We received net proceeds from the IPO of \$33.9 million, after deducting the underwriting discount and other offering-related expenses paid by us.

There has been no material change in the planned use of proceeds from the IPO from that described in the prospectus filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act on October 7, 2016. As of December 31, 2017, we had used approximately \$30.9 million of the proceeds from our IPO.

**Repurchases of Shares or of Company Equity Securities**

None.

## Item 6. Selected Financial Data.

The information set forth below should be read together with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes included elsewhere in this report. The selected balance sheet data at December 31, 2017 and 2016, and the selected statements of operations data for each of the years ended December 31, 2017, 2016, and 2015, have been derived from our audited financial statements that are included elsewhere in this report. The selected balance sheet data at December 31, 2015 and 2014, and the selected statements of operations data for the year ended December 31, 2014, were derived from our audited financial statements which are not included in this report. Historical results are not necessarily indicative of results to be expected in any future period.

Statement of Operations Data:	Year Ended December 31,			
	2017	2016	2015	2014
	(In thousands, except share and per share amounts)			
Product sales	\$ 33,677	\$ 26,611	\$ 25,875	\$ 23,071
Licensing and royalty revenue	2,259	483	671	1,825
Total revenue	35,936	27,094	26,546	24,896
Cost of sales	14,451	12,395	12,568	11,806
Gross profit	21,485	14,699	13,978	13,090
Operating expenses:				
Research and development <sup>(1)</sup>	25,437	19,233	21,126	12,664
General and administrative <sup>(1)</sup>	11,516	7,281	6,565	7,085
Sales and marketing <sup>(1)</sup>	4,740	3,706	3,823	3,259
Total operating expenses	41,693	30,220	31,514	23,008
Loss from operations	(20,208)	(15,521)	(17,536)	(9,918)
Interest expense	(764)	(2,347)	(653)	(263)
Other income (expense), net	118	1,160	6	(2)
Loss on extinguishment of debt	(246)	—	—	—
Net loss	\$ (21,100)	\$ (16,708)	\$ (18,183)	\$ (10,183)
Net loss per common share, basic and diluted	\$ (1.69)	\$ (3.53)	\$ (7.12)	\$ (4.00)
Shares used to compute net loss per common share, basic and diluted	12,484,984	4,738,496	2,552,205	2,544,578
<b>Other Financial Data:</b>				
Adjusted EBITDA <sup>(2)</sup>	\$ (15,625)	\$ (11,429)	\$ (14,013)	\$ (7,497)

(1) Includes stock-based compensation as follows:

	Year Ended December 31,			
	2017	2016	2015	2014
	(In thousands)			
Research and development	\$ 488	\$ 403	\$ 169	\$ 304
General and administrative	1,297	637	190	392
Sales and marketing	263	101	57	103
Total	\$ 2,048	\$ 1,141	\$ 416	\$ 799

(2) We define Adjusted EBITDA as net income or loss adjusted for depreciation and amortization, stock-based compensation expense, compensation expense related to the vesting of common stock held by GLOBALFOUNDRIES resulting from our joint development agreement, and interest expense. We use Adjusted EBITDA in conjunction with traditional GAAP operating performance measures to understand and evaluate our operating performance and trends, to prepare and approve our annual budget and to develop short-term and long-term operating and financing plans. Accordingly, we believe that Adjusted EBITDA provides useful information for investors in understanding and evaluating our operating results in the same manner as our management and our board of directors.

Adjusted EBITDA has limitations as a financial measure and should not be considered a substitute for other measures of financial performance reported in accordance with GAAP. These limitations include the following:

- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us or the impact of deferred income tax;
- Adjusted EBITDA does not reflect cash expenditure requirements for replacements or for new capital expenditures;
- Adjusted EBITDA excludes some recurring costs, such as the dilutive impact of non-cash stock-based compensation and depreciation and amortization; and
- other companies, including companies in our industry, may calculate Adjusted EBITDA differently from how we calculate this measure or not at all, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including net loss and our financial results presented in accordance with GAAP. The following table presents a reconciliation of net loss, the most directly comparable GAAP measure, to Adjusted EBITDA for each of the periods indicated:

	<b>Year Ended December 31,</b>			
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In thousands)			
<b>Adjusted EBITDA reconciliation:</b>				
Net loss	\$ (21,100)	\$ (16,708)	\$ (18,183)	\$ (10,183)
Depreciation and amortization	1,191	826	1,340	1,517
Stock-based compensation expense	2,048	1,141	416	799
Compensation expense related to vesting of GLOBALFOUNDRIES common stock	1,472	965	1,761	107
Interest expense	764	2,347	653	263
Adjusted EBITDA	<u>\$ (15,625)</u>	<u>\$ (11,429)</u>	<u>\$ (14,013)</u>	<u>\$ (7,497)</u>

	<b>As of December 31,</b>			
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In thousands)			
<b>Balance Sheet Data:</b>				
Cash and cash equivalents	\$ 12,950	\$ 29,727	\$ 2,307	\$ 9,624
Working capital (deficit)	15,043	29,119	(198)	8,940
Total assets	31,437	41,472	10,961	17,775
Total long-term debt, current and non-current	12,165	8,102	7,914	2,874
Redeemable convertible preferred stock warrant liability	—	—	437	145
Redeemable convertible preferred stock	—	—	64,642	64,642
Total stockholders' equity (deficit)	10,884	26,871	(70,430)	(54,428)

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

*You should read the following discussion and analysis of our financial condition and results of operations together with the "Selected Financial Data" and our audited financial statements and related notes included elsewhere in this report. This discussion and other parts of this report contain forward-looking statements that involve risk and uncertainties, such as statements of our plans, objectives, expectations and intentions. As a result of many factors, including those factors set forth in the "Risk Factors" section of this report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.*

### Overview

We are the leading provider of MRAM solutions. Our MRAM solutions offer the persistence of non-volatile memory, a type of memory that retains information even in the absence of power, with the speed and endurance of random access memory (RAM), and enable the protection of mission critical data particularly in the event of power interruption or failure. Our MRAM solutions allow our customers in the industrial, automotive and transportation, and enterprise storage markets to design high performance, power efficient and reliable systems without the need for bulky batteries or capacitors.

Our revenue is derived from the sale of our MRAM-based products in discrete unit form, as embedded technology, and through licensing and royalties of our MRAM and magnetic sensor technology.

We work directly with our customers to have our MRAM devices designed into and qualified for their products. Although we maintain direct sales, support, and development relationships with our customers, once our products are designed into a customer's product, we sell a majority of our products to those customers through distributors. We generated 74%, 79%, and 66% of our revenue from products sold through distributors for the years ended December 31, 2017, 2016 and 2015, respectively.

We maintain a direct selling relationship, for strategic purposes, with several key customer accounts. Our direct sales personnel and representatives are organized into three primary regions: North America; Europe, Middle East and Africa (EMEA); and Asia-Pacific (APAC). In North America, our revenue was \$6.3 million, \$5.7 million and \$6.1 million for the years ended December 31, 2017, 2016, and 2015, respectively. Our revenue in North America decreased for the year ended December 31, 2016, compared to the same period in 2015 primarily due to our licensing revenue decreasing as a result of more subscription type licensing in 2016. In EMEA, our revenue was \$8.0 million, \$5.1 million, and \$4.3 million for the years ended December 31, 2017, 2016, and 2015, respectively. In APAC, our revenue was \$21.6 million, \$16.3 million, and \$16.1 million for the years ended December 31, 2017, 2016, and 2015, respectively. Our revenue in EMEA and APAC increased for the year ended December 31, 2017, compared to the same period in 2016 due to both expansion of footprint and entry into new verticals. We recognize revenue by geography based on the region in which our products are sold, and not to where the end products are shipped.

We leverage both internal and outsourced capabilities to manufacture our MRAM products. We purchase industry-standard complementary metal-oxide semiconductor (CMOS) wafers from semiconductor foundries and complete the fabrication by inserting our magnetic-bit technology at our 200mm fabrication facility in Chandler, Arizona. We believe this allows us to streamline research and development, rapidly prototype new products, and bring new products to market quickly and cost effectively. This strategy significantly reduces the capital investment that would otherwise be required to operate manufacturing facilities of our own. We intend to utilize leading semiconductor foundries, including GLOBALFOUNDRIES, to support high-volume production of our high density MRAM products on 300mm wafers at advanced process nodes.

During the years ended December 31, 2017, 2016 and 2015, we continued to invest in research and development to support the development and production of our STT-MRAM technology. We believe our continued investment will allow us to continue to develop and deploy products based on our STT-MRAM technology. For the years ended December 31, 2017, 2016, and 2015, our research and development expenses were \$25.4 million, \$19.2 million, and \$21.1 million, respectively. We expect that our research and development expenses will increase in the future as we continue to develop our MRAM technology internally and through our joint development agreement with GLOBALFOUNDRIES.

For the years ended December 31, 2017, 2016, and 2015, we recorded revenue of \$35.9 million, \$27.1 million, and \$26.5 million, gross margin of 59.8%, 54.3%, and 52.7%, and a net loss of \$21.1 million, \$16.7 million, and \$18.2 million, respectively.

## Key Metrics

We monitor a variety of key financial metrics to help us evaluate trends, establish budgets, measure the effectiveness of our business strategies and assess operational efficiencies. These financial metrics include revenue, gross margin, operating expenses and operating income determined in accordance with GAAP. Additionally, we monitor and project cash flow to determine our sources and uses for working capital to fund our operations. We also monitor Adjusted EBITDA, a non-GAAP financial measure.

Our management and board of directors use Adjusted EBITDA to understand and evaluate our operating performance and trends, to prepare and approve our annual budget and to develop short-term and long-term operating and financing plans. Accordingly, we believe that Adjusted EBITDA provides useful information for investors in understanding and evaluating our operating results in the same manner as our management and our board of directors. Adjusted EBITDA was \$(15.6) million, \$(11.4) million, and \$(14.0) million in 2017, 2016, and 2015, respectively. The changes were primarily a result of increased personnel-related costs, excluding stock-based compensation, contract labor and expenses resulting from our joint development agreement with GLOBALFOUNDRIES. Personnel-related costs and contract labor costs were \$18.8 million in 2017, \$15.8 million in 2016, and \$15.2 million in 2015. The increase in personnel-related and contract labor is consistent with our strategy to expand our operations and develop our MRAM technologies and products to support future growth. Expenses from our joint development agreement were \$5.2 million in 2017, \$2.9 million in 2016, and \$3.6 million in 2015.

See “Selected Financial Data” for more information and reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with GAAP.

## Factors Affecting Our Results of Operations

*Design wins.* To continue to grow our revenue, we must continue to achieve design wins for our MRAM products. We consider a design win to occur when an original equipment manufacturer (OEM) or contract manufacturer notifies us that it has qualified one of our products as a component in a product or system for production. We believe we are dependent on the adoption of our 256Mb and 1Gb MRAM products by our customers to secure design wins. Because the life cycles for our customers’ products can last for several years, if these products have successful commercial introductions, we expect to continue to generate revenues over an extended period of time for each successful design win. Any delay in the development of our 1Gb MRAM products, or failure of our customers to adopt our 1Gb MRAM products, could inhibit revenue growth or cause declines, which would significantly harm our business and prevent us from becoming profitable. In the fourth quarter of 2017, we recorded revenue for our first sale of 40nm 256Mb STT-MRAM products and we are in process of ramping up production in 2018.

*Customer acceptance of our technology and customer product success.* For our customers to use our products, they may have to redesign certain components of their existing designs. We have established relationships with several controller companies, including Broadcom (formerly LSI and Avago), Marvell and Microsemi (formerly PMC-Sierra), and IP core companies, including Cadence, Synopsys, and Northwest Logic, and FPGA manufacturers, including Xilinx and Altera (now part of Intel), to accelerate the integration of our MRAM solutions into our customers’ end products. Delays in our customers’ design cycles may have adverse effects on the demand, and therefore sales, of our products.

*Customer concentration.* A relatively small number of end customers have historically accounted for a significant percentage of our revenue. Revenue, including through distributors, from Broadcom, NXP, STMicroelectronics, and Dell, collectively, accounted for 25%, 32%, and 41% of our total revenue in 2017, 2016, and 2015, respectively. Two of these customers accounted for more than 10% of our revenue in 2015. None of these customers individually accounted for more than 10% of our total revenue in 2017 and 2016. It would be difficult to replace lost revenue resulting from the loss, reduction, cancellation or delay in purchase orders by any one of these customers. Consolidation among our customers may further concentrate our customer base and expose us to increased risks relating to increased customer concentration. In addition, any significant pricing pressure exerted by a significant customer could adversely affect our operating results.



*Pricing, product cost and gross margins of our products.* Our gross margin has been, and will continue to be, affected by a variety of factors, including the timing of changes in pricing, shipment volumes, new product introductions, changes in product mix, changes in our purchase price of fabricated wafers, assembly and test service expenses, manufacturing yields and inventory write downs, if any. In general, newly introduced products, and products with higher densities and performance, tend to be priced higher than older, more mature products. Average selling prices in the semiconductor industry typically decline as products mature. Consistent with this historical trend, we expect that the average selling prices of our products will decline as they mature. In the normal course of business, we seek to offset the effect of declining average selling prices on existing products by reducing manufacturing costs and introducing newer, higher value-added products. If we are unable to maintain overall average selling prices or to offset any declines in average selling prices with savings on product costs, our gross margin will decline.

*Gross margin impact of licensing revenue.* Our licensing revenue, which we collect as licensing fees and royalty payments, generates significantly higher gross margin than product revenue. Due to the high gross margin profile of this revenue stream, fluctuations in licensing revenue may have a greater impact on gross margin than a corresponding change in the demand for our products. Therefore, as licensing revenue fluctuates, we may see significant variations in gross margin.

*Technology, process, and product development investment.* We invest heavily to develop our MRAM technology, including the core MRAM technology, the joint development agreement with GLOBALFOUNDRIES, and the design of new and innovative products based on MRAM, to provide solutions to our current and future customers. We anticipate that we will continue to invest in our research and development to achieve our technology and product roadmaps. Our product development is targeted to specific segments of the market where we believe the densities and performance of our products can provide the most benefit. We believe our close coordination with our customers regarding their future product requirements enhances the efficiency of our research and development expenditures.

## **Components of Results of Operations**

### ***Revenue***

We derive our revenue from the sale of our MRAM-based products in discrete unit form, as embedded technology, and through licensing of and royalties on our MRAM and magnetic sensor technology. Our distributors worldwide generally have broad price protection and product return rights which prevent the sales pricing from being fixed or determinable at the time of shipment to our distributors. Therefore, for sales through distributors of our discrete MRAM products, revenue recognition is deferred until the pricing uncertainty is resolved, which generally occurs when the distributor sells the product to their customer. We recognize license fees when the applicable development milestones have been met in accordance with the terms of the licensing agreement. Our licensing revenue is largely dependent on a small number of transactions during a given year. We recognize revenue for royalties resulting from our licensing agreements in accordance with the terms of the licensing agreement.

### ***Cost of Sales and Gross Margin***

Cost of sales primarily includes the cost of our products including costs to purchase wafers, costs paid for wafer fabrication, costs associated with the assembly and testing of our products, shipping costs and costs of our manufacturing personnel. Cost of sales also includes indirect costs, such as warranty, inventory valuation reserves and overhead costs.

Gross profit is revenue less cost of sales. Gross margin is gross profit expressed as a percentage of total revenue. We expect that our gross margin may fluctuate from period to period, primarily as a result of changes in average selling price, revenue mix among our products, product yields and manufacturing costs. In addition, we may reserve against the value at which we carry our inventory based upon the product's life cycle and conditions in the markets in which we sell. Declines in average selling prices may be paired with improvements in our cost of sales, which may offset some of the gross margin reduction that could result from lower selling prices.

### ***Operating Expenses***

Our operating expenses consist of research and development, general and administrative and sales and marketing expenses. Personnel-related expenses, including salaries, benefits, bonuses and stock-based compensation, are the most significant component of each of our operating expense categories.

### *Research and Development Expenses*

Our research and development expenses consist primarily of personnel-related expenses for the design and development of our products and technologies, test wafers required to characterize our technology, and expenses associated with our joint development agreement with GLOBALFOUNDRIES. Research and development expenses also include consulting services, circuit design costs, materials and laboratory supplies, fabrication and new packaging technology, compensation charges related to the vesting of the shares of common stock issued to GLOBALFOUNDRIES, and an allocation of related facilities and equipment costs. We recognize research and development expenses as they are incurred.

### *General and Administrative Expenses*

Our general and administrative expenses consist primarily of personnel expenses, allocated facilities costs, expenses for outside professional services, and expenses for personnel and consultants engaged in executive, finance, legal, information technology and administrative activities. We expect our general and administrative expenses will increase as a result of operating as a public company following our IPO in October 2016, including expenses related to compliance with the rules and regulations of the Securities and Exchange Commission, or SEC, and those of the Nasdaq Global Market exchange, additional insurance expenses, investor relations activities and other administrative and professional services.

