TUCOWS INC /PA/
Form 10-Q
November 08, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016

OR

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

For the transition period from to

Commission file number 1-32600

TUCOWS INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania	**23-2707366**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

96 Mowat Avenue,

Toronto, Ontario M6K 3M1, Canada

(Address of Principal Executive Offices) (Zip Code)

(416) 535-0123

(Registrant's Telephone Number, Including Area Code)

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

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

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

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

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

As of November 4, there were 10,448,283 outstanding shares of common stock, no par value, of the registrant.

TUCOWS INC.

Form 10-Q Quarterly Report

INDEX

PART I
FINANCIAL INFORMATION

PART II
OTHER INFORMATION

TRADEMARKS, TRADE NAMES AND SERVICE MARKS

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PART I.

FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

Tucows Inc.

Consolidated Balance Sheets

(Dollar amounts in U.S. dollars)

(unaudited)

	September 30, 2016	**December 31, 2015**
Assets		
Current assets:		
Cash and cash equivalents	$10,498,296	$7,723,253
Accounts receivable, net of allowance for doubtful accounts of $153,171 as of September 30, 2016 and $122,095 as of December 31, 2015	11,606,638	7,171,388
Inventory	1,502,433	903,775
Prepaid expenses and deposits	6,007,725	5,067,790
Prepaid domain name registry and ancillary services fees, current portion	49,735,226	44,708,041
Income taxes recoverable (note 7)	1,743,308	2,292,915
Total current assets	81,093,626	67,867,162
Prepaid domain name registry and ancillary services fees, long-term portion	11,184,655	11,040,929
Property and equipment	9,617,147	7,126,676
Deferred tax asset (note 7)	5,355,575	7,621,092
Intangible assets (note 5)	20,091,795	14,469,677
Goodwill (note 5)	21,005,143	21,005,143
Total assets	$148,347,941	$129,130,679
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$4,036,804	$4,166,135
Accrued liabilities	4,426,617	5,855,686
Customer deposits	5,227,879	5,136,909
Derivative instrument liability, current portion (note 4)	85,769	2,027,086
Deferred rent, current portion	20,854	19,463
Loan payable (note 6)	1,933,110	3,500,000

Deferred revenue, current portion	63,120,230	56,646,390
Accreditation fees payable, current portion	520,033	465,300
Income taxes payable (note 7)	1,447,970	444,053
Total current liabilities	80,819,266	78,261,022
Deferred revenue, long-term portion	15,246,462	14,947,639
Accreditation fees payable, long-term portion	114,962	118,480
Deferred rent, long-term portion	129,920	100,864
Loan payable, long-term portion (note 6)	8,547,808	-
Other liabilities (note 12)	1,073,500	1,459,960
Deferred tax liability (note 7)	4,827,192	4,876,691
Redeemable non-controlling interest (note 8)	3,073,642	3,036,598
Stockholders' equity (note 13)		
Preferred stock - no par value, 1,250,000 shares authorized; none issued and outstanding	-	-
Common stock - no par value, 250,000,000 shares authorized;10,448,283 shares issued and outstanding as of September 30, 2016 and 10,685,599 shares issued and outstanding as of December 31, 2015	14,401,326	14,530,633
Additional paid-in capital	2,564,965	8,526,395
Retained earnings	17,595,108	4,381,849
Accumulated other comprehensive income (loss)	(46,210)	(1,109,452)
Total stockholders' equity	34,515,189	26,329,425
Total liabilities and stockholders' equity	$ 148,347,941	$ 129,130,679

Commitments and contingencies (note 11)

Subsequent event (note 16)

See accompanying notes to unaudited consolidated financial statements

1

Tucows Inc.

Consolidated Statements of Operations and Comprehensive Income

(Dollar amounts in U.S. dollars)

(unaudited)

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Net revenues (note 10)	$49,064,327	$44,267,645	$141,014,329	$126,985,121
Cost of revenues (note 10)				
Cost of revenues	30,846,668	28,718,613	89,445,493	83,767,472
Network expenses	1,287,620	1,421,279	3,925,377	4,138,213
Depreciation of property and equipment	278,746	324,166	976,419	803,737
Amortization of intangible assets (note 5)	13,421	11,532	36,485	26,988
Total cost of revenues	32,426,455	30,475,590	94,383,774	88,736,410
Gross profit	16,637,872	13,792,055	46,630,555	38,248,711
Expenses:				
Sales and marketing	5,479,445	4,517,666	15,174,619	12,548,415
Technical operations and development	1,270,107	1,101,581	3,445,118	3,405,052
General and administrative	2,166,217	2,607,917	7,497,752	7,826,405
Depreciation of property and equipment	178,687	63,790	328,877	185,074
Amortization of intangible assets (note 5)	279,126	56,997	613,041	167,209
Impairment of indefinite life intangible assets (note 5)	2,866	18,550	27,745	68,848
Loss (gain) on currency forward contracts (note 4)	22,475	352,738	(96,993)	681,988
Total expenses	9,398,923	8,719,239	26,990,159	24,882,991
Income from operations	7,238,949	5,072,816	19,640,396	13,365,720
Other income (expense):				
Interest expense, net	(135,168)	(78,959)	(301,868)	(161,136)
Other income, net (note 12)	130,147	-	387,787	-
Total other income (expense)	(5,021)	(78,959)	85,919	(161,136)
Income before provision for income taxes	7,233,928	4,993,857	19,726,315	13,204,584
Provision for income taxes (note 7)	2,492,649	1,834,400	6,476,012	4,926,189
Net income before redeemable non-controlling interest	4,741,279	3,159,457	13,250,303	8,278,395
Redeemable non-controlling interest (note 8)	(254,101)	(91,283)	(698,583)	(162,750)