### *Sales and Marketing Expenses*

Our sales and marketing expenses consist primarily of compensation for our sales, marketing, and business development personnel, including bonuses and commissions for our sales representatives. We expect our sales and marketing expenses to increase as we hire additional sales personnel and representatives and increase our marketing activities.

### *Interest Expense*

Interest expense consists of cash and non-cash components. The non-cash component consists of interest expense recognized from the amortization of debt discounts derived from the issuance of warrants and debt issuance costs capitalized on our balance sheets as a reduction of the debt balance. The non-cash component also includes interest expense on our convertible promissory notes as well as the amortization of debt discounts from the bifurcation of an embedded derivative related to the notes. These notes were converted into shares of our common stock upon the completion of our IPO in October 2016. The cash component of interest expense is attributable to our borrowings under our loan agreements.

### *Other Income, Net*

Other income, net consists primarily of the change in fair value of our convertible preferred stock warrant liability. Prior to the completion of our IPO, our convertible preferred stock warrants were exercisable into shares that were contingently redeemable. As such, these warrants were classified as a liability on our balance sheets at their estimated fair value and were marked to market at each reporting period. We continued to record adjustments to the estimated fair values of the convertible preferred stock warrants until they converted into common stock warrants upon the closing of the IPO.

### *Loss on extinguishment of debt*

In the second quarter of 2017, we repaid the outstanding balance of our revolving loan and term loan at which time the unamortized balance of the debt discount and a prepayment penalty for the term loan were recognized as a loss on extinguishment of debt.

## Results of Operations

The following table sets forth our results of operations for the periods indicated:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Product sales	\$ 33,677	\$ 26,611	\$ 25,875
Licensing and royalty revenue	2,259	483	671
Total revenue	35,936	27,094	26,546
Cost of sales	14,451	12,395	12,568
Gross profit	21,485	14,699	13,978
Operating expenses:			
Research and development	25,437	19,233	21,126
General and administrative	11,516	7,281	6,565
Sales and marketing	4,740	3,706	3,823
Total operating expenses	41,693	30,220	31,514
Loss from operations	(20,208)	(15,521)	(17,536)
Interest expense	(764)	(2,347)	(653)
Other income, net	118	1,160	6
Loss on extinguishment of debt	(246)	—	—
Net loss	<u>\$ (21,100)</u>	<u>\$ (16,708)</u>	<u>\$ (18,183)</u>

The following table set forth the statements of operations data for each of the periods presented as a percentage of revenue:

	Year Ended December 31,		
	2017	2016	2015
Total revenue	100 %	100 %	100 %
Cost of sales	40	46	47
Gross profit	60	54	53
Operating expenses:			
Research and development	71	71	80
General and administrative	32	27	25
Sales and marketing	13	14	14
Total operating expenses	116	112	119
Loss from operations	(56)	(58)	(66)
Interest expense	(2)	(9)	(2)
Other income, net	—	4	—
Loss on extinguishment of debt	(1)	—	—
Net loss	<u>(59)%</u>	<u>(63)%</u>	<u>(68)%</u>

### Comparison of the Years Ended December 31, 2017 and 2016

#### Revenue

	Year Ended December 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Product sales	\$ 33,677	\$ 26,611	\$ 7,066	26.6 %
Licensing and royalty revenue	2,259	483	1,776	367.7 %
Total revenue	<u>\$ 35,936</u>	<u>\$ 27,094</u>	<u>\$ 8,842</u>	<u>32.6 %</u>

Total revenue increased by \$8.8 million, or 32.6%, from \$27.1 million during the year ended December 31, 2016, to \$35.9 million during the year ended December 31, 2017. Product sales increased by \$7.1 million or 26.6% from \$26.6 million, to \$33.7 million. The increase in product sales was primarily due to increased sales volume in our Toggle MRAM products resulting in \$5.7 million in additional sales and \$1.4 million increase in sales of legacy products, of which \$0.9 million was related to embedded products and \$0.5 million related to sensor products.

Licensing and royalty revenue is a highly variable revenue item characterized by a small number of transactions annually with revenues based on size and terms of each transaction. Licensing and royalty revenue increased by \$1.8 million primarily due to \$1.6 million in milestone fees earned for the achievement of specified events during 2017 under the joint development agreement with GLOBALFOUNDRIES.

#### *Cost of Sales and Gross Margin*

	<u>Year Ended December 31,</u>		<u>Change</u>	
	<u>2017</u>	<u>2016</u>	<u>Amount</u>	<u>%</u>
	(Dollars in thousands)			
Cost of sales	\$ 14,451	\$ 12,395	\$ 2,056	16.6 %
Gross margin	59.8 %	54.3 %	*	*

\* Not meaningful.

Cost of sales increased by \$2.1 million, or 16.6%, from \$12.4 million during the year ended December 31, 2016, to \$14.5 million during the year ended December 31, 2017. The increase was primarily due to the increased sales volume on our Toggle MRAM and legacy products.

Gross margin increased from 54.3% during the year ended December 31, 2016, to 59.8% during the year ended December 31, 2017. The increase was primarily due to increased sales and product mix on our Toggle MRAM products.

#### *Operating Expenses*

	<u>Year Ended December 31,</u>		<u>Change</u>	
	<u>2017</u>	<u>2016</u>	<u>Amount</u>	<u>%</u>
	(Dollars in thousands)			
Research and development	\$ 25,437	\$ 19,233	\$ 6,204	32.3 %
General and administrative	11,516	7,281	4,235	58.2 %
Sales and marketing	4,740	3,706	1,034	27.9 %
Total operating expenses	\$ 41,693	\$ 30,220	\$ 11,473	38.0 %

*Research and Development.* Research and development expenses increased by \$6.2 million, or 32.3%, from \$19.2 million during the year ended December 31, 2016, to \$25.4 million during the year ended December 31, 2017. The increase was due to a \$2.8 million increase in equipment maintenance and supplies expenses related to the move to our new office and laboratory space in March 2017 and more equipment purchases in the year ended December 31, 2017 compared to the same period in 2016, a \$2.3 million increase in expenses incurred related to our joint development agreement with GLOBALFOUNDRIES due to the use of more technologically advanced materials, a \$0.9 million increase in employee and contract labor costs due to an increase in headcount, bonuses and stock-based compensation expense, and a \$0.5 million increase in the amount attributable to the vesting of shares of common stock issued to GLOBALFOUNDRIES due to revaluing shares.

*General and Administrative.* General and administrative expenses increased by \$4.2 million, or 58.2%, from \$7.3 million during the year ended December 31, 2016, to \$11.5 million during the year ended December 31, 2017. The increase was due to a \$2.2 million increase in professional services incurred due to becoming a publicly traded company, such as accounting services, legal and investor relations, and a \$2.0 million increase in employee and contract labor costs, of which \$0.6 million was due to our change in Chief Executive Officer and \$1.3 million was due to increases in headcount and stock-based compensation expense.

*Sales and Marketing.* Sales and marketing expenses increased by \$1.0 million, or 27.9%, from \$3.7 million during the year ended December 31, 2016, to \$4.7 million during the year ended December 31, 2017. The increase was primarily due to a \$1.0 million increase in employee and contract labor costs as a result of higher headcount and an increase in salaries, bonuses and stock-based compensation expense.

### Interest Expense

	Year Ended December 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Interest expense	\$ 764	\$ 2,347	\$ (1,583)	(67.4)%

Interest expense decreased by \$1.6 million, or 67.4%, from \$2.3 million during the year ended December 31, 2016, to \$0.8 million during the year ended December 31, 2017. The decrease was primarily related to a \$0.9 million decrease in interest expense on our 2016 convertible promissory notes which were converted to equity in October 2016, and a \$0.7 million decrease due to lower interest expense on our 2017 Credit Facility with Silicon Valley Bank, compared to our prior facility with Ares Venture Finance.

### Other Income, Net

	Year Ended December 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Other income, net	\$ 118	\$ 1,160	\$ (1,042)	(89.8)%

Other income, net decreased by \$1.0 million, or 89.8%, from \$1.2 million during the year ended December 31, 2016, to \$0.1 million during the year ended December 31, 2017. The decrease was primarily related to a \$1.2 million gain on the fair value remeasurement of our warrant liabilities in 2016 which were reclassified to equity upon the IPO in October 2016, offset in part by an increase of \$0.1 million in interest income in 2017.

### Loss on extinguishment of debt

	Year Ended December 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Loss on debt extinguishment	\$ 246	\$ —	\$ 246	*

\* Not meaningful.

Loss on extinguishment of debt was \$0.2 million during the year ended December 31, 2017, due to the payoff of our prior facility with Ares Venture Finance in May 2017. There was no such loss during the year ended December 31, 2016.

### Comparison of the Years Ended December 31, 2016 and 2015

#### Revenue

	Year Ended December 31,		Change	
	2016	2015	Amount	%
	(Dollars in thousands)			
Product sales	\$ 26,611	\$ 25,875	\$ 736	2.8 %
Licensing and royalty revenue	483	671	(188)	(28.0)%
Total revenue	<u>\$ 27,094</u>	<u>\$ 26,546</u>	<u>\$ 548</u>	<u>2.1 %</u>

Total revenue increased by \$0.6 million, or 2.1%, from \$26.5 million during the year ended December 31, 2015, to \$27.1 million during the year ended December 31, 2016. Product sales increased by \$0.7 million or 2.8% from \$25.9 million, to \$26.6 million. The increase in product sales was primarily due to increased sales volume in our Toggle MRAM products resulting in \$1.4 million in additional sales, partially offset by a decrease of \$0.7 million in legacy product sales.

Licensing and royalty revenue is a highly variable revenue item characterized by a small number of transactions annually with revenues based on size and terms of each transaction. Licensing and royalty revenue decreased by \$0.2 million due to the change in the type of licensing activity. In 2015 we received primarily one time, lump sum payments for the transfer of IP while 2016 licensing royalty revenue has been from subscription type licensing and royalty payments.

#### *Cost of Sales and Gross Margin*

	<u>Year Ended December 31,</u>		<u>Change</u>	
	<u>2016</u>	<u>2015</u>	<u>Amount</u>	<u>%</u>
	(Dollars in thousands)			
Cost of sales	\$ 12,395	\$ 12,568	\$ (173)	(1.4)%
Gross margin	54.3 %	52.7 %	*	*

\* Not meaningful.

Cost of sales decreased by \$0.2 million, or 1.4%, from \$12.6 million during the year ended December 31, 2015, to \$12.4 million during the year ended December 31, 2016. The decrease was primarily due to the decreased volume in our legacy products and favorable pricing on Toggle MRAM raw materials.

Gross margin increased from 52.7% during the year ended December 31, 2015, to 54.3% during the year ended December 31, 2016. The increase was primarily due to increased sales volume related to our Toggle MRAM products and the benefit of favorable pricing on raw materials.

#### *Operating Expenses*

	<u>Year Ended December 31,</u>		<u>Change</u>	
	<u>2016</u>	<u>2015</u>	<u>Amount</u>	<u>%</u>
	(Dollars in thousands)			
Research and development	\$ 19,233	\$ 21,126	\$ (1,893)	(9.0)%
General and administrative	7,281	6,565	716	10.9 %
Sales and marketing	3,706	3,823	(117)	(3.1)%
Total operating expenses	<u>\$ 30,220</u>	<u>\$ 31,514</u>	<u>\$ (1,294)</u>	(4.1)%

*Research and Development.* Research and development expenses decreased by \$1.9 million, or 9.0%, from \$21.1 million for the year ended December 31, 2015, to \$19.2 million during the year ended December 31, 2016. The decrease was primarily due to a \$1.9 million decrease in direct materials for technology development, a decrease of \$0.8 million in the amount attributable to the vesting of shares of common stock issued to GLOBALFOUNDRIES, \$0.7 million in lower expenses incurred in our joint development agreement with GLOBALFOUNDRIES and a \$0.6 million decrease in equipment maintenance. These decreases were partially offset by an increase of \$1.9 million in personnel-related expenses and contract labor due to an increase in headcount and redeployment of personnel from general and administrative operations

*General and Administrative.* General and administrative expenses increased \$0.7 million, or 10.9%, from \$6.6 million during the year ended December 31, 2015, to \$7.3 million during the year ended December 31, 2016. The increase was primarily attributable to an increase of \$0.9 million in professional services incurred due to becoming a publicly traded company such as accounting services, insurance, legal and investor relations, partially offset by a net decrease of \$0.4 million in personnel-related and contract labor due to the redeployment of existing general and administrative operations personnel to research and development.

*Sales and Marketing.* Sales and marketing expenses decreased \$0.1 million, or 3.1%, from \$3.8 million for the year ended December 31, 2015, to \$3.7 million during the year ended December 31, 2016. The decrease was primarily attributable to a decrease in personnel-related expenses as a result of lower headcount.

### Interest Expense

	Year Ended December 31,		Change	
	2016	2015	Amount	%
Interest expense	\$ 2,347	\$ 653	\$ 1,694	259.4 %

Interest expense increased \$1.7 million from \$0.7 million for the year ended December 31, 2015, to \$2.3 million during the year ended December 31, 2016. The increase was primarily due to the increase in our outstanding debt balance during 2016 and amortization of debt discounts.

### Other Income, Net

	Year Ended December 31,		Change	
	2016	2015	Amount	%
Other income, net	\$ 1,160	\$ 6	\$ 1,154	*

\* Not meaningful.

Other income, net increased by \$1.2 million, from \$6,000 during the year ended December 31, 2015 to \$1.2 million during the year ended December 31, 2016. The increase was primarily due to the gain related to fair value measurement of our warrant liabilities at each balance sheet date and the fair value remeasurement of our derivative liability, which was initially recognized in the first quarter of 2016.

### Liquidity and Capital Resources

We have generated significant losses since our inception and had an accumulated deficit of \$117.5 million as of December 31, 2017. We have financed our operations primarily through the sale of our common stock in our initial public offering, (IPO), sales of our redeemable convertible preferred stock, debt financing and the sale of our products. As of December 31, 2017, we had \$13.0 million of cash and cash equivalents, compared to \$29.7 million as of December 31, 2016.

In November 2017, we filed a Registration Statement (File No. 333-221331) registering the offer and sale of up to \$100.0 million of our securities, and in February 2018 we completed a follow-on underwritten public offering of our common stock under the Registration Statement, completing the sale of 3,722,447 shares at an offering price of \$7.00 per share for proceeds of \$24.8 million, net of underwriting discounts and commissions, but before offering costs.

In May 2017, we executed a Loan and Security Agreement with Silicon Valley Bank for a \$12.0 million term loan. The term of the loan is three years, which would be extended by one year if we achieve a revenue target of \$4.0 million for our Spin-transfer torque product. The loan bears interest at a floating rate equal to the prime rate minus 0.75% and is payable monthly. The outstanding balance of the loan is to be repaid monthly beginning on May 1, 2018 over the remaining term of the loan. The loan is secured by a first priority perfected security interest in our assets excluding any intellectual property.

In June 2015, we entered into a loan and security agreement with Ares Venture Finance for a term loan of \$8.0 million and a \$4.0 million revolving loan for working capital purposes and to repay our existing debt to another lender. In April 2017, the loan was terminated and we repaid the outstanding balance of \$1.1 million on the revolving loan. In May 2017, we repaid the outstanding principal balance of \$6.2 million on the term loan.

We believe that our existing cash and cash equivalents as of December 31, 2017, coupled with anticipated growth and sales levels, and net proceeds from the follow-on underwritten public offering in February 2018, will be sufficient to meet our anticipated cash requirements through for at least the next 12 months from March 15, 2018. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of our spending to support research and development activities, the timing and cost of establishing additional sales and marketing capabilities, and the introduction of new products. If we need to raise additional capital to fund our operations, we may be required to seek additional equity or debt financing, and such additional financing may not be available to us on acceptable terms or at all. If we are unable to raise additional capital or generate sufficient cash from operations to adequately fund our

operations, we will need to curtail planned activities to reduce costs and extend the time period over which our current resources will be able to fund operations. Doing so will likely harm our ability to execute on our business plan.

The following table summarizes our cash flows for the periods indicated:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Cash used in operating activities	\$ (18,888)	\$ (18,539)	\$ (10,670)
Cash used in investing activities	(3,070)	(1,040)	(1,295)
Cash provided by financing activities	5,181	46,999	4,648

### ***Cash Used in Operating Activities***

During the year ended December 31, 2017, cash used in operating activities was \$18.9 million, which consisted of a net loss of \$21.1 million, adjusted by non-cash charges of \$5.2 million and a change of \$3.0 million in our net operating assets and liabilities. The non-cash charges consisted of stock-based compensation of \$2.0 million, compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES under our joint development agreement of \$1.5 million, depreciation and amortization of \$1.2 million, non-cash interest expense of \$0.3 million and loss on debt extinguishment of \$0.2 million. The change in our net operating assets and liabilities was primarily due to an increase in inventory of \$3.9 million to meet demands of future sales and growing backlog, an increase of \$0.4 million in accounts receivable and amounts due from related parties due to the timing of cash receipts for outstanding balances and a \$0.1 million decrease in deferred income on shipments to distributors. These were partially offset by an increase in prepaid expenses and other current assets, accounts payable, accrued liabilities, and amounts due to related parties of \$1.4 million due to the timing of payments.

During the year ended December 31, 2016, cash used in operating activities was \$18.5 million, which consisted of a net loss of \$16.7 million, adjusted by non-cash charges of \$3.0 million and a change of \$4.8 million in our net operating assets and liabilities. The non-cash charges primarily consisted of non-cash interest expense of \$1.2 million, stock-based compensation of \$1.1 million, compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES under our joint development agreement of \$1.0 million, and depreciation and amortization of \$0.8 million partially offset by a change from the remeasurement to fair value of our warrant and derivative liabilities of \$1.2 million. The change in our net operating assets and liabilities was primarily due to payments of \$2.5 million associated with the joint development agreement, an increase in inventory of \$0.9 million to meet demands of future sales and growing backlog, an increase of \$1.3 million in accounts receivable due to the timing of cash receipts for outstanding balances, and an increase in prepaid and other current assets of \$0.9 million for advances made for the purchase of wafers. These were partially offset by an increase in accounts payable of \$0.4 million due to the timing of payments.

During the year ended December 31, 2015, cash used in operating activities was \$10.7 million, which consisted of a net loss of \$18.2 million, adjusted by non-cash charges of \$3.7 million and a change of \$3.8 million in our net operating assets and liabilities. The non-cash charges primarily consisted of compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES under our joint development agreement of \$1.8 million, depreciation and amortization of \$1.3 million, stock-based compensation of \$0.4 million, and non-cash interest expense of \$0.2 million. The change in our net operating assets and liabilities was primarily due to \$3.3 million in accrued expenses associated with the joint development agreement.

### ***Cash Used in Investing Activities***

Cash used in investing activities during the years ended December 31, 2017, 2016, and 2015 was \$3.1 million, \$1.0 million, and \$1.3 million, respectively, which consisted of capital expenditures primarily for the purchase of manufacturing equipment, and purchased software.

### ***Cash Provided by Financing Activities***

During the year ended December 31, 2017, cash provided by financing activities was \$5.2 million consisting of \$12.0 million from borrowings under our 2017 long-term debt facility, and \$1.6 million in proceeds from the exercise of



stock options and purchase of shares under the employee stock purchase plan, partially offset by \$8.4 million in payments on our 2015 long-term debt facility and capital lease obligations.

During the year ended December 31, 2016, cash provided by financing activities was \$47.0 million consisting of \$38.5 million of net proceeds from our IPO and concurrent private placement, and \$10.0 million from borrowings under our long-term debt facility, partially offset by \$1.5 million in payments on long-term debt and capital lease obligations.

During the year ended December 31, 2015, cash provided by financing activities was \$4.6 million consisting primarily of proceeds of \$8.0 million from borrowings under our long-term debt facility partially offset by \$3.2 million in payments on long-term debt and capital lease obligations.

### Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements and do not have any holdings in variable interest entities.

### Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2017 (in thousands):

	Payments Due by Period				Total
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years	
	(In thousands)				
Long-term debt, current and non-current, including interest <sup>(1)</sup>	\$ 4,412	\$ 8,935	\$ —	\$ —	\$ 13,347
Capital lease obligation	11	20	—	—	31
Operating leases	1,536	2,478	812	—	4,826
	<u>\$ 5,959</u>	<u>\$ 11,433</u>	<u>\$ 812</u>	<u>\$ —</u>	<u>\$ 18,204</u>

(1) The interest charges have been calculated using a rate of 3.75%, which was the rate in effect as of December 31, 2017. The debt bears interest at a variable rate and interest charges in future periods may be higher.

### Prior Facilities

In June 2015, we entered into a loan and security agreement with Ares Venture Finance for a term loan of \$8.0 million and a \$4.0 million revolving loan for working capital purposes and to repay our existing debt to another lender. In April 2017, the loan was terminated and we repaid the outstanding balance of \$1.1 million on the revolving loan. In May 2017, we repaid the outstanding principal balance of \$6.2 million on the term loan.

### 2017 Credit Facility

In May 2017, we entered into a Loan and Security Agreement with Silicon Valley Bank for a term loan of \$12.0 million. The term loan bears for interest at a floating rate equal to the prime rate minus 0.75%. The term loan provides for a period of interest-only payments through April 30, 2018, followed by fixed principal and interest payments based on either a 24-month amortization schedule or a 36-month amortization schedule if we meet certain sales milestones, and an additional payment of 6% of the Loan Amount when the loan is prepaid or repaid, whether at maturity or as a result of a prepayment or acceleration or otherwise. As of December 31, 2017, we determined we would not meet the sales milestones and as such the term loan will be based on a 24-month amortization schedule. Borrowings under the 2017 Credit Facility mature in May 2020.

Security for the 2017 Credit Facility includes all of our assets except for Intellectual Property. The 2017 Credit Facility contains customary covenants restricting our activities, including limitations on our ability to sell assets, engage in mergers and acquisitions, enter into transactions involving related parties, incur indebtedness or grant liens or negative pledges on our assets, make loans or make other investments. Under these covenants, we are prohibited from paying cash dividends with respect to our capital stock. The 2017 Credit Facility also contains a material adverse effect clause which provides that an event of default will occur if, among other triggers, an event occurs that could reasonably be

expected to result in a material adverse effect on our business, operations or condition, or on our ability to perform our obligations under the term loan. We were in compliance with all covenants at December 31, 2017.

## **Critical Accounting Policies and Estimates**

Our financial statements and related notes have been prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. The preparation of these financial statements requires our management to make judgments and estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenue generated and expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these judgments and estimates under different assumptions or conditions and any such differences may be material. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates.

### ***Revenue Recognition—Distributors***

We sell the majority of our products to our distributors at a uniform list price. Price protection rights grant distributors the right to a credit in the event of declines in the price of our products. Distributors are provided with price concessions subsequent to delivery of product to them depending on their end customer and sales price. These concessions are based on a variety of factors, including customer, product, quantity, geography and competitive differentiation. We defer revenue on shipments to distributors as the price is not fixed or determinable until delivery has been made by the distributor to its customer and the final sales price has been established. At the time of shipment to distributors, we record a trade receivable for the selling price as there is a legally enforceable obligation of the distributor to pay for the product delivered, we relieve inventory for the carrying value of goods shipped, and the net of these amounts, the gross profit, we record as deferred income on shipments to distributors on the balance sheet. The amount of gross profit that will be ultimately recognized in our statements of operations on such sales could be lower than the deferred income recorded on our balance sheet as a result of (a) credits granted to distributors on specifically identified products and customers to allow the distributors to earn a competitive gross profit on the sale of our products to the end customer and (b) price protection concessions related to market pricing conditions. We are unable to estimate the credits to the distributors due to the wide variability of negotiated price concessions granted to them. Therefore, we record the price concessions against deferred income at the time the distributor sells the product to its customers. The recognition of revenue from deferred income on shipments to distributors is ultimately contingent upon delivery of product to the distributor's customer, at which point the price is fixed or determinable.

At December 31, 2017, we had \$2.6 million of deferred revenue and \$0.9 million of deferred cost of sales, resulting in the recognition of \$1.7 million of deferred income on shipments to distributors. At December 31, 2016, we had \$2.9 million of deferred revenue and \$1.1 million of deferred cost of sales, resulting in the recognition of \$1.8 million of deferred income on shipments to distributors.

Products returned by distributors and subsequently scrapped have historically been immaterial to our results of operations. We routinely evaluate the risk of impairment of the deferred cost of sales component of deferred income on shipments to distributors. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than our cost, we believe the deferred costs are recorded at their approximate carrying values.

### ***Inventory***

We record inventories at the lower of cost, determined on a first-in, first-out basis or specific identification method, or market. We routinely evaluate quantities and values of inventory on hand and inventory that may be returned from distributors in light of current market conditions and market trends, and record provisions for inventories in excess of demand and subject to obsolescence. This evaluation may take into consideration expected demand, the effect new products may have on the sale of existing products, technological obsolescence and other factors. We record inventory write-downs for the valuation of inventory when required based on the analysis of the information immediately above and inventory balances are not readjusted until sold. Unanticipated changes in technology or customer demand could

result in a decrease in demand for our products, which may require additional inventory write-downs that could materially affect our results of operations.

### ***Stock-based Compensation***

We recognize compensation costs related to stock options granted to employees and directors based on the estimated fair value of the awards on the date of grant. We have made an accounting policy election to account for forfeitures as they occur, rather than estimate expected forfeitures. We estimate the grant date fair value and the resulting stock-based compensation expense using the Black-Scholes option-pricing model. We expense the grant date fair value of stock-based awards on a straight-line basis over the period during which the employee is required to provide service in exchange for the award (generally the vesting period).

We estimate the fair value of our stock-based awards using the Black-Scholes option-pricing model, which requires the input of highly subjective assumptions. Our assumptions are as follows:

*Expected Term.* The expected term represents the period we expect the stock-based awards to be outstanding. We use the simplified method to determine the expected term, which is calculated as the average of the time to vesting and the contractual life of the options.

*Expected Volatility.* Since we do not have a long trading history for our common stock, we derive the expected volatility from the average historical volatilities of publicly traded companies within our industry that we consider to be comparable to our business over a period approximately equal to the expected term for employees' options and the remaining contractual life for non-employees' options. We will continue to apply this process until a sufficient amount of historical information regarding the volatility of our own stock price becomes available.

*Risk-free Interest Rate.* We base the risk-free interest rate on the U.S. Treasury yield with a maturity equal to the expected term of the option in effect at the time of grant.

*Dividend Yield.* We assume the expected dividend to be zero as we have never paid dividends and have no current plans to pay any dividends on our common stock.

In addition to the assumptions used in the Black-Scholes option-pricing model. We will continue to use judgment in evaluating the expected volatility and expected terms utilized for our stock-based compensation calculations on a prospective basis.

We recorded stock-based compensation expense of \$2.0 million, \$1.1 million, and \$0.4 million, for the years ended December 31, 2017, 2016, and 2015, respectively.

Historically, for all periods prior to the IPO, the fair value of the shares of common stock underlying our stock-based awards was estimated on each grant date by our board of directors. In order to determine the fair value of our common stock underlying option grants, our board of directors considered, among other things, contemporaneous valuations of our common stock prepared by an unrelated third-party valuation firm in accordance with the guidance provided by the American Institute of Certified Public Accountants Practice Guide, *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*. Given the absence of a public trading market for our common stock, our board of directors exercised reasonable judgment and considered a number of objective and subjective factors to determine the best estimate of the fair value of our common stock, including: the rights, preferences and privileges of our preferred stock relative to those of our common stock; our operating results and financial condition; our levels of available capital resources; equity market conditions affecting comparable public companies; general U.S. market conditions; and the lack of marketability of our common stock.

After the completion of the IPO, our board of directors determined the fair value of each share of underlying common stock based on the closing price of our common stock as reported on the date of grant.

### **JOBS Act Accounting Election**

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act, or the JOBS Act, and therefore we may take advantage of certain exemptions from various public company reporting requirements, including not being required to have our internal control over financial reporting audited by our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, reduced

disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and any golden parachute payments. We may take advantage of these exemptions until we are no longer an “emerging growth company.” We may remain an “emerging growth company” for up to five years. We will cease to be an “emerging growth company” upon the earliest of: (1) December 31, 2021, (2) the last day of the first fiscal year in which our annual gross revenues are \$1.07 billion or more, (3) the date on which we have, during the previous rolling three-year period, issued more than \$1.0 billion in non-convertible debt securities, and (4) the date on which we are deemed to be a “large accelerated filer” as defined in the Securities Exchange Act of 1934, as amended, or the Exchange Act.

### **Recently Issued Pronouncements**

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. Areas of revenue recognition that will be affected include, but are not limited to, transfer of control, variable consideration, allocation of transfer pricing, licenses, time value of money, contract costs and disclosures. The new standard permits adoption either by using (i) a full retrospective approach for all periods presented in the period of adoption or (ii) a modified retrospective approach with the cumulative effect of initially applying the new standard recognized at the date of initial application and providing certain additional disclosures. The new standard is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted for annual reporting periods beginning after December 15, 2016. As described in our significant accounting policies, we currently defer the revenue and cost of sales on shipments to distributors until the distributor sells the product to their end customer.

We plan to adopt ASU 2014-09 and its amendments on January 1, 2018 under the modified retrospective approach, applying the amendments to prospective reporting periods.

Upon adoption, we expect a material impact to the opening balance sheet as of January 1, 2018, related to the cumulative effect of adopting the standard, primarily as a result of the items discussed below. We will continue to assess and complete the review of all potential impacts of the standard including the tax related impact. The most significantly impacted areas are the following:

- **Distributor sales:** Under ASU 2014-09, we will recognize revenue from sales to distributors upon delivery of the product to the distributor, rather than upon delivery of the product to the end customer. At December 31, 2017, the deferred income on shipments to distributors under Topic 605 related to shipments to distributors that had not sold through to end-users is \$1.7 million. Concessions and price protection credits offered to distributors, which are earned when sales to end customers are completed, will be estimated at the point of revenue recognition and impact is estimated to be between \$0.2 million and \$0.4 million as of December 31, 2017 and will be a direct offset to the deferred income mentioned above. Since we will recognize revenue when control of the products transfer to the distributor under ASU 2014-09, the majority of this amount will be eliminated as a cumulative effect adjustment of implementing ASU 2014-09 as of January 1, 2018, net of our estimate of such concessions and price protection.
- **Product delivered over time:** Under ASU 2014-09, Topic 605 permitted straight-line recognition of revenue for performance obligations that are delivered over time. The new standard requires an entity to recognize revenue based on the pattern of transfer of the services. We are expecting a minimal impact upon adoption.

We do not expect the changes described above to have a material impact on our quarterly and/or annual statement of operations, however the exact impact of ASU 2014-09 will be dependent on facts and circumstances that could vary from quarter to quarter.

In May 2017, the FASB issued ASU No. 2017-09, Compensation-Stock Compensation (Topic 718) Scope of Modification Accounting, which is intended to amend the scope of modification accounting for share-based payment arrangements. The amendments in the update provide guidance on types of changes to the terms or conditions of share-based payment awards that would require us to apply modification accounting under ASC 718, Compensation-Stock Compensation. This ASU is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted. We plan on adopting this standard on January 1, 2018 and the impact of its adoption on our financial statements is not expected to be material.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which establishes a comprehensive new lease accounting model. The new standard: (a) clarifies the definition of a lease; (b) requires a dual approach to lease classification similar to current lease classifications; and (c) causes lessees to recognize leases on the balance sheet as a lease liability with a corresponding right-of-use asset for leases with a lease-term of more than twelve months. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018. We are currently evaluating the impact that the adoption of ASU 2016-02 will have on our financial statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), which is intended to provide financial statement users with more useful information about expected credit losses on financial assets held by a reporting entity at each reporting date. The new standard replaces the existing incurred loss impairment methodology with a methodology that requires consideration of a broader range of reasonable and supportable forward-looking information to estimate all expected credit losses. The amended guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2019, and early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-13 will have on our financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 identifies how certain cash receipts and cash payments are presented and classified in the Statement of Cash Flows. The standard is effective for fiscal years and interim periods beginning after December 15, 2017. The standard should be applied retrospectively and early adoption is permitted, including adoption in an interim period. We plan on adopting this standard on January 1, 2018, and the impact of its adoption on our financial statements is not expected to be material.

### **Recently Adopted Pronouncements**

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory, which requires an entity to measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. We adopted this standard as of January 1, 2017, and the impact of its adoption on our financial statements was not material.

In November 2015, FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes, which is intended to simplify and improve how deferred taxes are classified on the balance sheet. The guidance in this ASU eliminates the current requirement to present deferred tax assets and liabilities as current and noncurrent in a classified balance sheet and now requires entities to classify all deferred tax assets and liabilities as noncurrent. The guidance is effective for annual periods beginning after December 15, 2016, and for interim periods within those annual periods. Early adoption is permitted. We adopted this standard as of January 1, 2017, and the impact of its adoption on our financial statements was not material.

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting, which is intended to simplify several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, the determination of forfeiture rates, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016, and early adoption is permitted. We adopted this standard as of January 1, 2017, and the impact of its adoption on our financial statements was not material.

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

We are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes and foreign currency fluctuations. Information relating to quantitative and qualitative disclosures about these markets risks is described below.

#### *Interest Rate Risk*

We are primarily exposed to interest rate risk from variable rate borrowings under our 2017 Credit Facility, and to a lesser extent, from our cash position. We do not enter into investments for trading or speculative purposes and have not

used any derivative financial instruments to manage our interest rate risk exposure. We have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. A hypothetical 10% increase in our borrowing rates would not have a material impact on interest expense on our principal balances as of December 31, 2017 and 2016.

#### *Foreign Currency Risk*

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Substantially all of our revenue is denominated in United States dollars. Our expenses are generally denominated in United States dollars; however, we do incur expenses in the currencies of our subcontracted manufacturing suppliers, which are located in Europe and in Asia. Our results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. The effect of a hypothetical 10% change in foreign currency exchanges rates applicable to our business would not have a material impact on our historical financial statements.