Net loss attributable to redeemable non-controlling interest	254,101	91,283	698,583	162,750
Net income for the period	4,741,279	3,159,457	13,250,303	8,278,395
Other comprehensive income (loss), net of tax				
Unrealized income (loss) on hedging activities (note 4)	(58,821)	(724,336)	516,406	(1,723,247)
Net amount reclassified to earnings (note 4)	131,912	364,330	546,836	1,152,359
Other comprehensive income (loss) net of tax of $41,580 and $198,664 for the three months ended September 30, 2016 and September 30, 2015 and $585,943 and $321,879 for the nine months ended September 30, 2016 and September 30, 2015	73,091	(360,006)	1,063,242	(570,888)
Comprehensive income for the period	$4,814,370	$2,799,451	$14,313,545	$7,707,507
Basic earnings per common share (note 9)	$0.45	$0.29	$1.26	$0.75
Shares used in computing basic earnings per common share (note 9)	10,432,763	10,984,869	10,549,056	11,057,634
Diluted earnings per common share (note 9)	$0.45	$0.28	$1.23	$0.72
Shares used in computing diluted earnings per common share (note 9)	10,619,005	11,372,682	10,736,775	11,469,657

See accompanying notes to unaudited consolidated financial statements

2

Tucows Inc.

Consolidated Statements of Cash Flows

(Dollar amounts in U.S. dollars)

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Cash provided by:				
Operating activities:				
Net income for the period	$4,741,279	$3,159,457	$13,250,303	$8,278,395
Items not involving cash:				
Depreciation of property and equipment	457,433	387,956	1,305,296	988,811
Amortization of debt discount and issuance costs	8,298	-	8,298	-
Amortization of intangible assets	292,547	68,529	649,526	194,197
Impairment of indefinite life intangible asset	2,866	18,550	27,745	68,848
Deferred income taxes (recovery)	926,733	(53,085)	1,630,076	(1,019,254)
Amortization of deferred rent	13,783	7,370	30,447	17,917
Disposal of domain names	4,760	2,866	25,581	20,551
Other income	(128,820)	-	(386,460)	-
Loss (gain) on change in the fair value of forward contracts	(20,114)	99,052	(292,133)	160,394
Stock-based compensation	195,439	128,575	585,854	378,228
Change in non-cash operating working capital:				
Accounts receivable	(1,623,719)	262,149	(4,435,250)	(994,889)
Inventory	(217,741)	(123,047)	(598,658)	(281,491)
Prepaid expenses and deposits	419,939	1,000,287	(939,935)	(892,105)
Prepaid domain name registry and ancillary services fees	(1,271,948)	149,905	(5,170,911)	(2,068,871)
Income taxes recoverable	363,244	1,152,410	1,553,524	1,935,426
Accounts payable	681,303	195,002	(1,993)	202,578
Accrued liabilities	(581,495)	406,920	(1,429,069)	1,517,453
Customer deposits	(943,579)	(199,695)	90,970	253,223
Deferred revenue	1,666,291	140,850	6,772,663	3,185,946
Accreditation fees payable	14,059	(20,621)	51,215	11,425
Net cash provided by operating activities	5,000,558	6,783,430	12,727,089	11,956,782
Financing activities:				
Proceeds received on exercise of stock options	48,376	189,914	107,672	737,369
Payment of tax obligations resulting from net exercise of stock options	(76,537)	-	(318,770)	-
Excess tax benefits from share-based compensation expense	268,565	312,091	714,764	1,400,793
Repurchase of common stock	-	(9,977,495)	(7,180,257)	(18,179,176)