We have not hedged exposures denominated in foreign currencies or used any other derivative financial instruments. Although we transact the substantial majority of our business in U.S. dollars, future fluctuations in the value of the U.S. dollar may affect the competitiveness of our products and thus may impact our results of operations and cash flows.

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

**EVERSPIN TECHNOLOGIES, INC.**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Everspin Technologies, Inc.

### Opinion on the Financial Statements

We have audited the accompanying balance sheets of Everspin Technologies, Inc. (the Company) as of December 31, 2017 and 2016, and the related statements of operations and comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

### Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

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

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2008.

Phoenix, Arizona  
March 15, 2018



**EVERSPIN TECHNOLOGIES, INC.**  
**Balance Sheets**  
(In thousands, except share and per share amounts)

	December 31,	
	2017	2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 12,950	\$ 29,727
Accounts receivable, net	3,429	3,170
Amounts due from related parties	612	486
Inventory	9,837	5,069
Prepaid expenses and other current assets	590	1,050
Total current assets	27,418	39,502
Property and equipment, net	3,946	1,920
Other assets	73	50
Total assets	<u>\$ 31,437</u>	<u>\$ 41,472</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 2,720	\$ 1,502
Accrued liabilities	2,254	1,811
Amounts due to related parties	1,694	1,359
Deferred income on shipments to distributors	1,720	1,827
Current portion of long-term debt	3,987	3,884
Total current liabilities	12,375	10,383
Long-term debt, net of current portion	8,178	4,218
Total liabilities	20,553	14,601
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.0001 par value per share; 5,000,000 shares authorized as of December 31, 2017 and 2016; no shares issued and outstanding as of December 31, 2017 and 2016	—	—
Common stock, \$0.0001 par value per share; 100,000,000 shares authorized as of December 31, 2017 and 2016; 12,817,201 and 12,498,128 shares issued and outstanding as of December 31, 2017 and 2016	1	1
Additional paid-in capital	128,422	123,309
Accumulated deficit	(117,539)	(96,439)
Total stockholders' equity	10,884	26,871
Total liabilities and stockholders' equity	<u>\$ 31,437</u>	<u>\$ 41,472</u>

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

**EVERSPIN TECHNOLOGIES, INC.**  
**Statements of Operations and Comprehensive Loss**  
(In thousands, except share and per share amounts)

	Year Ended December 31,		
	2017	2016	2015
Product sales	\$ 31,361	\$ 24,233	\$ 22,403
Product sales - related party	2,316	2,378	3,472
Licensing and royalty revenue	634	483	671
Licensing and royalty revenue - related party	1,625	—	—
Total revenue	<u>35,936</u>	<u>27,094</u>	<u>26,546</u>
Cost of sales	14,451	12,395	12,568
Gross profit	<u>21,485</u>	<u>14,699</u>	<u>13,978</u>
Operating expenses:			
Research and development	25,437	19,233	21,126
General and administrative	11,516	7,281	6,565
Sales and marketing	4,740	3,706	3,823
Total operating expenses	<u>41,693</u>	<u>30,220</u>	<u>31,514</u>
Loss from operations	(20,208)	(15,521)	(17,536)
Interest expense	(764)	(2,347)	(653)
Other income, net	118	1,160	6
Loss on extinguishment of debt	(246)	—	—
Net loss and comprehensive loss	<u>\$ (21,100)</u>	<u>\$ (16,708)</u>	<u>\$ (18,183)</u>
Net loss per common share, basic and diluted	<u>\$ (1.69)</u>	<u>\$ (3.53)</u>	<u>\$ (7.12)</u>
Weighted-average shares used to compute net loss per common share, basic and diluted	<u>12,484,984</u>	<u>4,738,496</u>	<u>2,552,205</u>

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

**EVERSPIN TECHNOLOGIES, INC.**  
**Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)**  
(In thousands, except share amounts)

	Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at December 31, 2014	2,486,199	\$ 64,642	3,013,723	\$ —	\$ 7,120	\$ (61,548)	\$ (54,428)
Issuance of common stock upon exercise of stock options	—	—	1,558	—	4	—	4
Compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES	—	—	—	—	1,761	—	1,761
Stock-based compensation expense	—	—	—	—	416	—	416
Net loss	—	—	—	—	—	(18,183)	(18,183)
Balance at December 31, 2015	2,486,199	64,642	3,015,281	—	9,301	(79,731)	(70,430)
Conversion of redeemable convertible preferred stock to common stock	(2,486,199)	(64,642)	2,486,199	—	64,642	—	64,642
Conversion of convertible promissory notes to common stock	—	—	1,361,009	—	8,634	—	8,634
Reclassification of redeemable convertible preferred stock warrant liability to additional paid in capital	—	—	—	—	65	—	65
Issuance of common stock in initial public offering	—	—	5,000,000	1	33,863	—	33,864
Issuance of common stock in private placement	—	—	625,000	—	4,650	—	4,650
Issuance of common stock upon exercise of stock options	—	—	10,639	—	48	—	48
Compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES	—	—	—	—	965	—	965
Stock-based compensation expense	—	—	—	—	1,141	—	1,141
Net loss	—	—	—	—	—	(16,708)	(16,708)
Balance at December 31, 2016	—	—	12,498,128	1	123,309	(96,439)	26,871
Issuance of common stock upon exercise of stock options	—	—	281,483	—	1,337	—	1,337
Issuance of common stock under Employee Stock Purchase Plan	—	—	37,590	—	256	—	256
Compensation expense related to vesting of common stock issued to GLOBALFOUNDRIES	—	—	—	—	1,472	—	1,472
Stock-based compensation expense	—	—	—	—	2,048	—	2,048
Net loss	—	—	—	—	—	(21,100)	(21,100)
Balance at December 31, 2017	—	\$ —	12,817,201	\$ 1	\$ 128,422	\$ (117,539)	\$ 10,884

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

**EVERSPIN TECHNOLOGIES, INC.**  
**Statement of Cash Flows**  
(In thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>Cash flows from operating activities</b>			
Net loss	\$ (21,100)	\$ (16,708)	\$ (18,183)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	1,191	826	1,340
Loss on disposal of property and equipment	—	80	—
Stock-based compensation	2,048	1,141	416
Change in fair value of redeemable convertible preferred stock warrant liability	—	(372)	(15)
Non-cash loss on extinguishment of debt	185	—	—
Change in fair value of derivative liability	—	(798)	—
Non-cash interest expense	297	1,183	232
Compensation expense related to vesting of common stock to GLOBALFOUNDRIES	1,472	965	1,761
Changes in operating assets and liabilities:			
Accounts receivable	(259)	(1,261)	339
Amounts due from related parties	(126)	78	102
Inventory	(3,871)	(893)	(431)
Prepaid expenses and other current assets	460	(860)	(77)
Other assets	(23)	(21)	(10)
Accounts payable	1,114	340	233
Accrued liabilities	(120)	56	428
Amounts due to related parties	(49)	(2,453)	3,328
Deferred income on shipments to distributors	(107)	387	(362)
Deferred revenue	—	(229)	229
Net cash used in operating activities	<u>(18,888)</u>	<u>(18,539)</u>	<u>(10,670)</u>
<b>Cash flows from investing activities</b>			
Purchases of property and equipment	(3,070)	(1,040)	(1,295)
Net cash used in investing activities	<u>(3,070)</u>	<u>(1,040)</u>	<u>(1,295)</u>
<b>Cash flows from financing activities</b>			
Proceeds from convertible promissory notes-related party	—	8,500	—
Proceeds from debt	12,000	1,500	8,000
Payments on debt	(8,356)	(1,325)	(3,000)
Payments of debt issuance costs	(49)	(40)	(130)
Payments on capital lease obligation	(7)	(198)	(226)
Proceeds from exercise of stock options and purchase of shares in employee stock purchase plan	1,593	48	4
Proceeds from issuance of common stock in connection with initial public offering, net of offering costs	—	33,864	—
Proceeds from issuance of common stock in private placement, net of issuance costs	—	4,650	—
Net cash provided by financing activities	<u>5,181</u>	<u>46,999</u>	<u>4,648</u>
Net (decrease) increase in cash and cash equivalents	(16,777)	27,420	(7,317)
Cash and cash equivalents at beginning of period	29,727	2,307	9,624
Cash and cash equivalents at end of period	<u>\$ 12,950</u>	<u>\$ 29,727</u>	<u>\$ 2,307</u>
<b>Supplementary cash flow information:</b>			
Interest paid	<u>\$ 467</u>	<u>\$ 806</u>	<u>\$ 421</u>
Interest paid to related party	<u>\$ —</u>	<u>\$ 359</u>	<u>\$ —</u>
<b>Non-cash investing and financing activities:</b>			
Purchase of property and equipment in accounts payable and amounts due to related parties	<u>\$ 116</u>	<u>\$ —</u>	<u>\$ —</u>
Purchase of inventory in accrued liabilities and amounts due to related parties	<u>\$ 897</u>	<u>\$ —</u>	<u>\$ —</u>
Purchase of property and equipment under capital lease obligations	<u>\$ 31</u>	<u>\$ —</u>	<u>\$ 431</u>
Conversion of convertible promissory notes into common stock	<u>\$ —</u>	<u>\$ 8,634</u>	<u>\$ —</u>
Issuance of warrants with debt	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 307</u>
Conversion of redeemable convertible preferred stock into common stock	<u>\$ —</u>	<u>\$ 64,642</u>	<u>\$ —</u>
Reclassification of warrant liability to additional paid-in capital	<u>\$ —</u>	<u>\$ 65</u>	<u>\$ —</u>

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

**EVERSPIN TECHNOLOGIES, INC.**  
**Notes to Financial Statements**

**1. Organization and Operations**

Everspin Technologies, Inc. (the Company) was incorporated in Delaware on May 16, 2008. The Company's magnetoresistive random access memory (MRAM) solutions offer the persistence of non-volatile memory with the speed and endurance of random access memory (RAM) and enable the protection of mission critical data particularly in the event of power interruption or failure. The Company's MRAM products allow its customers in the industrial, automotive and transportation, and enterprise storage markets to design high performance, power efficient and reliable systems without the need for bulky batteries or capacitors.

***Reverse Stock Split***

In September 2016, the Company effected a 1-for-26 reverse stock split of all outstanding shares of the Company's capital stock, including common stock and redeemable convertible preferred stock. All share, option, convertible promissory notes, warrant, and per share information presented in the financial statements has been adjusted to reflect the stock split on a retroactive basis for all periods presented and all share information is rounded down to the nearest whole share after reflecting the stock split.

***Initial Public Offering and Concurrent Private Placement***

On October 7, 2016, the Company's Registration Statement on Form S-1 (File No. 333-213569) relating to the initial public offering, (IPO), of its common stock was declared effective by the Securities and Exchange Commission (SEC). Pursuant to such Registration Statement, the Company sold 5,000,000 shares at an initial public offering price of \$8.00 per share for net proceeds of \$33.9 million to the Company, net of underwriting discounts and commissions, and offering costs. Concurrent with the IPO, the Company issued 625,000 shares of its common stock in a private placement for net proceeds of \$4.7 million, after deducting the placement agent fee.

In connection with the IPO, the following events occurred:

- An aggregate of 2,486,199 shares of the Company's common stock were issued to the holders of the redeemable convertible preferred stock upon the conversion of all shares of redeemable convertible preferred stock into common stock immediately prior to the closing of the IPO.
- The outstanding balance of the convertible promissory notes payable including accrued interest was converted into 1,361,009 shares of common stock.
- All of the outstanding redeemable convertible preferred stock warrants converted to warrants to purchase shares of common stock upon the closing of the IPO.

***Ability to continue as a going concern***

The Company believes that its existing cash and cash equivalents as of December 31, 2017, coupled with its anticipated growth and sales levels, and proceeds of \$24.8 million to the Company, net of underwriting discounts and commissions, but before offering costs from the follow-on underwritten public offering in February 2018, will be sufficient to meet its anticipated cash requirements for at least the next 12 months from March 15, 2018. The Company's future capital requirements will depend on many factors, including its growth rate, the timing and extent of its spending to support research and development activities, the timing and cost of establishing additional sales and marketing capabilities, and the introduction of new products. The Company may be required at some point in the future to seek additional equity or debt financing, to sustain operations beyond that point, and such additional financing may not be available on acceptable terms or at all. If the Company is unable to raise additional capital or generate sufficient cash from operations to adequately fund its operations, it will need to curtail planned activities to reduce costs. Doing so will likely harm its ability to execute on its business plan.

## **2. Summary of Significant Accounting Policies**

### ***Use of Estimates***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, fair value of assets and liabilities, inventory, product warranty reserves, income taxes, and stock-based compensation. Actual results could differ from those estimates and assumptions.

### ***Segments***

The Company's chief operating decision maker is its Chief Executive Officer. The Company operates its business as one operating segment for purposes of assessing performance and making operating decisions. All of the Company's assets are maintained in the United States. The Company derives its revenue from domestic and international markets, based on the billing address of the customer.

### ***Cash and Cash Equivalents***

The Company considers all highly liquid, short-term investments with maturity dates of three months or less at the date of purchase to be cash equivalents. The Company's cash equivalents consist of money market funds.

### ***Accounts Receivable***

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company generally does not require collateral or other security in support of accounts receivable. Allowances are provided for individual accounts receivable when the Company becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy, deterioration in the customer's operating results or change in financial position. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. The Company also considers a number of factors in evaluating the sufficiency of its allowance for doubtful accounts, including the length of time receivables are past due, significant one-time events, creditworthiness of customers and historical experience. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. At December 31, 2017 and 2016, there was no allowance for doubtful accounts.

The Company also establishes an allowance for product returns. The Company analyzes historical returns, current economic trends and changes in customer demand and acceptance of products when evaluating the adequacy of sales returns. As the returns are processed as credits on future purchases, the allowance is recorded against the balance of trade accounts receivable. The allowance was \$147,000 and \$188,000 at December 31, 2017 and 2016, respectively.

### ***Concentration of Credit Risk***

Financial instruments that potentially expose the Company to a concentration of credit risk consist principally of cash and cash equivalents that are held by a financial institution in the United States and accounts receivable. Amounts on deposit with a financial institution may at times exceed federally insured limits. The Company maintains its cash accounts with high credit quality financial institutions and accordingly, minimal credit risk exists with respect to the financial institutions.

Significant customers are those which represent more than 10% of the Company's total revenue or gross accounts receivable balance at each respective balance sheet date. For the purposes of this disclosure, the Company defines "customer" as the entity that is purchasing the products directly from the Company, which includes the distributors of the Company's products in addition to end customers that the Company sells to directly. For each significant customer,

revenue as a percentage of total revenue and accounts receivable as a percentage of total accounts receivable, net are as follows:

Customers	Revenue			Accounts Receivable	
	Year Ended December 31,			December 31,	
	2017	2016	2015	2017	2016
Customer A	15 %	22 %	26 %	* %	12 %
Customer B	*	*	13	15	13
Customer C	*	*	*	10	10
Customer D	16	12	*	*	18

\* Less than 10%

### Inventory

Inventory is valued at the lower of cost, using the first-in, first-out or specific identification method, or market. The carrying value of inventory is adjusted for excess and obsolete inventory based on inventory age, shipment history and the forecast of demand over a specific future period. At the point of loss recognition, a new lower cost basis for that inventory is established and subsequent changes in facts and circumstances do not result in the restoration or increase in that new cost basis.

### Fair Value of Financial Instruments

The Company discloses and recognizes the fair value of its assets and liabilities using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (Level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

*Level 1*—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

*Level 2*—Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

*Level 3*—Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The carrying value of accounts receivable, accounts payable, and other accruals readily convertible into cash approximate fair value because of the short-term nature of the instruments. The carrying value of the Company's variable interest rate debt, excluding unamortized debt issuance costs, approximates fair value. The Company's financial instruments consist of Level 1 assets. Where quoted prices are available in an active market, securities are classified as Level 1. Level 1 assets consist primarily of highly liquid money market funds that are included in cash equivalents.

The following table sets forth the fair value of the Company's financial assets and liabilities measured at fair value on a recurring basis based on the three-tier fair value hierarchy (in thousands):

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money market funds	\$ 13,369	\$ —	\$ —	\$ 13,369
Total assets measured at fair value	\$ 13,369	\$ —	\$ —	\$ 13,369

	December 31, 2016			Total
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Money market funds	\$ 29,869	\$ —	\$ —	\$ 29,869
Total assets measured at fair value	<u>\$ 29,869</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 29,869</u>

The following table sets forth a summary of the changes in the fair value of the redeemable convertible preferred stock warrant liability, a Level 3 financial liability, which is measured on a recurring basis (in thousands):

	December 31,		
	2017	2016	2015
Beginning balance	\$ —	\$ 437	\$ 145
Issuance of redeemable convertible preferred stock warrants	—	—	307
Change in fair value recorded in other income, net	—	(372)	(15)
Reclassification to additional paid-in capital	—	(65)	—
Ending balance	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 437</u>

The key assumptions used in the Black-Scholes option-pricing model for the valuation of the redeemable convertible preferred stock warrants were:

	Year Ended December 31,		
	2017	2016	2015
Expected volatility	— %	42.4 – 52.0 %	43.6 – 52.9 %
Risk-free interest rate	— %	1.22 – 1.86 %	1.76 – 2.27 %
Expected term (in years)	—	4 – 9	5 – 10
Exercise price	\$ —	\$ 26.00	\$ 26.00
Dividend yield	— %	— %	— %

### ***Property and Equipment***

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation begins at the time the asset is placed in service. Maintenance and repairs are charged to operations as incurred. Depreciation is computed using the straight-line method over the following estimated useful lives of the assets:

	Useful Lives
Computer and network equipment	2 years
Manufacturing equipment	2 – 7 years
Furniture and fixtures	7 years
Software	3 years

Leasehold improvements are amortized over the shorter of the lease term or useful life. Upon sale or retirement of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Amortization expense of assets acquired through capital leases is included in the statements of operations and comprehensive loss.

### ***Impairment of Long-lived Assets***

The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. There have been no impairments of the Company's long-lived assets during any of the periods presented.



## ***Intangible Assets***

Intangible assets consist of the cost of acquired technology for use in research and development activities. Costs associated with patent applications, patent prosecution, patent defense and maintenance of patents are charged to expense as incurred. Intangible assets were fully amortized as of December 31, 2016.

## ***Redeemable Convertible Preferred Stock Warrant Liability***

Warrants for shares that were contingently redeemable were classified as liabilities on the balance sheet at their estimated fair value because the shares underlying the warrants may have obligated the Company to transfer assets to the holders at a future date under certain circumstances such as a deemed liquidation event. The warrants were subject to remeasurement at each balance sheet date and the change in fair value, if any, was recognized as other income, net in the statements of operations. The Company adjusted the liability for changes in fair value until the completion of the IPO in October 2016, at which time all redeemable convertible preferred stock warrants were converted into warrants to purchase common stock and the liability was reclassified to additional paid-in capital and no longer subject to remeasurement.

## ***Revenue Recognition***

The Company recognizes revenue when the following criteria are met: persuasive evidence of an arrangement exists; the price is fixed or determinable; delivery has occurred and title passed; and collectibility is reasonably assured. For sales to original equipment manufacturers (OEMs) and contract manufacturers, this occurs generally upon shipment. Provisions for product returns and allowances are recorded in the same period as related revenues. The Company analyzes historical returns, current economic trends and changes in customer demand and acceptance of product when evaluating the adequacy of sales returns and other allowances, which are netted against accounts receivable, as these are processed as credits against future purchases or balances outstanding.

The Company sells the majority of its products to its distributors at a uniform list price. However, distributors resell the Company's products to end customers at a very broad range of individually negotiated price points. Distributors are provided with price concessions subsequent to delivery of product to them depending on their end customer and sales price. These concessions are based on a variety of factors, including customer, product, quantity, geography and competitive differentiation. Price protection rights grant distributors the right to a credit in the event of declines in the price of the Company's products. Under these circumstances, the Company remits back to the distributor a portion of their original purchase price after the resale transaction is completed in the form of a credit against the distributors' outstanding accounts receivable balance. The credits are on a per unit basis and are not given to the distributor until the distributor provides information regarding the sale to their end customer. Revenue on shipments to distributors is deferred as the price is not fixed or determinable until delivery has been made by the distributor to its customer and the final sales price has been established.

At the time of shipment to distributors, the Company records a trade receivable for the selling price as there is a legally enforceable obligation of the distributor to pay for the product delivered, inventory is reduced by the carrying value of goods shipped, and the net of these amounts, the gross profit, is recorded as deferred income on shipments to distributors on the balance sheet. The amount of gross profit that will be ultimately recognized in the statements of operations on such sales could be lower than the deferred income recorded on the balance sheets as a result of credits granted to distributors from the price protection rights. The Company is unable to estimate the credits to the distributors due to the wide variability of negotiated price concessions granted to them.

Thus, a portion of the "deferred income on shipments to distributors" balance represents the amount of distributors' original purchase price that will be credited back to the distributor in the future. The wide range and variability of negotiated price concessions granted to distributors does not allow the Company to accurately estimate the portion of the balance in the deferred income on shipments to distributor accounts that will be credited back to the distributor. Therefore, the Company does not reduce deferred income on shipments to distributors or accounts receivable by anticipated future price concessions rather, price concessions are recorded against deferred income on shipments to distributors when incurred, which is generally at the time the distributor sells the product.

At December 31, 2017, the Company had \$2.6 million of deferred revenue and \$0.9 million of deferred cost of sales recognized as \$1.7 million of deferred income on shipments to distributors. At December 31, 2016, the Company

had \$2.9 million of deferred revenue and \$1.1 million of deferred cost of sales recognized as \$1.8 million of deferred income on shipments to distributors.

Products returned by distributors and subsequently scrapped have historically been immaterial to the Company's results of operations. The Company routinely evaluates the risk of impairment of the deferred cost of sales component of the deferred income on shipments to distributors account. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than our cost, the Company believes the deferred costs are recorded at their approximate carrying values.

For licenses of technology, recognition of revenue is dependent upon whether the Company delivered rights to the technology, and whether there are future performance obligations. In some instances, the license agreements call for future milestones to be met for amounts to be due from the customer. In such scenarios, revenue is recognized using the milestone method, whereby revenue is recognized upon the completion of substantive milestones once the customers acknowledge the milestones have been met and the collection of the amounts are reasonably assured. Royalties received are recognized when reported to the Company, which generally coincides with the receipt of payment.

### ***Product Warranty***

The Company generally sells products with a limited warranty of product quality and a limited indemnification of customers against intellectual property infringement claims related to the Company's products. The Company accrues for known warranty and indemnification issues if a loss is probable and can be reasonably estimated, and accrues for estimated losses incurred for unidentified issues based on historical experience. A warranty liability was not recorded at December 31, 2017 and 2016, as the estimated future warranty costs were insignificant based on the Company's historical experience.

### ***Research and Development***

Research and development expenses are incurred in support of internal development programs or as part of our joint development agreement with GLOBALFOUNDRIES (see Note 9). Research and development expenses include personnel-related costs (including stock-based compensation), circuit design costs, purchases of materials and laboratory supplies, fabrication and packaging of experimental integrated circuit products, depreciation of research and development related capital equipment and overhead, and are expensed as incurred.

### ***Stock-based Compensation***

Stock-based compensation arrangements include stock option grants and restricted stock unit (RSU) awards under our equity incentive plans, as well as shares issued under our Employee Stock Purchase Plan (ESPP), through which employees may purchase our common stock at a discount to the market price.

The Company measures its stock-based awards made to employees based on the estimated fair value of the awards as of the grant date using the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period using the straight-line method. The Company has made an accounting policy election to account for forfeitures as they occur, rather than estimating expected forfeitures at the time of the grant.

Stock-based compensation expense for options granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, using the Black-Scholes option-pricing model, whichever can be more reliably measured. Compensation expense for options granted to non-employees is periodically remeasured as the underlying options vest.

### ***Income Taxes***

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company must then assess the likelihood that the resulting deferred tax assets will be realized. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be

realized. Due to the Company's lack of earnings history, the net deferred tax assets have been fully offset by a valuation allowance.

The Company recognizes benefits of uncertain tax positions if it is more likely than not that such positions will be sustained upon examination based solely on their technical merits, as the largest amount of benefit that is more likely than not to be realized upon the ultimate settlement. The Company's policy is to recognize interest and penalties related to the underpayment of income taxes as a component of income tax expense or benefit. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits.

The SEC staff issued Staff Accounting Bulletin No. 118 (SAB 118) to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Cuts and Jobs Act (2017 Tax Act). SAB 118 provides a measurement period that should not extend beyond one year from the 2017 Tax Act enactment date for companies to complete the accounting for the income tax effects of certain elements of the 2017 Tax Act. In accordance with SAB 118, the Company has recognized the provisional tax impacts related to the remeasurement of deferred tax assets and liabilities and included these amounts in its financial statements for the year ended December 31, 2017. The ultimate impact may differ from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the 2017 Tax Act. See Note 11 for additional discussion on the provisional effects of the 2017 Tax Act.

### ***Comprehensive Loss***

Comprehensive loss represents all changes in stockholders' equity (deficit) except those resulting from and distributions to stockholders. The Company's comprehensive loss was equal to its net loss for all periods presented.

### ***Net Loss per Common Share***

Basic net loss per common share is calculated by dividing the net loss by the weighted-average number of shares of common stock outstanding for the period less shares subject to repurchase, without consideration of potentially dilutive securities. Diluted net loss per common share is the same as basic net loss per common share since the effect of potentially dilutive securities is anti-dilutive.

### ***Recently Issued Pronouncements***

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. Areas of revenue recognition that will be affected include, but are not limited to, transfer of control, variable consideration, allocation of transfer pricing, licenses, time value of money, contract costs and disclosures. The new standard permits adoption either by using (i) a full retrospective approach for all periods presented in the period of adoption or (ii) a modified retrospective approach with the cumulative effect of initially applying the new standard recognized at the date of initial application and providing certain additional disclosures. The new standard is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted for annual reporting periods beginning after December 15, 2016. As described in the Company's significant accounting policies, the Company currently defers the revenue and cost of sales on shipments to distributors until the distributor sells the product to their end customer.

The Company plans to adopt ASU 2014-09 and its amendments on January 1, 2018 under the modified retrospective approach, applying the amendments to prospective reporting periods.

Upon adoption, the Company expects a material impact to the opening balance sheet as of January 1, 2018, related to the cumulative effect of adopting the standard, primarily as a result of the items discussed below. The Company will continue to assess and complete the review of all potential impacts of the standard including the tax related impact. The most significantly impacted areas are the following:

- Distributor sales: Under ASU 2014-09, the Company will recognize revenue from sales to distributors upon delivery of the product to the distributor, rather than upon delivery of the product to the end customer. At December 31, 2017, the deferred income on shipments to distributors under Topic 605 related to shipments to distributors that had not sold through to end-users is \$1.7 million. Concessions and price protection credits offered to distributors, which are earned when sales to end customers are completed, will be estimated at the point of revenue recognition and impact is estimated to be \$200,000 to \$400,000 as of December 31, 2017 and will be a direct offset to the deferred income mentioned above. Since the Company will recognize revenue when control of the products transfer to the distributor under ASU 2014-09, the majority of this amount will be eliminated as a cumulative effect adjustment of implementing ASU 2014-09 as of January 1, 2018, net of the Company's estimate of such concessions and price protection.
- Product delivered over time: Under ASU 2014-09, Topic 605 permitted straight-line recognition of revenue for performance obligations that are delivered over time. The new standard requires an entity to recognize revenue based on the pattern of transfer of the services. The Company is expecting a minimal impact upon adoption.

The Company does not expect the changes described above to have a material impact on its quarterly and/or annual statement of operations, however the exact impact of ASU 2014-09 will be dependent on facts and circumstances that could vary from quarter to quarter.

In May 2017, the FASB issued ASU No. 2017-09, Compensation-Stock Compensation (Topic 718) Scope of Modification Accounting, which is intended to amend the scope of modification accounting for share-based payment arrangements. The amendments in the update provide guidance on types of changes to the terms or conditions of share-based payment awards that would require the Company to apply modification accounting under ASC 718, Compensation-Stock Compensation. This ASU is effective for annual reporting periods beginning after December 15, 2017, and early adoption is permitted. The Company plans on adopting this standard on January 1, 2018, and the impact of its adoption on the Company's financial statements is not expected to be material.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which establishes a comprehensive new lease accounting model. The new standard: (a) clarifies the definition of a lease; (b) requires a dual approach to lease classification similar to current lease classifications; and (c) causes lessees to recognize leases on the balance sheet as a lease liability with a corresponding right-of-use asset for leases with a lease-term of more than twelve months. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its financial statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), which is intended to provide financial statement users with more useful information about expected credit losses on financial assets held by a reporting entity at each reporting date. The new standard replaces the existing incurred loss impairment methodology with a methodology that requires consideration of a broader range of reasonable and supportable forward-looking information to estimate all expected credit losses. The amended guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2019, and early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-13 will have on its financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 identifies how certain cash receipts and cash payments are presented and classified in the Statement of Cash Flows. The standard is effective for fiscal years and interim periods beginning after December 15, 2017. The standard should be applied retrospectively and early adoption is permitted, including adoption in an interim period. The Company plans on adopting this standard on January 1, 2018, and the impact of its adoption on the Company's financial statements is not expected to be material.

### ***Recently Adopted Pronouncements***

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory, which requires an entity to measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated

selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. The Company adopted this standard as of January 1, 2017, and the impact of its adoption on the Company's financial statements was not material.

In November 2015, FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes, which is intended to simplify and improve how deferred taxes are classified on the balance sheet. The guidance in this ASU eliminates the current requirement to present deferred tax assets and liabilities as current and noncurrent in a classified balance sheet and now requires entities to classify all deferred tax assets and liabilities as noncurrent. The guidance is effective for annual periods beginning after December 15, 2016, and for interim periods within those annual periods. Early adoption is permitted. The Company adopted this standard as of January 1, 2017, and the impact of its adoption on the Company's financial statements was not material.

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting, which is intended to simplify several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, the determination of forfeiture rates, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016, and early adoption is permitted. The Company adopted this standard as of January 1, 2017, and the impact of its adoption on the Company's financial statements was not material.

### 3. Balance Sheet Components

#### *Inventory*

Inventory consisted of the following (in thousands):

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Raw materials	\$ 682	\$ 853
Work-in-process	4,517	3,152
Finished goods	4,638	1,064
Total inventory	<u>\$ 9,837</u>	<u>\$ 5,069</u>

#### *Property and Equipment, Net*

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

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Manufacturing equipment	\$ 10,465	\$ 8,983
Computer and network equipment	710	588
Furniture and fixtures	218	188
Software	455	333
Leasehold improvements	1,474	13
Total property and equipment, gross	13,322	10,105
Less: accumulated depreciation	<u>(9,376)</u>	<u>(8,185)</u>
Total property and equipment, net	<u>\$ 3,946</u>	<u>\$ 1,920</u>

Depreciation and amortization expense during the years ended December 31, 2017, 2016 and 2015 was \$1.2 million, \$0.7 million and \$1.2 million, respectively.

#### *Intangible Assets, Net*

In 2008, the Company spun-out of Freescale Semiconductor, Inc. (Freescale, a wholly-owned subsidiary of NXP Semiconductors N.V.) and acquired certain intellectual property assets and related licenses used in the MRAM business

of Freescale. The value assigned to these acquired intangible assets was \$910,000. Intangible assets were fully amortized as of December 31, 2016.

Amortization expense was \$0, \$132,000 and \$150,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

#### ***Accrued Liabilities***

Accrued liabilities consisted of the following (in thousands):

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Accrued payroll-related expenses	\$ 1,331	\$ 1,045
Deferred licensing revenue	—	229
Deferred rent	230	248
Accrued sales commissions payable to sales representatives	75	193
Other	618	96
Total accrued liabilities	<u>\$ 2,254</u>	<u>\$ 1,811</u>

#### **4. Commitments and Contingencies**

##### ***Operating Leases***

The Company leases office space for its corporate headquarters located in Chandler, Arizona and for its design facility located in Austin, Texas. The leases expire January 2022. Rent expense is recognized on a straight-line basis over the term of the leases and accordingly, the Company records the difference between cash rent payments and the recognition of rent expense as a deferred rent liability.

In January 2017, the Company entered into a five-year sublease agreement with Freescale, a related party, to rent 6,560 square feet of office and laboratory space in Chandler, Arizona, and in March 2017, the Company amended the sublease to increase the space to 10,023 square feet. In October 2017, the Company entered into an amendment to its lease with Freescale in Chandler, Arizona to add 17,951 square feet of office space. The initial term of this amendment to the lease ends on January 31, 2022, with an option to renew the lease through August 31, 2024. The amendment provides the Company with 11 months free rent for the additional space of 17,951 square feet. The Company subsequently moved its headquarters into this new office space in December 2017.

The Company has another operating lease for its Arizona manufacturing facility lease, as amended, for certain of the fabrication, laboratory and office premises of Freescale, a related party. This lease is cancellable upon 24 months' notice by either of the parties. In March 2017, the Company amended the premises covered to remove laboratory space, decrease fabrication space and expand office space. In October 2017, the Company extended the lease through January 31, 2020, which can be further extended through January 31, 2021 if an option to extend is initiated by Freescale.

The following is a schedule of minimum rental commitments under the Company's operating leases at December 31, 2017 (in thousands):

Year Ending December 31,	<u>Amount</u>
2018	\$ 1,536
2019	1,645
2020	833
2021	766
2022	46
Total minimum lease payments	<u>\$ 4,826</u>

Total rent expense was \$1.4 million, \$1.5 million and \$1.4 million for the years ended December 31, 2017, 2016 and 2015, respectively.

## ***Legal Proceedings***

From time to time, the Company may become involved in legal proceedings arising from the ordinary course of its business. Management is currently not aware of any matters that will have a material adverse effect on the financial position, results of operations or cash flows of the Company.