Proceeds received on loan payable	10,989,583	-	16,989,583	3,500,000
Repayment of loan payable	(9,062,500)	-	(9,500,000)	-
Payment of loan payable costs	(383,463)	-	(516,963)	-
Net cash provided by (used in) financing activities	1,784,024	(9,475,490)	296,029	(12,541,014)
Investing activities:				
Additions to property and equipment	(2,091,368)	(710,342)	(3,923,105)	(2,051,124)
Gross proceeds from the waiver of rights to .online registry	-	-	-	6,619,832
Remaining payment for the acquisition of Ting Virginia, LLC., net of cash of $21,423 (note 8)	-	-	-	(357,493)
Acquisition of intangible assets (note 5)	(74,400)	-	(6,324,970)	-
Net cash provided by (used in) investing activities	(2,165,768)	(710,342)	(10,248,075)	4,211,215
Increase in cash and cash equivalents	4,618,814	(3,402,402)	2,775,043	3,626,983
Cash and cash equivalents, beginning of period	5,879,482	15,300,762	7,723,253	8,271,377
Cash and cash equivalents, end of period	$10,498,296	$11,898,360	$10,498,296	$11,898,360
Supplemental cash flow information:				
Interest paid	$93,560	$78,988	$260,506	$175,290
Income taxes paid, net	$927,826	$512,954	$2,507,699	$2,457,225
Supplementary disclosure of non-cash investing and financing activities:				
Property and equipment acquired during the period not yet paid for	$89,860	$63,499	$89,860	$63,499

See accompanying notes to unaudited consolidated financial statements

3

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. Organization of the Company:

Tucows Inc., a Pennsylvania corporation (referred to throughout this report as the “Company”, “Tucows”, “we”, “us” or through similar expressions), together with our consolidated subsidiaries, is a provider of retail mobile phone service and fixed Internet access as well as a global distributor of Internet Services, such as domain name registration, digital certificates and email. The Company’s Internet Services are distributed through its global Internet-based distribution network of Internet service providers, web hosting companies and other companies that provide services to end-users.

We were incorporated under the laws of the Commonwealth of Pennsylvania in November 1992 under the name Infonautics, Inc. In August 2001, we completed our acquisition of Tucows Inc., a Delaware corporation, and we changed our name from Infonautics, Inc. to Tucows Inc. Our principal executive office is located in Toronto, Ontario and we have other offices in the Netherlands, Germany and the United States. Our common stock is listed on NASDAQ under the symbol “TCX” and on the Toronto Stock Exchange under the symbol “TC”.

2. Basis of presentation:

The accompanying unaudited interim consolidated balance sheets, and the related consolidated statements of operations and comprehensive income and cash flows reflect all adjustments, consisting of normal recurring adjustments, that are, in the opinion of management, necessary for a fair presentation of the financial position of Tucows and its subsidiaries as at September 30, 2016 and the results of operations and cash flows for the interim periods ended September 30, 2016 and 2015. The results of operations presented in this Quarterly Report on Form 10-Q are not necessarily indicative of the results of operations that may be expected for future periods.

The accompanying unaudited interim consolidated financial statements have been prepared by Tucows in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosure normally included in the Company's annual audited consolidated financial statements and accompanying notes have been condensed or omitted. These interim consolidated financial statements and accompanying notes follow the same accounting policies and methods of application used in the annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2015 included in Tucows' 2015 Annual Report on Form 10-K filed with the SEC on March 9, 2016.

The Company has reclassified certain prior period income statement amounts and related notes to conform with current period presentation. As a result of these reclassifications, there were no changes to previously reported Income from operations, Net income, Earnings per share, or on previously reported Consolidated Balance Sheets or Consolidated Statements of Cash Flows.

During the three months ended September 30, 2016, the Company identified an immaterial error that affects the classification of certain marketing program costs. Prior to the third quarter of fiscal 2016, the Company recorded the cost for certain marketing credits as Sales and marketing expense which should have been recorded as a reduction in Net revenue. The Statement of Operations and Comprehensive Income and supplemental financial information presented here correctly reflect these marketing credits as a reduction in Net Revenues for all current and comparative periods. This resulted in a decrease in Net Revenues, and a corresponding decrease in Sales and marketing expenses of $0.3 million and $0.9 million for the three months and nine months ended September 30, 2015. For the nine months ended September 30, 2016, Net revenues and Sales and marketing expenses reflect a reduction of $1.1 million for the reclassification of credits for the first six months of fiscal 2016. The Company has evaluated the effect of the above misstatement on its consolidated financial statements for the current and prior periods in accordance with the guidance provided by SEC Staff Accounting Bulletin No. 108, codified as SAB Topic 1.N, "Considering the Effects of Prior Year Misstatement When Quantifying Misstatements in the Current Year Financial Statements," and concluded that the current and prior periods were not materially misstated. These corrections have no impact on previously reported Income from operations, Net income, Earnings per share, or on previously reported Consolidated Balance Sheets or Consolidated Statements of Cash Flows.

There have been no material changes to our significant accounting policies and estimates during the nine months ended September 30, 2016 as compared to the significant accounting policies and estimates described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, except for the adoption of Accounting Standard Update No. 2015-17, *Income Taxes (Topic 740).*

The Company's most significant accounting policies are revenue recognition, property and equipment and derivative financial instruments and are included below:

(a) Revenue recognition

The Company's revenues are derived from domain name registration fees on both a wholesale and retail basis, the sale of domain names, the provisioning of other Internet services and advertising and other revenue. Amounts received in advance of meeting the revenue recognition criteria described below are recorded as deferred revenue.

The Company earns registration fees in connection with each new, renewed and transferred-in registration and from providing provisioning of other Internet services to resellers and registrars on a monthly basis. Service has been provided in connection with registration fees once the Company has confirmed that the requested domain name has been appropriately recorded in the registry under contractual performance standards.

Domain names are generally purchased for terms of one to ten years. Registration fees charged for domain name registration and provisioning services are recognized on a straight-line basis over the life of the contracted term. Other Internet services that are provisioned for annual periods or longer, are recognized on a straight-line basis over the life of the contracted term. Other Internet services that are provisioned on a monthly basis are recognized as services are provided.

For arrangements with multiple deliverables, the Company allocates revenue to each deliverable if the delivered item(s) has value to the customer on a standalone basis and, if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item(s) is considered probable and substantially in the control of the Company. The fair value of the selling price for a deliverable is determined using a hierarchy of (1) Company specific objective and reliable evidence, then (2) third-party evidence, then (3) best estimate of selling price. The Company allocates any arrangement fee to each of the elements based on their relative selling prices.

Revenue generated from the sale of domain names, earned from transferring the rights to domain names under the Company’s control, are recognized once the rights have been transferred and payment has been received in full.

The Company derives revenues from the provisioning of mobile phone and fixed Internet access services primarily through its Ting website. These revenues are recognized once services have been provided. Revenues for wireless services are billed based on the actual amount of monthly services utilized by each customer during their billing cycle on a postpaid basis. The Company’s billing cycle for each customer is computed based on the customer’s activation date. As a result, the Company estimates the amount of revenues earned but not billed from the end of each billing cycle to the end of each reporting period. In addition, revenues associated with the sale of wireless devices and accessories to subscribers is recognized when title and risk of loss is transferred to the subscriber and shipment has occurred. Incentive marketing credits given to customers are recorded as a reduction of revenue.

The Company also generates advertising and other revenue through its online libraries of shareware, freeware and online services presented on its website. Advertising revenue includes revenue derived from cost per action advertising links we display on third party websites who provide syndicated pay-per-click advertising on OpenSRS Domain Expiry Stream domains and the Company's Portfolio Domains. In addition, the Company uses third party partners to derive pay-per-click advertising on the Tucows.com website. Advertising revenue is recognized on a monthly basis based on the number of cost-per-action services that were provided in the month.

Impression based advertising revenue and other revenues are recognized ratably over the period in which it is presented. To the extent that minimum guaranteed impressions are not met, the Company defers recognition of the corresponding revenues until the guaranteed impressions are achieved.

In those cases, where payment is not received at the time of sale, additional conditions for recognition of revenue are that the collection of the related accounts receivable is reasonably assured and the Company has no further performance obligations. The Company records costs that reflect expected refunds, rebates and credit card charge-backs as a reduction of revenues at the time of the sale based on historical experiences and current expectations.

The Company establishes provisions for possible uncollectible accounts receivable and other contingent liabilities which may arise in the normal course of business. Historically, credit losses have been within the Company's expectations and the provisions the Company has established have been appropriate. However, the Company has, on occasion, experienced issues which have led to accounts receivable not being fully collected. Should these issues occur more frequently, additional provisions may be required.

(b) Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is provided on a straight-line basis so as to depreciate the cost of depreciable assets over their estimated useful lives at the following rates:

Asset	**Rate**
Computer equipment	30%
Computer software	$33^{1/3}$% - 100%
Furniture and equipment	20%
Vehicles and tools	20%
Fiber network (years)	15

Customer equipment and installations (years)	3
Leasehold improvements	Over term of lease
Assets under construction	N/A

The Company reviews the carrying values of its property and equipment for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the estimated undiscounted future cash flows expected to result from the use of the group of assets and their eventual disposition is less than their carrying amount, they are considered to be impaired. The amount of the impairment loss recognized is measured as the amount by which the carrying value of the asset exceeds the fair value of the asset, with fair value being determined based upon discounted cash flows or appraised values, depending on the nature of the assets.

Additions to the fiber network are recorded at cost, including all material, labor, vehicle and installation and construction costs and certain indirect costs associated with the construction of cable transmission and distribution facilities. While the Company’s capitalization is based on specific activities, once capitalized, costs are tracked by fixed asset category at the fiber network level and not on a specific asset basis. For assets that are retired, the estimated historical cost and related accumulated depreciation is removed.