## ***Indemnifications***

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company has also entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by Delaware corporate law. The Company currently has directors' and officers' insurance.

## **5. Debt and Related Warrants**

### ***Prior Facilities***

In June 2015, the Company executed a Loan and Security Agreement with Ares Venture Finance (2015 Credit Facility) comprising an \$8.0 million term loan and a \$4.0 million revolving loan. The term loan provides for interest at a floating rate equal to the greater of (a) 8.75% or (b) LIBOR plus 7.75% and has a term of four years. The term loan is payable in 15 monthly installments of interest only and 33 payments of principal and interest with an end-of-term fee of \$180,000 due upon maturity. The revolving loan provides for interest at a floating rate equal to the prime rate plus 3.75% and has a term of two years. The Company may draw upon the loan facility for working capital purposes as required depending upon accounts receivable balances and other required conditions. In January 2016, the Company borrowed \$1.5 million from the revolving loan.

Security for the 2015 Credit Facility includes all of the Company's assets except for leased equipment. The 2015 Credit Facility contains customary covenants restricting the Company's activities, including limitations on its ability to sell assets, engage in mergers and acquisitions, enter into transactions involving related parties, incur indebtedness or grant liens or negative pledges on its assets, make loans or make other investments. Under these covenants, the Company is prohibited from paying dividends with respect to its capital stock. The Company was in compliance with all covenants at December 31, 2016.

In April 2017, the Company repaid the outstanding balance of \$1.1 million on the revolving loan at which time the unamortized balance of the debt discount of \$10,000 was recognized as a loss on extinguishment of debt. In May 2017, the Company repaid the outstanding principal balance of \$6.2 million on the term loan at which time the unamortized balance of the debt discount was \$175,000, and paid a prepayment penalty of \$61,000. The unamortized debt discount balance and the prepayment penalty were recognized as a loss on extinguishment of debt in the statements of operations and comprehensive loss.

### ***2017 Credit Facility***

On May 4, 2017, the Company entered into a Loan and Security Agreement with Silicon Valley Bank (2017 Credit Facility) for a \$12.0 million term loan. The term loan provides for interest at a floating rate equal to the prime rate minus 0.75%. As of December 31, 2017, the interest rate was 3.75%. The term loan provides for a period of interest-only payments through April 30, 2018, followed by fixed principal and interest payments based on either a 24-month amortization schedule or a 36-month amortization schedule if the Company meets certain sales milestones. As of December 31, 2017, the Company determined it would not meet the sales milestones and as such the term loan will be based on a 24-month amortization schedule. Borrowings under the 2017 Credit Facility mature in May 2020. The Company is required to comply with certain covenants under the 2017 Credit Facility, including requirements to maintain a minimum liquidity ratio, meet certain revenue targets, and restrictions on certain actions without the consent

of the lender, such as the disposal and acquisition of its business or property, changes in business, and mergers or acquisitions. An end of term fee of 6% of the amount borrowed must be made when the loan is prepaid or repaid, whether at maturity or as a result of a prepayment or acceleration or otherwise. The additional payment is being accreted using the effective interest method.

Security for the 2017 Credit Facility includes all of the Company's assets except for intellectual property. The 2017 Credit Facility contains customary covenants restricting the Company's activities, including limitations on its ability to sell assets, engage in mergers and acquisitions, enter into transactions involving related parties, incur indebtedness or grant liens or negative pledges on its assets, make loans or make other investments. Under these covenants, the Company is prohibited from paying dividends with respect to its capital stock. The Company was in compliance with all covenants at December 31, 2017. The 2017 Credit Facility contains a material adverse effect clause which provides that an event of default will occur if, among other triggers, an event occurs that could reasonably be expected to result in a material adverse effect on the Company's business, operations or condition, or on the Company's ability to perform its obligations under the term loan. As of December 31, 2017, management does not believe that it is probable that the clause will be triggered within the next twelve months, and therefore the term loan is classified as long-term.

The carrying value of the Company's 2017 Credit Facility at December 31, 2017, was as follows (in thousands):

	<u>Current Portion</u>	<u>Long-Term debt</u>	<u>Total</u>
Debt, including end of term fee	\$ 4,000	\$ 8,720	\$ 12,720
Less:			
Discount attributable to end of term fee and debt issuance costs	(23)	(563)	(586)
Net carrying value of debt	<u>\$ 3,977</u>	<u>\$ 8,157</u>	<u>\$ 12,134</u>

The carrying value of the Company's Prior Facilities at December 31, 2016, was as follows (in thousands):

	<u>Current Portion</u>	<u>Long-Term debt</u>	<u>Total</u>
Debt, including end of term fee	\$ 4,054	\$ 4,301	\$ 8,355
Less:			
Discount attributable to warrants, end of term fee and debt issuance cost	(177)	(83)	(260)
Net carrying value of debt	<u>\$ 3,877</u>	<u>\$ 4,218</u>	<u>\$ 8,095</u>

The table below shows the principal repayments due under the 2017 Credit Facility as of December 31, 2017 (in thousands):

	<u>Principal Repayment as of December 31,</u>
2018	\$ 4,000
2019	6,000
2020	2,720
Total principal repayments	<u>\$ 12,720</u>

### ***Capital Lease Obligations***

The Company leases certain equipment under capital lease obligations expiring in October 2020. The balance of the capital lease obligations was \$31,000 and \$7,000 at December 31, 2017 and 2016, respectively.

Property and equipment under capital leases amounted to \$31,000 and \$440,000 at December 31, 2017 and 2016, respectively. Accumulated depreciation and amortization on these assets was \$2,000 and \$433,000 at December 31, 2017 and 2016, respectively.

Future minimum rental commitments under the Company's capital lease obligations are \$11,000, \$10,000, and \$10,000 for the years ended December 31, 2018, 2019, and 2020, respectively.



## 6. Stockholders' Equity

### *Common Stock*

Common stockholders are entitled to dividends if and when declared by the board of directors. As of December 31, 2017, no dividends on common stock had been declared by the board of directors.

The Company had reserved shares of common stock for future issuance as follows:

	December 31,	
	2017	2016
Options issued and outstanding	1,593,195	1,414,730
Shares available for future option grants	83,929	342,500
Common stock warrants	27,690	27,690
Total	1,704,814	1,784,920

### *Warrants*

In connection with a credit facility, the Company issued to Silicon Valley Bank a warrant to purchase 3,076 shares of the Company's Series A redeemable convertible preferred stock at an exercise price of \$26.00 per share. The warrant could be exercised at any time and would expire, if not exercised, on December 14, 2019. At the date of issuance, the Company recorded the warrant as a debt discount of \$63,000 and as a liability on the balance sheet at its fair value. At the date of the IPO of the Company's common stock, the warrant was converted into a warrant to purchase 3,076 shares of the Company's common stock. The warrant was remeasured to its fair value of \$1,600 and the carrying value of the warrant of \$1,600 was reclassified to additional paid in capital during the year ended December 31, 2016.

In connection with a credit facility, the Company issued to Silicon Valley Bank a warrant to purchase 6,153 shares of the Company's Series B redeemable convertible preferred stock at an exercise price of \$26.00 per share. The warrant can be exercised at any time and expires 10 years after the date of issuance. The Company recorded the warrant as a debt discount and as a liability on the balance sheet at its fair value of \$106,000 on the date of issuance using the Black-Scholes option-pricing model. At the date of the IPO of the Company's common stock, the warrant was converted into a warrant to purchase 6,153 shares of the Company's common stock. The warrant was remeasured to its fair value of \$14,900 and carrying value of the warrant of \$14,900 was reclassified to additional paid in capital during the year ended December 31, 2016.

In connection with the 2015 Credit Facility, the Company issued to Ares Venture Finance a warrant to purchase 18,461 shares of the Company's Series B redeemable convertible preferred stock at an exercise price of \$26.00 per share. The warrant can be exercised at any time and expires 10 years after the date of issuance. The Company recorded the warrant as a debt discount and as a liability on the balance sheet at its fair value of \$307,000 on the date of issuance using the Black-Scholes option-pricing model. At the date of the IPO of the Company's common stock, the warrant was converted into a warrant to purchase 18,461 shares of the Company's common stock. The warrant was remeasured to its fair value of \$48,900 and the carrying value of the warrant of \$48,900 was reclassified to additional paid-in capital during the year ended December 31, 2016.

## 7. Stock-Based Compensation

### *2016 Employee Incentive Plan*

The Company's board of directors adopted the 2016 Equity Incentive Plan (the 2016 Plan) on April 25, 2016, which was subsequently approved on September 20, 2016 by the Company's stockholders. The 2016 Plan became effective on October 7, 2016, the date the Company's registration statement was declared effective by the SEC.

The Company's 2016 Plan provides for the grant of incentive stock options (ISOs), nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance-based stock awards, and other forms of equity compensation to employees, directors and consultants. In addition, the Company's 2016 Plan provides for the grant of performance cash awards to employees, directors and consultants.

The maximum number of shares of common stock that may be issued under the Company's 2016 Plan is 500,000 subject to an automatic increase on January 1 of each year, beginning on January 1, 2017, and continuing through and including January 1, 2026, by 3% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by the Company's board of directors.

### **2008 Employee Incentive Plan**

The 2008 Equity Incentive Plan (the 2008 Plan) provided for the issuance of incentive stock options (ISO), nonqualified stock options, and other stock compensation awards. Under the terms of the 2008 Plan, the exercise price of an ISO shall be not less than 100% of the fair value of the stock at the date of grant, as determined by the board of directors, or in the case of certain ISOs, at 110% of the fair market value at the date of grant.

The term and vesting periods for options granted under the 2008 Plan were determined by the Company's board of directors. Options granted generally vest over four years. Options must be exercised within a 10-year period or sooner if so specified within the option agreement.

No further grants will be made under the Company's 2008 Plan. However, any outstanding stock awards granted under the 2008 Plan will remain outstanding, subject to the terms of the Company's 2008 Plan and the applicable stock award agreements, until such outstanding stock awards that are stock options are exercised or until they terminate or expire by their terms, or until such stock awards are fully settled, terminated or forfeited. At December 31, 2017, 826,258 options under the 2008 Plan remained outstanding.

### **Summary of Stock Option Activity**

The following table summarizes the stock option activity for all grants under the 2008 Plan and 2016 Plan:

	Options Available for Grant	Number of Options	Options Outstanding		
			Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
(In thousands)					
Balance—December 31, 2015	55,330	927,175	\$ 4.43	7.3	\$ 6,500
Options authorized	785,364	—			
Options granted	(563,523)	563,523	13.20		
Options exercised	—	(10,639)	4.43		\$ 114
Options cancelled/forfeited	65,329	(65,329)	4.71		
Balance—December 31, 2016	342,500	1,414,730	\$ 5.28	7.6	\$ 4,267
Options authorized	374,944	—			
RSUs granted	(30,680)	—			
Options granted	(757,900)	757,900	13.02		
Options exercised	—	(281,483)	4.75		\$ 2,101
Options cancelled/forfeited	155,065	(297,952)	6.13		
Balance—December 31, 2017	83,929	1,593,195	8.88	6.6	\$ 1,997
Options exercisable—December 31, 2017		766,233	5.43	3.7	\$ 1,825
Options vested and expected to vest—December 31, 2017		1,593,195	8.88	6.6	\$ 1,997

During the years ended December 31, 2017, 2016, and, 2015, the Company granted options with a weighted-average grant date fair value of \$6.48, \$4.52 and \$4.42 per share, respectively.

The total fair value of options vested during the year was \$1.5 million, \$622,000, and \$353,000 for the years ended December 31, 2017, 2016, and, 2015, respectively.

## 2016 Employee Stock Purchase Plan

The Company's board of directors adopted the 2016 Employee Stock Purchase Plan (the ESPP) on April 25, 2016, which was subsequently approved on September 20, 2016 by the Company's stockholders. The purpose of the ESPP is to secure the services of new employees, to retain the services of existing employees and to provide incentives for such individuals to exert maximum efforts toward the Company's success and that of the Company's affiliates. The ESPP is intended to qualify as an "employee stock purchase plan" within the meaning of Section 423 of the Code. The board of directors, or a duly authorized committee thereof, will administer the Company's ESPP.

The maximum aggregate number of shares of common stock that may be issued pursuant to the exercise of purchase rights under the Company's ESPP that are granted to employees or to employees of any of the Company's designated affiliates is 96,153 shares, subject to annual increases. The number of shares of common stock reserved for issuance under the Company's ESPP will increase automatically each year, beginning on January 1, 2017, and continuing through and including January 1, 2026, by 1% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year, or a lesser number as determined by the board of directors. In 2017, there was an increase of 124,981 shares reserved for issuance under the Company's ESPP due to this provision. Shares subject to purchase rights granted under the Company's ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the Company's ESPP. The initial offering period (Initial Offering) under the ESPP began on October 7, 2016 and ended on October 12, 2017. The first purchase period under the 2016 ESPP commenced on October 12, 2016 and ended on April 12, 2017. The second purchase period under the Initial Offering began on April 13, 2017 and ended on October 12, 2017. The second offering period (Second Offering) under the ESPP began on October 13, 2017 and will end on October 12, 2018. The first purchase of the Second Offering period began on October 13, 2017 and will end on April 12, 2018. After the Second Offering, a new offering will begin every six months. Each offering under the ESPP will consist of two purchase periods of approximately six months in duration and will run concurrently. The Company had 183,544 shares available for issuance under the Company's ESPP as of December 31, 2017. Employees purchased 37,590 shares for \$256,000 during the year ended December 31, 2017.

The following table summarizes the assumptions used in the Black-Scholes option-pricing model to determine fair value of the Company's common shares issued under the ESPP:

	Year Ended December 31,		
	2017	2016	2015
Expected volatility	49.3 – 72.7 %	— %	— %
Risk-free interest rate	0.49 – 1.02 %	— %	— %
Expected term (in years)	0.5 – 1.0	—	—
Dividend yield	— %	— %	— %

## Modification of Stock Awards

In August 2017, the Company entered into a Separation Agreement with its former Chief Executive Officer which resulted in the acceleration in the vesting of certain unvested stock options as well as the extension of the exercise period for all vested options. As a result of the modification, the Company recorded stock-based compensation expense of \$310,000 during the year ended December 31, 2017 to reflect the revised service period for the stock options and related vesting of shares that would otherwise not have vested.

In December 2016, the Company modified the terms of 396,028 vested and unvested stock option awards, affecting 77 employees, by reducing their exercise price from \$15.86 per share to \$6.63 per share. There was no change to any of the other terms of the option awards. The modification resulted in an incremental value of \$629,000 being allocated to the options, of which \$140,000 was recognized to expense immediately based on options that were vested at the time of the modification. The remaining incremental value of \$489,000 attributable to unvested options is being recognized over their remaining vesting term.

## Restricted of Stock Units

In September 2017, the Company's board of directors authorized the issuance of Restricted Stock Units (RSUs), under the 2016 Plan and adopted a form of Restricted Stock Unit Award Agreement, which is intended to serve as a standard form agreement for RSU grants issued to employees, executive officers, directors and consultants. The fair

value of the RSUs is recognized as expense ratably over the vesting period, as determined by the board of directors on the date of grant.

The following table summarizes RSU activity for the year ended December 31, 2017:

	RSUs Outstanding	
	Number of Restricted Stock Units	Weighted-Average Exercise Price Per Share
Balance—December 31, 2016	—	\$ —
Granted	30,680	10.55
Balance—December 31, 2017	30,680	\$ 10.55

The fair value of RSUs is determined on the date of grant based on the market price of the Company's common stock on that date. As of December 31, 2017, there was \$260,000 of unrecognized stock-based compensation expense related to RSUs to be recognized over a weighted-average period of 2.5 years.

### ***Stock-based Compensation Expense***

The Company recognized stock-based compensation expense as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Research and development	\$ 488	\$ 403	\$ 169
General and administrative	1,297	637	190
Sales and marketing	263	101	57
Total	\$ 2,048	\$ 1,141	\$ 416

As of December 31, 2017, there was \$5.1 million of total unrecognized compensation expense related to unvested options which the Company expects recognize over a weighted-average period of 3.3 years.

### ***Employee Stock-based Compensation***

Stock-based compensation expense for employees was \$2.0 million, \$1.1 million, and \$407,000 for the years ended December 31, 2017, 2016, and 2015, respectively.

The Company estimated the fair value of each option grant using the Black-Scholes option-pricing model. The fair value of employee stock options is being amortized on a straight-line basis over the requisite service period of the awards. The fair value of employee stock options was estimated using the assumptions below. Each of these inputs is subjective and its determination generally requires significant judgment.

	Year Ended December 31,		
	2017	2016	2015
Expected volatility	46.7 – 52.0 %	42.6 – 45.3 %	44.1 – 48.9 %
Risk-free interest rate	1.85 - 2.14 %	1.12 – 2.26 %	1.51 – 1.79 %
Expected term (in years)	5.3 – 6.1	4.8 – 6.1	5.6 – 6.1
Dividend yield	— %	— %	— %

*Expected volatility.* Since the Company does not have a long trading history for its common stock, the expected volatility was derived from the average historical volatilities of publicly traded companies within a similar industry that are considered to be comparable to the Company's business over a period approximately equal to the expected term for employees' options.