(c) Derivative Financial Instruments

During the three and nine months ended September 30, 2016 and the year ended December 31, 2015 ("Fiscal 2015"), the Company used derivative financial instruments to manage foreign currency exchange risk. The Company accounts for these instruments in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815, “Derivatives and Hedging” ("Topic 815"), which requires that every derivative instrument be recorded on the balance sheet as either an asset or liability measured at its fair value as of the reporting date. Topic 815 also requires that changes in the derivative financial instruments’ fair values be recognized in earnings, unless specific hedge accounting and documentation criteria are met (i.e. the instruments are accounted for as hedges). The Company recorded the effective portions of the gain or loss on derivative financial instruments that were designated as cash flow hedges in accumulated other comprehensive income in the accompanying Consolidated Balance Sheets. Any ineffective or excluded portion of a designated cash flow hedge, if applicable, is recognized in net income.

For certain contracts, the Company has not complied with the documentation standards required for its forward foreign exchange contracts to be accounted for as hedges and has, therefore, accounted for such forward foreign exchange contracts at their fair values with the changes in fair value recorded in net income.

The fair value of the forward exchange contracts is determined using an estimated credit adjusted mark-to-market valuation which takes into consideration the Company's and the counterparty's credit risk. The valuation technique used to measure the fair values of the derivative instruments is a discounted cash flow technique, with all significant inputs derived from or corroborated by observable market data, as no quoted market prices exist for the derivative instruments. The discounted cash flow techniques use observable market inputs, such as foreign currency spot and forward rates.

3. Recent accounting pronouncements:

Recent Accounting Pronouncements Adopted

On January 1, 2016, the Company adopted Accounting Standards Updates ("ASU") No. 2015-16, *Business Combinations (Topic 805)*, No. 2015-05, *Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement* and Nos. 2015-03 and 2015-15, *Interest - Imputation of Interest* (*Subtopic 835-30*). The adoption of these Accounting Standards Updates did not have a significant impact on the consolidated financial statements.

On January 1, 2016, the Company elected to early adopt Accounting Standard Update No. 2015-17, *Income Taxes (Topic 740)*, which simplifies the presentation of deferred income taxes, such that deferred tax liabilities and assets be classified as non-current on a balance sheet. The impact of the change on the consolidated balance sheet at December 31, 2015 is the reclassification of $3,243,718 from the deferred tax asset, current portion to deferred tax asset long-term portion.

Recent Accounting Pronouncements Not Yet Adopted

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-15 which addresses eight cash flow classification issues, eliminating the diversity in practice. This ASU is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted. The retrospective transition method, requiring adjustment to all comparative periods presented, is required unless it is impracticable for some of the amendments, in which case those amendments would be prospectively applied as of the earliest date practicable. The Company is currently in the process of evaluating the impact that the adoption of ASU No. 2016-15 will have on its consolidated financial statements.

In June 2016, the FASB issued FASB ASU No. 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. The Company will apply ASU 2016-13 on January 1, 2020. The Company is currently in the process of evaluating the impact that the adoption of ASU 2016-13 will have on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation – Stock Compensation* (Topic 718) (“ASU 2016-09”). The areas for modification under ASU No. 2016-9 involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This guidance is effective for annual and interim reporting periods of public entities beginning after December 15, 2016 (January 1, 2017 for the Company). Early adoption of the standard is permitted as of the beginning of an interim or annual reporting period. Dependent upon the specific amendment, the implementation of the amendments in ASU 2016-05 are to be made on a prospective, retrospective or modified retrospective basis after the date of adoption. The Company is currently in the process of evaluating the impact that the adoption of ASU 2016-09 will have on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-05, *Derivatives and Hedging* (Topic 815) (“ASU 2016-05”). The amendments in ASU 2016-05 clarifies the effect of derivative contract novations on existing hedge accounting relationships whereby a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. This guidance is effective for annual and interim reporting periods of public entities beginning after December 15, 2016 (January 1, 2017 for the Company). Early adoption of the standard is permitted as of the beginning of an interim or annual reporting period. The implementation of the amendments in ASU 2016-05 are to be made on a prospective or modified retrospective basis after the date of adoption. The Company is currently in the process of evaluating the impact that the adoption of ASU 2016-05 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. ASU 2016-02 requires the recognition on the balance sheet of a lease liability to make lease payments by lessees and a right-of-use asset representing its right to use the underlying asset for the lease term. The new guidance will also require significant additional disclosure about the amount, timing and uncertainty of cash flows from leases. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2018 (January 1, 2019 for the Company). The amendments should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company will adopt this guidance in the first quarter of fiscal 2019 and is in the process of evaluating the impact of the adoption of ASU 2016-02 will have on its consolidated financial statements.

In January 2016, the FASB issued Accounting Standards Update ("ASU") 2016-01, *Financial Instruments – Overall (Subtopic 825-10)* which relates to the recognition and measurement of financial assets and financial liabilities. ASU 2016-01 requires that all equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) be measured at fair value with changes in fair value recognized in net income. The new guidance requires the performance of a qualitative assessment for equity investments without readily determinable fair values. The update also requires an entity to present separately in other comprehensive income, the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The guidance is effective for annual and interim reporting periods beginning after December 15, 2017 (January 1, 2018 for the Company). Earlier adoption is not permitted. The Company is in the process of evaluating the impact that the adoption of ASU 2016-1 will have on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which is a comprehensive revenue recognition standard that will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The new standard provides a single principles-based, five-step model to be applied to all contracts with customers, which steps are to (1) identify the contract(s) with the customer, (2) identify the performance obligations in the contracts, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contracts and (5) recognize revenue when each performance obligation is satisfied. More specifically, revenue will be recognized when promised goods or services are transferred to the customer in an amount that reflects the consideration expected in exchange for those goods or services. ASU 2014-09 was set to be effective for interim and annual periods beginning after December 15, 2016. On July 9, 2015, the FASB voted to defer the effective date by one year, such that the new standard will be effective for the Company for the interim and annual reporting periods beginning after December 15, 2017 (January 1, 2018 for the Company). In March 2016, FASB issued ASU No. 2016-08 clarifying the implementation guidance on principal versus agent considerations. In April 2016, FASB issued ASU. No 2016-10 providing further guidance on identifying performance obligations and licensing. In May 2016, FASB issued ASU. No 2016-12 providing guidance related revenue recognition and consideration received. Early adoption of these standards is permitted but not before the original effective date. Companies can transition to the standards either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company does not intend to adopt the standards early and is currently in the process of evaluating the impact that the adoption of ASU 2014-09, ASU 2016-08, ASU 2016-10 and ASU 2016-12 will have on its consolidated financial statements and the selected method of transition to the new standard.

4. Derivative instruments and hedging activities:

Foreign currency forward contracts

In October 2012, the Company entered into a hedging program with a Canadian chartered bank to limit the potential foreign exchange fluctuations incurred on its future cash flows related to a portion of payroll, rent and payments to Canadian domain name registry suppliers that are denominated in Canadian dollars and are expected to be paid by its Canadian operating subsidiary. As part of its risk management strategy, the Company uses derivative instruments to hedge a portion of the foreign exchange risk associated with these costs. The Company does not use these forward contracts for trading or speculative purposes. These forward contracts typically mature between one and eighteen months.

The Company has designated certain of these transactions as cash flow hedges of forecasted transactions under ASC Topic 815. For certain contracts, as the critical terms of the hedging instrument, and the entire hedged forecasted transaction, are the same, in accordance with ASC Topic 815, the Company has been able to conclude that changes in fair value and cash flows attributable to the risk of being hedged are expected to completely offset at inception and on an ongoing basis. Accordingly, unrealized gains or losses on the effective portion of these contracts have been included within other comprehensive income. The fair value of the contracts, as of September 30, 2016, is recorded as derivative instrument assets and derivative instrument liabilities.

As of September 30, 2016, the notional amount of forward contracts that the Company held to sell U.S. dollars in exchange for Canadian dollars was $5.0 million, of which $4.3 million met the requirements of ASC Topic 815 and were designated as hedges (September 30, 2015 - $31.0 million of which $26.4 million were designated as hedges).

As of September 30, 2016, we had the following outstanding forward exchange contracts to trade U.S. dollars in exchange for Canadian dollars:

Maturity date	**Notional amount of U.S. dollars**	**Weighted average exchange rate of U.S. dollars**	**Fair value**
October - December 2016	$4,952,500	1.2885	85,769
	$4,952,500	1.2885	$85,769

Fair value of derivative instruments and effect of derivative instruments on financial performance

The effect of these derivative instruments on our consolidated financial statements as of, and for the nine months ended September 30, 2016, were as follows (amounts presented do not include any income tax effects).

Fair value of derivative instruments in the consolidated balance sheets

Derivatives	**Balance Sheet Location**	**As of September 30, 2016 Fair Value Asset (Liability)**	**As of December 31, 2015 Fair Value Asset (Liability)**
Foreign currency forward contracts designated as cash flow hedges	Derivative instruments	$ (72,498)	$ (1,721,683)
Foreign currency forward contracts not designated as cash flow hedges	Derivative instruments	$ (13,271)	$ (305,403)
Total foreign currency forward contracts	Derivative instruments	$ (85,769)	$ (2,027,086)

9

Movement in Accumulated Other Comprehensive Income ("AOCI") balance for the three months ended September 30, 2016:

	Gains and losses on cash flow hedges	Tax impact	Total AOCI
Opening AOCI balance – June 30, 2016	$(187,169)	$67,868	$(119,301)
Other comprehensive income (loss) before reclassifications	(92,282)	33,461	(58,821)
Amount reclassified from accumulated other comprehensive income	206,953	(75,041)	131,912
Other comprehensive income (loss) for the three months ended September 30, 2016	114,671	(41,580)	73,091
Ending AOCI balance – September 30, 2016	$(72,498)	$26,288	$(46,210)