*Risk-free interest rate.* The risk-free interest rate is based on the U.S. Treasury yield with a maturity equal to the expected term of the option in effect at the time of grant.

*Expected term.* The expected term represents the period that the stock-based awards are expected to be outstanding. The Company used the simplified method to determine the expected term, which is calculated as the average of the time to vesting and the contractual life of the options.

*Dividend yield.* The Company has never paid dividends on its common stock and is prohibited from paying dividends on its common stock. Therefore, the Company used an expected dividend yield of zero.

### ***Non-employee Stock-based Compensation***

Stock-based compensation expense related to stock options granted to non-employees is recognized as the stock options vest. During the year ended December 31, 2017, the Company granted options to purchase 16,800 shares of common stock to non-employees with a weighted-average exercise price of \$13.74 per share. During the year ended December 31, 2016, the Company granted options to purchase 8,073 shares of common stock to non-employees with a weighted-average exercise price of \$7.51 per share. During the year ended December 31, 2015, the Company did not grant any options to non-employees.

Options to purchase 37,872 shares, 31,990 shares and 15,498 shares of common stock were outstanding with a weighted-average exercise price of \$9.16, \$5.26 and \$4.42 per share as of December 31, 2017, 2016 and 2015, respectively. Stock-based compensation expense for non-employees was \$69,000, \$23,000, and \$9,000 for the years ended December 31, 2017, 2016, and 2015, respectively.

The Company believes that the fair value of the stock options is more reliably measurable than the fair value of services received. The fair value of the stock options granted is calculated at each reporting date using the Black-Scholes option pricing model with the following assumptions:

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Expected volatility	46.7 – 60.5	52.3 – 52.7	51.6 – 52.9%
Risk-free interest rate	2.09 – 2.44	1.94 – 2.41	1.72 – 2.02%
Expected term (in years)	7.2 – 9.6	9.5 – 9.8	6.6 – 9.1
Dividend yield	— %	—	— %

### **8. 401(k) Plan**

The Company has a defined contribution employee benefit plan pursuant to Section 401(k) of the Internal Revenue Code. The plan allows eligible employees to defer a portion of their annual compensation up to certain statutory limits. At the election of the Board of Directors, the Company may elect to match employee contributions but has not done so to date.

### **9. Related Party Transactions**

#### ***Convertible Promissory Notes***

In January 2016, the Company entered into a Note Purchase Agreement with several of its stockholders for the issuance of convertible promissory notes (the 2016 Notes) for an aggregate amount of \$5.0 million. The 2016 Notes bear interest at 5.0% per annum and have a maturity date of December 15, 2016, extended from the original maturity date of September 30, 2016. The outstanding principal amount and accrued interest on the 2016 Notes were convertible into shares of Series B redeemable convertible preferred stock, at any time, upon written election of the holders of at least a majority of the outstanding principal balance of the 2016 Notes. In the event of an equity financing with proceeds in excess of \$5.0 million (Qualified Financing) prior to the maturity of the 2016 Notes, the outstanding principal and accrued interest convert into shares of stock issued in the equity financing based on a price per share equal to the price per share paid by investors in said financing. In the event of an IPO, the outstanding principal and accrued interest convert into shares of common stock at a price per share equal to 80% of the per share price of the common stock issued in the IPO. In the event of a deemed liquidation event occurring before the maturity date, the 2016 Notes will be repaid

in cash in an amount equal to three times the outstanding principal amount. The redemption of the 2016 Notes upon a deemed liquidation event and in the event of an IPO were contingent redemption features that are not clearly and closely related to the debt instrument and thus were bifurcated and recognized as a derivative liability on the balance sheet at the date of issuance. The compound derivative was recorded as a debt discount at fair value of \$653,000 on the issuance date of the 2016 Notes and was being amortized over the term of the 2016 Notes using the effective interest method. Upon the completion of the IPO, the outstanding principal balance of the 2016 Notes, including accrued interest of \$176,000, was converted into 808,747 shares of common stock. Accordingly, the outstanding balance of the 2016 Notes of \$5.2 million, the unamortized debt discount of \$74,000 and the derivative liability of \$70,000 were reclassified to additional paid-in capital. No gain or loss from the extinguishment of the debt was recognized in the statement of the operations as the holders of the 2016 Notes are related parties.

In August 2016, the Company entered into a Note Purchase Agreement with existing stockholders for the issuance of subordinated convertible promissory notes (the 2016 Bridge Notes) for an aggregate principal amount of \$3.5 million. The 2016 Bridge Notes bear interest at 5.0% per annum and have a maturity date of December 15, 2016, extended from the original maturity date of September 30, 2016. In the event of an equity financing with proceeds in excess of \$5.0 million (Qualified Financing) prior to the maturity of the 2016 Bridge Notes, the outstanding principal and accrued interest convert into shares of stock issued in the Qualified Financing based on a price per share equal to the price per share paid by investors in such financing. In the event of an IPO, the outstanding principal and accrued interest convert into shares of common stock at a price per share equal to 80% of the per share price of the common stock issued in the IPO. In the event of a deemed liquidation event occurring before the maturity date, the 2016 Bridge Notes will be repaid in cash in an amount equal to three times the outstanding principal amount. The Company may not prepay the 2016 Bridge Notes without the consent of the Company and the majority holders of the outstanding balance of the promissory notes. The redemption of the 2016 Bridge Notes upon a deemed liquidation event and in the event of an IPO are contingent redemption features that are not clearly and closely related to the debt instrument and thus were bifurcated and recognized as a derivative liability on the balance sheet at the date of issuance. The compound derivative was recorded as a debt discount at fair value of \$264,000 on the issuance date of the 2016 Bridge Notes and was being amortized over the term of the 2016 Bridge Notes using the effective interest method. Upon completion of the IPO, the outstanding principal balance of the 2016 Bridge Notes, including accrued interest of \$35,000, was converted into 552,262 shares of common stock. Accordingly, the carrying value of the 2016 Bridge Notes of \$3.5 million, the unamortized debt discount of \$122,000 and the derivative liability of \$50,000 were reclassified to additional paid-in capital. No gain or loss from the extinguishment of the debt was recognized in the statement of the operations as the holders of the 2016 Bridge Notes are related parties.

#### ***Joint Development Agreement—GLOBALFOUNDRIES***

On October 17, 2014, the Company entered into a Joint Development Agreement (JDA) with GLOBALFOUNDRIES, Inc. (GF), a related party due to its equity ownership in the Company, for the joint development of the Company's Spin Transfer Torque MRAM (STT-MRAM) technology. The term of the agreement is the later of four years from the effective date or until the completion, termination or expiration of the last statement of work entered into pursuant to the JDA. The JDA also states that the specific terms and conditions for the production and supply of the developed STT-MRAM technology would be pursuant to a separate manufacturing agreement entered into between the parties.

Under the JDA, each party licenses its relevant intellectual property to the other party. For certain jointly developed works, the parties have agreed to follow an invention allocation procedure to determine ownership. In addition, GF possesses the exclusive right to manufacture the Company's discrete and embedded STT-MRAM devices developed pursuant to the agreement until the earlier of three years after the qualification of the MRAM device for a particular technology node or four years after the completion of the relevant statement of work under which the device was developed. For the same exclusivity period associated with the relevant device, GF agreed not to license intellectual property developed in connection with the JDA to named competitors of the Company.

Generally, unless otherwise specified in the agreement or a statement of work, the Company and GF share project costs, which do not include personnel or production qualification costs, equally under the JDA. If GF manufactures, sells or transfers to customers wafers containing production quantified STT-MRAM devices that utilize certain design information, GF will be required to pay the Company a royalty. The term of the agreement is four years and is extended until the completion of any development work, if later.

In May 2016, the Company entered into an amendment to the JDA to modify the payment schedule and clarify its payment obligations for certain past project costs. Under the amendment, GF had the right to terminate the JDA if the Company did not pay the past project costs, with interest, by December 15, 2016. Such project costs were paid in December 2016.

As of December 31, 2017, \$25,000 was receivable from GF. There were no amounts receivable from GF as of December 31, 2016. As of December 31, 2017 and 2016, \$749,000 and \$979,000, respectively, were payable to GF for the Company's share of the project costs under the JDA. During the year ended December 31, 2017, the Company purchased research and development equipment from GF for \$747,000, which were included in property and equipment, net as of December 31, 2017. There were no such purchases from GF during the year ended December 31, 2016. The Company incurred project costs, recognized as research and development expense, of \$5.2 million, \$2.9 million, and \$3.6 million during the years ended December 31, 2017, 2016, and 2015, respectively. The Company entered into a Statement of Work #4B (the SOW 4B) under the JDA with GF effective August 31, 2016. Under SOW 4B, the Company will collaborate with GF in planning, designing and supporting evaluation of 22nm embedded MRAM arrays. The Company is eligible to receive three substantive milestone payments from this collaboration: (a) \$569,000 was due upon the delivery of the Company's database of bias system schematics; (b) \$650,000 was due upon the delivery of a Graphic Design Database System package; and (c) \$406,000 is due upon demonstration that the embedded MRAM array meets the specifications agreed upon by the two parties. All the milestones were achieved in 2017 for which the Company recognized revenue of \$1.6 million from GF in the year ended December 31, 2017. There was no revenue from GF for the years ended December 31, 2016 and 2015.

On October 21, 2014, GF participated, along with other investors, in the Company's Series B redeemable convertible preferred stock financing and purchased 192,307 shares at \$26.00 per share. Contemporaneously, the Company sold 461,538 shares of its common stock to GF at a discounted price of \$0.00026 per share. The common shares vest upon the achievement of a goal as set forth in the Statement of Work #1 (the "SOW") under the JDA. The unvested common shares are subject to repurchase by the Company, if the JDA is terminated for any reason, for a one-year period after such termination, at a price that is the lower of the original price paid by GF or the fair value of the Company's common stock as of the date of repurchase. The Company has determined that the issuance of these shares of common stock to GF represents compensation for services to be provided under the JDA. Accordingly, the shares are accounted for similar to a stock award granted to a non-employee of the Company and are remeasured to their fair value as they vest. Although the shares issued do not commence vesting until the achievement of the product qualification (the Initial Measurement Date), the Company has deemed it probable that the qualification requirement will be met and compensation expense related to the shares issued is being recognized prior to the Initial Measurement Date. Due to the vesting conditions, there will be multiple measurement dates, occurring on the Initial Measurement Date and at the end of each month thereafter. The fair value of vesting shares is effectively fixed at each measurement date while the fair value of the remaining unvested shares will be remeasured each subsequent measurement date until the shares are fully vested. During the year ended December 31, 2016, GF achieved the product qualification as set forth under the SOW. As such, a total of 211,538 shares of common stock became vested on August 21, 2016, the designated Initial Measurement Date. Subsequent to the Initial Measurement Date through December 31, 2017, an additional 153,846 shares of common stock became vested. As of December 31, 2017, there were 96,153 shares unvested that were subject to repurchase.

During the years ended December 31, 2017, 2016, and 2015, the Company recognized non-cash compensation expense of \$1.5 million, \$965,000, and \$1.8 million, respectively, in research and development expense, related to the vesting of the shares of common stock. The Company recognizes compensation expense based on the fair value of the common stock at each reporting period, which was \$7.50, \$8.29, and \$13.52 per share as of December 31, 2017, 2016, and 2015, respectively. The decrease in the fair value of the common stock during the year ended December 31, 2017 and 2016 resulted in a reversal of compensation expense previously recognized on the unvested shares.

### ***Transactions with Freescale***

The Company has entered into various transactions with Freescale (a wholly-owned subsidiary of NXP), a related party due to its equity ownership in the Company. The Company leases its manufacturing facility in Chandler, Arizona, from Freescale and total rent expense during the years ended December 31, 2017, 2016, and 2015 were \$1.0 million, \$1.1 million, and \$1.0 million, respectively. Freescale also performs processing of the Company's products in its facility which are capitalized as part of the cost of inventory. The total processing costs incurred by the Company were \$3.1 million, \$2.5 million, and \$3.9 million, for the years ended December 31, 2017, 2016, and 2015, respectively. In addition, Freescale is one of the Company's largest customers for the sale of embedded wafers, and total revenue from

Freescale was \$2.3 million, \$2.4 million, and \$3.5 million for the years ended December 31, 2017, 2016, and 2015, respectively. In the year ended December 31, 2017 and 2016, the Company purchased wafers for its Condor product from Freescale for \$1.4 million and \$904,000, respectively, of which \$638,000 and \$505,000 was included in inventory as of December 31, 2017 and 2016, respectively. Amounts due from Freescale were \$587,000 and \$486,000 at December 31, 2017 and 2016, respectively. Amounts due to Freescale were \$945,000 and \$380,000 at December 31, 2017 and 2016, respectively.

## 10. Geographic Information

Revenue from customers is designated based on the geographic region or country to which the product is delivered or licensee is located. Revenue by country was as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
United States	\$ 4,759	\$ 4,321	\$ 5,362
Singapore	8,067	5,467	4,614
Japan	4,128	3,285	2,280
Germany	2,964	3,013	3,546
Taiwan	2,076	2,161	3,759
Hong Kong	2,179	2,122	2,744
All other	11,763	6,725	4,241
Total revenue	<u>\$ 35,936</u>	<u>\$ 27,094</u>	<u>\$ 26,546</u>

## 11. Income Taxes

For the years ended December 31, 2017, 2016 and 2015, the Company recorded no provision for income taxes primarily due to losses incurred. The Company has incurred net operating losses for all the periods presented. The Company has not reflected any benefit of the net operating loss carryforwards in the accompanying financial statements. The Company has established a full valuation allowance against its deferred tax assets due to the uncertainty surrounding the realization of such assets.

The reconciliation of the statutory federal income tax rate to the Company's effective tax rate is as follows:

	Year Ended December 31,		
	2017	2016	2015
Tax at statutory federal rate	(34.0)%	(34.0)%	(34.0)%
State taxes, net of federal benefit	(1.4)	(1.5)	(1.9)
Stock-based compensation	(0.8)	1.3	0.8
Nondeductible fair value adjustment	—	(2.5)	—
Nondeductible interest	—	2.0	—
Change in valuation allowance	(34.2)	33.3	34.3
Federal tax rate change	70.2	—	—
Other	0.2	1.4	0.8
Provision for income taxes	<u>(0.0)%</u>	<u>(0.0)%</u>	<u>(0.0)%</u>



The tax effects of temporary differences and carryforwards that give rise to significant portions of the deferred tax assets are as follows (in thousands):

	December 31,	
	2017	2016
Deferred tax assets:		
Net operating loss carryforwards	\$ 22,586	\$ 29,469
Inventory	1,520	1,187
Accruals	401	902
Depreciation and amortization	60	105
Other	1,228	1,312
Gross deferred tax assets	25,795	32,975
Valuation allowance	(25,721)	(32,850)
Deferred tax assets	74	125
Deferred tax liabilities:		
Prepaid expenses	(74)	(125)
Deferred tax liabilities	(74)	(125)
Net deferred tax assets	\$ —	\$ —

The Company is required to reduce its deferred tax assets by a valuation allowance if it is more likely than not that some or all of its deferred tax assets will not be realized. Management must use judgment in assessing the potential need for a valuation allowance, which requires an evaluation of both negative and positive evidence. The weight given to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. In determining the need for and amount of the valuation allowance, if any, the Company assesses the likelihood that it will be able to recover its deferred tax assets using historical levels of income, estimates of future income and tax planning strategies. As a result of historical cumulative losses, the Company determined that, based on all available evidence, there was substantial uncertainty as to whether it will recover recorded net deferred taxes in future periods. Accordingly, the Company recorded a valuation allowance against all of its net deferred tax assets as of December 31, 2017 and 2016. The net valuation allowance decreased by \$7.1 million in 2017 and increased \$5.3 million in 2016.

As of December 31, 2017, the Company had federal net operating loss carryforwards of approximately \$100.1 million which will begin to expire in the year of 2028 if not utilized. In addition, the Company had state net operating loss carryforwards of approximately \$39.3 million, which will begin to expire in 2023 if not utilized.

The Tax Reform Act of 1986 (the Act) provides for a limitation on the annual use of net operating loss and research and development tax credit carryforwards following certain ownership changes (as defined by the Act) that could limit the Company's ability to utilize these carryforwards.

The Company files income tax returns in the U.S. federal and various state jurisdictions. The Company is subject to U.S. federal and state income tax examinations by authorities for all tax years due to the accumulated net operating losses that are being carried forward for tax purposes.

The Company has not identified any unrecognized tax benefits as of December 31, 2017 and 2016. As the Company has a full valuation allowance on its deferred tax assets, any unrecognized tax benefits would reduce the deferred tax assets and the valuation allowance in the same amount. The Company does not expect the amount of unrecognized tax benefits to materially change in the next twelve months.