Movement in Accumulated Other Comprehensive Income ("AOCI") balance for the nine months ended September 30, 2016:

	Gains and losses on cash flow hedges	Tax impact	Total AOCI
Opening AOCI balance – December 31, 2015	$(1,721,683)	$612,231	$(1,109,452)
Other comprehensive income (loss) before reclassifications	791,269	(274,863)	516,406
Amount reclassified from accumulated other comprehensive income	857,916	(311,080)	546,836
Other comprehensive income (loss) for the nine months ended September 30, 2016	1,649,185	(585,943)	1,063,242
Ending AOCI balance – September 30, 2016	$(72,498)	$26,288	$(46,210)

Effects of derivative instruments on income and other comprehensive income (OCI) for the three months ended September 30, 2016 and September 30, 2015 are as follows:

Derivatives in Cash Flow Hedging Relationship	**Amount of Gain or (Loss) Recognized in OCI, net of tax, on Derivative (Effective Portion)**	**Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)**	**Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income, (Effective Portion)**	**Location of Gain or (Loss) Recognized in Income on Derivative (ineffective Portion and Amount Excluded from Effectiveness Testing)**	**Amount of Gain or (Loss) Recognized in Income on Derivative (ineffective Portion and Amount Excluded from Effectiveness Testing)**
Foreign currency forward contracts for the three months ended September 30, 2016	$ 73,091	Operating expenses	$ (156,743)	Operating expenses	$ —
		Cost of revenues	(50,210)	Cost of revenues	—
Foreign currency forward contracts for the three months ended September 30, 2015	$ (360,006)	Operating expenses	$ (488,580)	Operating expenses	$ (130,837)
		Cost of revenues	(76,799)	Cost of revenues	—

11

Effects of derivative instruments on income and other comprehensive income (OCI) for the nine months ended September 30, 2016 and September 30, 2015 are as follows:

Derivatives in Cash Flow Hedging Relationship	**Amount of Gain or (Loss) Recognized in OCI, net of tax, on Derivative (Effective Portion)**	**Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)**	**Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income, (Effective Portion)**	**Location of Gain or (Loss) Recognized in Income on Derivative (ineffective Portion and Amount Excluded from Effectiveness Testing)**	**Amount of Gain or (Loss) Recognized in Income on Derivative (ineffective Portion and Amount Excluded from Effectiveness Testing)**
Foreign currency forward contracts for the nine months ended September 30, 2016	$ 1,063,242	Operating expenses	$ (617,572)	Operating expenses	$ (47,242)
		Cost of revenues	(193,102)	Cost of revenues	—
Foreign currency forward contracts for the nine months ended September 30, 2015	$ (570,889)	Operating expenses	$ (1,375,040)	Operating expenses	$ (179,445)
		Cost of revenues	(413,227)	Cost of revenues	—

In addition to the above, for those foreign currency forward contracts not designated as hedges, the Company has recorded a loss of $39,401 upon settlement and a gain of $20,114 for the change in fair value of outstanding contracts for the three months ended September 30, 2016, in the consolidated statement of operations and comprehensive income. The Company has recorded a loss of $0.1 million upon settlement and a loss of $0.1 million for the change in fair value of the foreign currency forward contracts not designated as hedges for the three months ended September 30, 2015, in the consolidated statement of operations and comprehensive income.

The Company has recorded a loss of $0.1 million upon settlement and a gain of $0.3 million for the change in fair value of the foreign currency forward contracts not designated as hedges for the nine months ended September 30, 2016, in the consolidated statement of operations and comprehensive income. The Company has recorded a loss of $0.3 million upon settlement and a loss of $0.2 million for the change in fair value of the foreign currency forward contracts not designated as hedges for the nine months ended September 30, 2015, in the consolidated statement of operations and comprehensive income.

5. Goodwill and Other Intangible Assets:

Goodwill

Goodwill represents the excess of the purchase price over the fair value of tangible or identifiable intangible assets acquired and liabilities assumed in our acquisitions.

Goodwill consists of the following:

	September 30, 2016	**December 31, 2015**
Boardtown Corporation	$2,044,847	$2,044,847
Hosted Messaging Assets of Critical Path	4,072,297	4,072,297
Innerwise Inc.	5,801,040	5,801,040
Mailbank.com Inc.	6,072,623	6,072,623
EPAG Domainservices GmbH	882,320	882,320
Ting Fiber Inc.	1,426,893	1,426,893
Ting Virginia Inc.	705,123	705,123
Total	$21,005,143	$21,005,143

The Company’s goodwill relates 90% to its Domain Services operating segment and 10% to its Network Access Services – Other Services operating segment.

Goodwill is not amortized, but is subject to an annual impairment evaluation.