On December 22, 2017, President Trump signed into law the 2017 Tax Act, which significantly amends the Internal Revenue Code of 1986. The 2017 Tax Act, among other things, reduces the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, limits the tax deduction for interest expense to 30% of adjusted earnings, eliminates net operating loss carrybacks, imposes a one-time tax on offshore earnings at reduced rates regardless of whether they are repatriated, allows immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifies or repeals many business deductions and credits. The rate reduction will take effect on January 1, 2018. The Company reviewed and incorporated the impact of the 2017 Tax Act in its tax calculations and disclosures. The primary impact on the Company stems from the re-measurement of its deferred taxes at the new corporate tax rate of 21%, which reduced the Company's net deferred tax assets, before valuation allowance, by \$14.8 million. Due to the full valuation allowance, the change in deferred taxes was fully offset by the change in

valuation allowance. The net effect of the tax reform enactment on the financial statements is \$0 as of December 31, 2017. The Company continues to examine the impact these changes may have on the business.

## 12. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except share and per share amounts):

	Year Ended December 31,		
	2017	2016	2015
<b>Numerator:</b>			
Net loss	\$ (21,100)	\$ (16,708)	\$ (18,183)
<b>Denominator:</b>			
Weighted-average common shares outstanding	12,640,094	5,117,226	3,013,743
Less: weighted-average unvested common shares subjected to repurchase	(155,110)	(378,730)	(461,538)
Weighted-average common shares outstanding used to calculate net loss per common share, basic and diluted	12,484,984	4,738,496	2,552,205
<b>Net loss per common share, basic and diluted</b>	<b>\$ (1.69)</b>	<b>\$ (3.53)</b>	<b>\$ (7.12)</b>

The following outstanding shares of potentially dilutive securities have been excluded from diluted net loss per common share for the periods presented, because their inclusion would be anti-dilutive:

	Year Ended December 31,		
	2017	2016	2015
Redeemable convertible preferred stock on an as-converted basis	—	—	2,486,199
Options to purchase common stock	1,593,195	1,414,730	927,175
Restricted stock units	30,680	—	—
Common stock subject to repurchase	96,153	211,538	461,538
Redeemable convertible preferred stock warrants on an as-converted basis	—	—	27,690
Common stock warrants	27,690	27,690	—
Total	<u>1,747,718</u>	<u>1,653,958</u>	<u>3,902,602</u>

## 13. Selected Quarterly Financial Data (Unaudited)

Selected quarterly financial results from operations for the years ended December 31, 2017 and 2016 were as follows (in thousands, except per share amounts):

	Quarter Ended			
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017
Total revenue	\$ 7,880	\$ 8,925	\$ 9,008	\$ 10,123
Gross profit	4,217	5,792	5,255	6,221
Net loss	(6,086)	(5,187)	(5,446)	(4,381)
Net loss per common share, basic and diluted	(0.49)	(0.42)	(0.43)	(0.35)

	Quarter Ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Total revenue	\$ 6,207	\$ 6,659	\$ 7,164	\$ 7,064
Gross profit	3,662	3,500	4,305	3,232
Net loss	(4,540)	(5,416)	(1,444)	(5,308)
Net loss per common share, basic and diluted	(1.78)	(2.12)	(0.54)	(0.48)

#### **14. Subsequent Events**

In February 2018 the Company completed a follow-on underwritten public offering of its common stock under its Registration Statement filed in November 2017 (File No. 333-221331), selling 3,772,447 shares of its common stock at an offering price of \$7.00 per share for proceeds of \$24.8 million, net of underwriting discounts and commissions, but before offering costs.

In February 2018, the Company modified the terms of 400,000 vested and unvested stock option awards granted to the Chief Executive Officer, by reducing their exercise price from \$16.25 per share to \$7.64 per share. There was no change to any of the other terms of the option awards. The modification resulted in an incremental value of \$600,000 being allocated to the options, of which \$63,000 was recognized to expense immediately based on options that were vested at the time of the modification. The remaining incremental value of \$537,000 attributable to unvested options will be recognized over the remaining vesting term.

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

None.

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

#### *Evaluation of disclosure controls and procedures.*

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, have evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2017. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of December 31, 2017, our disclosure controls and procedures were effective at the reasonable assurance level. Additionally, our management has concluded that the financial statements included elsewhere in this report present fairly, in all material respects, our financial position, results of operations and cash flows in conformity with GAAP.

#### *Management's Annual Report on Internal Control Over Financial Reporting*

This Annual Report on Form 10-K includes a report of management's assessment regarding internal control over financial reporting. This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm because, as an "emerging growth company" under the JOBS Act, our independent registered public accounting firm is not required to issue such an attestation report.

The following report is provided by management in respect of our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act):

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our management used the Committee of Sponsoring Organizations of the Treadway Commission Internal Control - Integrated Framework (2013), or the COSO framework, to evaluate the effectiveness of internal control over financial reporting. Management believes that the COSO framework is a suitable framework for its evaluation of financial reporting because it is free from bias, permits reasonably consistent qualitative and quantitative measurements of our internal control over financial reporting, is sufficiently complete so that those relevant factors that would alter a conclusion about the effectiveness of our internal control over financial reporting are not omitted and is relevant to an evaluation of internal control over financial reporting. Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2017 and has concluded that such internal control over financial reporting was effective.

#### *Changes in internal control over financial reporting.*

In prior years, we identified material weaknesses in our internal control over financial reporting as of December 31, 2016, relating to the design, operation, and resourcing of our financial reporting processes along with information technology general and application controls. We remediated these material weaknesses by formalizing our internal controls, including the information technology general controls, and hiring additional personnel within our accounting and information technology functions. After implementing new internal controls and procedures, we concluded that we have remediated the previously identified material weaknesses as of December 31, 2016. Except as otherwise described herein, there were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Annual Report on Form 10-K that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### *Inherent limitation on the effectiveness of internal control.*

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute assurances. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or

procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business, but cannot assure you that such improvements will be sufficient to provide us with effective internal control over financial reporting.

**Item 9B. Other Information.**

In February 2018, we modified the terms of 400,000 vested and unvested stock option awards granted to our Chief Executive Officer, Kevin Conley, by reducing their exercise price from \$16.25 per share to \$7.64 per share. There was no change to any of the other terms of the option awards. The modification resulted in an incremental value of \$600,000 being allocated to the options, of which \$63,000 was recognized to expense immediately based on options that were vested at the time of the modification. The remaining incremental value of \$537,000 attributable to unvested options will be recognized over the remaining vesting term.

## PART III

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

Information required by this item will be contained in our definitive proxy statement to be filed with the Securities and Exchange Commission on Schedule 14A in connection with our 2018 Annual Meeting of Stockholders, or the Proxy Statement, which will be filed not later than 120 days after the end of our fiscal year ended December 31, 2017, under the headings “Management,” “Proposal 1 - Election of Directors,” “Board Committees and Meetings,” and “Section 16(a) Beneficial Ownership Reporting Compliance,” and is incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics that applies to our officers, directors and employees which is available on our website at [www.everspin.com](http://www.everspin.com). The Code of Business Conduct and Ethics is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K. In addition, we intend to promptly disclose (1) the nature of any substantive amendment to our Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions and (2) the nature of any waiver, including an implicit waiver, from a provision of our code of ethics that is granted to one of these specified officers, the name of such person who is granted the waiver and the date of the waiver, on our website in the future.

### **Item 11. Executive Compensation.**

The information required by this item regarding executive compensation will be incorporated by reference to the information set forth in the sections titled “Executive Compensation” and “Compensation of Non-Employee Board Members” in our Proxy Statement.

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

The information required by this item regarding security ownership of certain beneficial owners and management will be incorporated by reference to the information set forth in the sections titled “Security Ownership of Certain Beneficial Owners and Management” and “Securities Authorized for Issuance Under Equity Compensation Plans” in our Proxy Statement.

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

The information required by this item regarding certain relationships and related transactions and director independence will be incorporated by reference to the information set forth in the sections titled “Certain Relationships and Related Party Transactions” and “Proposal 1 - Election of Directors”, respectively, in our Proxy Statement.

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

The information required by this item regarding principal accountant fees and services will be incorporated by reference to the information set forth in the section titled “Principal Accountant Fees and Services” in our Proxy Statement.

## **PART IV**

### **Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of this report:

1. Financial Statements

Information in response to this Item is included in Part II, Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits

## EXHIBIT INDEX

Exhibit Number	Description	Incorporation By Reference			
		Form	SEC File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-37900	3.1	10/13/2016
3.2	Bylaws.	S-1	333-213569	3.6	9/09/2016
4.1	Form of Common Stock Certificate of the Company.	S-1	333-213569	4.1	9/09/2016
4.2	Reference is made to Exhibits 3.1 and 3.2.				
10.1†	Form of Indemnity Agreement between the registrant and its directors and officers.	S-1	333-213569	10.1	9/09/2016
10.2†	2008 Equity Incentive Plan, as amended, and Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1/A	333-213569	10.2	9/26/2016
10.3†	2016 Equity Incentive Plan and Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1/A	333-213569	10.3	9/26/2016
10.4†	2016 Employee Stock Purchase Plan.	S-1/A	333-213569	10.4	9/26/2016
10.5	Lease, dated as of June 5, 2008, by and between the registrant and Freescale Semiconductor, Inc.	S-1	333-213569	10.5	9/09/2016
10.6	Amendment No. 1 to Lease, dated as of February 2, 2009, by and between the registrant and Freescale Semiconductor, Inc.	S-1	333-213569	10.6	9/09/2016
10.7	Amendment No. 2 to Lease, dated as of March 1, 2010, by and between the registrant and Freescale Semiconductor, Inc.	S-1	333-213569	10.7	9/09/2016
10.8	Amendment No. 3 to Lease, dated as of July 20, 2011, by and between the registrant and Freescale Semiconductor, Inc.	S-1	333-213569	10.8	9/09/2016
10.9	Amendment No. 4 to Lease, dated as of June, 2014 by and between the registrant and Freescale Semiconductor, Inc.	S-1	333-213569	10.9	9/09/2016
10.10	Loan and Security Agreement, dated as of June 6, 2015 by and between the registrant and Ares Venture Finance, L.P.	S-1	333-213569	10.10	9/09/2016
10.11	Amendment to Loan and Security Agreement, dated as of January 29, 2016, by and between the registrant and Ares Venture Finance, L.P.	S-1	333-213569	10.11	9/09/2016
10.12	Second Amendment to Loan and Security Agreement, dated as of August 1, 2016, by and between the registrant and Ares Venture Finance, L.P.	S-1	333-213569	10.12	9/09/2016
10.13†	Executive Employment Agreement, dated as of April 25, 2016, by and between registrant and Terry Hulett.	S-1	333-213569	10.13	9/09/2016
10.14†	Executive Employment Agreement, dated as of April 25, 2016, by and between registrant and Phillip LoPresti.	S-1	333-213569	10.14	9/09/2016



10.15†	Executive Employment Agreement, dated as of April 25, 2016, by and between registrant and Scott Sewell.	S-1	333-213569	10.15	9/09/2016
10.16	Office Lease Agreement, dated as of January 7, 2011, by and between the registrant and Jutland 4141 Investments, Ltd dba Chandler Office Center.	S-1	333-213569	10.16	9/09/2016
10.17	Commercial Industrial Lease Agreement, dated as of May 18, 2012, by and between the registrant and Principal Life Insurance Company.	S-1	333-213569	10.17	9/09/2016
10.18+	STT-MRAM Joint Development Agreement, dated as of October 17, 2014, by and between registrant and GLOBALFOUNDRIES Inc.	S-1	333-213569	10.18	9/09/2016
10.19+	Amendment No. 1 to the STT-MRAM Joint Development Agreement, dated as of May 27, 2016, by and between registrant and GLOBALFOUNDRIES Inc.	S-1	333-213569	10.19	9/09/2016
10.20+	Manufacturing Agreement, dated as of October 23, 2014, by and between the registrant and GLOBALFOUNDRIES Singapore Pte. Ltd.	S-1	333-213569	10.20	9/09/2016
10.21	Restricted Stock Purchase Agreement, by and between the registrant and GLOBALFOUNDRIES Inc.	S-1	333-213569	10.21	9/09/2016
10.22	Amendment No. 1 to Commercial Industrial Lease Agreement, dated August 12, 2016, by and between the registrant and Legacy Stonelake JV-T, LLC, successor in interest to Principal Life Insurance Company.	S-1	333-213569	10.22	9/09/2016
10.23	Common Stock Purchase Agreement by and between the registrant and GigaDevice (HK) Limited, dated September 23, 2016.	S-1/A	333-213569	10.23	9/26/2016
10.24†	Non-employee Director Compensation	10-Q	001-37900	10.4	11/18/2016
10.25†	Executive Employment Agreement, dated as of April 25, 2016, by and between registrant and Jon Slaughter, Ph.D.	10-K	001-37900	10.25	3/29/2017
10.26†	Executive Compensation Information	8-K	001-37900	Item 5.02	1/23/2017
10.27	Amendment No.5 to Lease, dated as of March 22, 2017 by and between the Company and Freescale Semiconductor, Inc.	8-K	001-37900	10.1	3/28/2017
10.28	Sublease Agreement, dated January 31, 2017, by and between the Company and NXP USA, Inc. and Consent to of Landlord to Sublease, dated March 10, 2017, by and among the Company, NXP USA, Inc. and VWP-BV CM 5670, LLC.	8-K	001-37900	10.1	3/28/2017
10.29	First Amendment to Sublease Agreement, dated February 13, 2017, by and between the Company and NXP USA, Inc. and Consent to of Landlord to Amendment to Sublease, dated March 10, 2017, by and among the Company, NXP USA, Inc. and VWP-BV CM 5670, LLC.	8-K	001-37900	10.2	3/28/2017

10.30	Second Amendment to Sublease Agreement dated March 2, 2017, by and between the Company and NXP USA, Inc. and Consent to of Landlord to Sublease, dated March 10, 2017, by and among the Company, NXP USA, Inc. and VWP-BV CM 5670, LLC.	8-K	001-37900	10.3	3/28/2017
10.31	Loan and Security Agreement, dated as of May 4, 2017, by and between the Company and Silicon Valley Bank.	8-K	001-37900	10.1	5/9/2017
10.32†	Executive Employment Agreement, dated April 26, 2017 between the Company and Annie Flaig	10-Q	001-37900	10.2	8/11/2017
10.33†	Severance Agreement, dated February 15, 2017 between the Company and Scott Sewell	10-Q	001-37900	10.3	8/11/2017
10.34†	Executive Employment Agreement, dated August 18, 2017 between Everspin Technologies, Inc. and Kevin Conley.	8-K	001-37900	10.1	8/23/2017
10.35†	Separation and Consulting Agreement, dated August 23, 2017 between Everspin Technologies, Inc. and Phillip LoPresti	10-Q	001-37900	10.2	11/13/2017
10.36†	Form of Restricted Stock Unit Award Agreement under the 2016 Equity Incentive Plan	10-Q	001-37900	10.3	11/13/2017
10.37†	Executive Employment Agreement for Dr. Jon Slaughter dated April 25, 2016	10-K	001-37900	10.25	3/29/2017
10.38†*	Executive Employment Agreement for Patrick Patla dated January 9, 2017				
10.39*	Third Amendment to Sublease Agreement dated October 17, 2017, by and between the Company and NXP USA, Inc. and Consent to of Landlord to Sublease, dated March 10, 2017, by and among the Company, NXP USA, Inc. and VWP-BV CM 5670, LLC.				
10.40*	Amendment No.5 to Lease, dated as of December 19, 2017 by and between the Company and Freescale Semiconductor, Inc.				
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm				
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.				
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.				
32.1**	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	XBRL Instance Document				

101.SCH XBRL Taxonomy Extension Schema Document  
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document  
101.LAB XBRL Taxonomy Extension Label Linkbase Document  
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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\* Filed herewith.

\*\* Furnished herewith. Exhibit 32.1 is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall such exhibit be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.

+ Confidential treatment has been granted for certain portions of this exhibit.

† Indicates a management contract or compensatory plan.

(b) We have filed, or incorporated into this Annual Report on Form 10-K by reference, the exhibits listed on the Exhibit Index immediately above.

(c) See Item 15(a)2 above.

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in Chandler, Arizona, on March 15, 2018.

### **Everspin Technologies, Inc.**

By: /s/ Kevin Conley

Kevin Conley  
President and Chief Executive Officer  
(Principal Executive Officer) and Director

By: /s/ Jeffrey Winzeler

Jeffrey Winzeler  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin Conley and Jeffrey Winzeler, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin Conley</u> Kevin Conley	President and Chief Executive Officer (Principal Executive Officer) and Director	March 15, 2018
<u>/s/ Jeffrey Winzeler</u> Jeffrey Winzeler	Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2018
<u>/s/ Lawrence G. Finch</u> Lawrence G. Finch	Director	March 15, 2018
<u>/s/ Ronald C. Foster</u> Ronald C. Foster	Director	March 15, 2018
<u>/s/ Stephen J. Socolof</u> Stephen J. Socolof	Director	March 15, 2018
<u>/s/ Peter Hébert</u> Peter Hébert	Director	March 15, 2018
<u>/s/ Geoffrey R. Tate</u> Geoffrey R. Tate	Director	March 15, 2018
<u>/s/ Mike Gustafson</u> Mike Gustafson	Director	March 15, 2018