Other Intangible Assets:

Intangible assets consist of network rights, brand, customer relationships, surname domain names and our portfolio of domain names. As reflected in the table below, these balances are being amortized on a straight-line basis over the life of the intangible assets, except for the surname domain names and direct navigation domain names, which have been determined to have an indefinite life and which are evaluated at least annually for impairment.

A summary of acquired intangible assets for the three months ended September 30, 2016 is as follows:

	Surname domain names	**Direct navigation domain names**	**Brand**	**Customer relationships**	**Network rights**	**Total**
Amortization period	**indefinite life**	**indefinite life**	**7 years**	**4 - 7 years**	**15 years**	
Balances, June 30, 2016	$11,314,043	$1,876,930	$64,250	$6,431,929	$630,416	$20,317,568
Acquisition of customer relationships	-	-	-	74,400	-	74,400
Additions to/(disposals from) domain portfolio, net	(1,622)	(3,138)	-	-	-	(4,760)
Impairment of indefinite life intangible assets	(1,298)	(1,568)	-	-	-	(2,866)
Amortization expense	-	-	(7,710)	(273,305)	(11,532)	(292,547)
Balances September 30, 2016	$11,311,123	$1,872,224	$56,540	$6,233,024	$618,884	$20,091,795

13

A summary of acquired intangible assets for the nine months ended September 30, 2016 is as follows:

Amortization period	**Surname domain names indefinite life**	**Direct navigation domain names indefinite life**	**Brand 7 years**	**Customer relationships 4 - 7 years**	**Network rights 15 years**	**Total**
Balances, December 31, 2015	$11,339,355	$1,897,318	$79,670	$ 499,854	$653,480	$14,469,677
Acquisition of customer relationships	-	-	-	6,324,970	-	6,324,970
Additions to/(disposals from) domain portfolio, net	(5,192)	(20,389)	-	-	-	(25,581)
Impairment of indefinite life intangible assets	(23,040)	(4,705)	-	-	-	(27,745)
Amortization expense	-	-	(23,130)	(591,800)	(34,596)	(649,526)
Balances September 30, 2016	$11,311,123	$1,872,224	$56,540	$ 6,233,024	$618,884	$20,091,795

The following table shows the estimated amortization expense for each of the next 5 years, assuming no further additions to acquired intangible assets are made:

	Year ending December 31,
Remainder of 2016	$294,519
2017	1,178,078
2018	1,073,638
2019	950,090
2020	950,090
Thereafter	2,462,035
Total	$6,908,450

As of September 30, 2016, the accumulated amortization for the definite life intangible assets was $6.6 million.

With regard to indefinite life intangible assets, as part of our normal renewal process we assessed that certain domain names that were acquired in the June 2006 acquisition of Mailbank.com Inc. and that were up for renewal should not be renewed. Accordingly, for the three months ended September 30, 2016, domain names, with a book value of $2,866 (three months ended September 30, 2015 - $18,550) were not renewed and were recorded as an impairment of indefinite life intangible assets. For the nine months ended September 30, 2016, domain names, with a book value of $27,745 (nine months ended September 30, 2015 - $68,848), were not renewed and were recorded as an impairment of indefinite life intangible assets.

On April 1, 2016, the Company acquired the international reseller channel from Melbourne IT Limited for consideration of $6.0 million, excluding legal and registry related transaction costs of $0.2 million. The acquired assets were funded through a $6.0 million advance under the 2012 Demand Loan Facilities on March 31, 2016. These assets have been assigned to Other Intangible Assets, Customer Relationships and are being amortized over 7 years.

6. Loan payable:

On August 18, 2016, the Company entered into a secured Credit Agreement (the “2016 Credit Agreement”) with Bank of Montreal (“BMO” or the “Administrative Agent”) and Royal Bank of Canada (collectively with BMO, the “Lenders”) to establish a credit facility (the “2016 Credit Facility”) that refinanced and replaced the Company's prior credit facility with BMO.

2016 Credit Facility

The obligations of the Company under the 2016 Credit Facility are secured by a first priority lien on substantially all of the personal property and assets of the Company.

The 2016 Credit Facility has a five-year term. Under the 2016 Credit Facility, the Company has access to an aggregate of up to $75 million in funds (inclusive of a $15 million accordion facility described below) that are available as follows:

- a $5 million revolving credit facility (“Facility A”);
- a $15 million revolving reducing term facility (“Facility B”); and
- a $40 million non-revolving facility (“Facility C”).

Borrowings under the 2016 Credit Facility accrue interest and standby fees at variable rates based on borrowing elections by the Company and the Company's Total Funded Debt to EBITDA as described below. The purpose of Facility A is for general working capital and general corporate requirements, while Facility B and Facility C support share repurchases, acquisitions and capital expenditures associated with the Company's Fiber to the Home program ("FTTH").

The repayment terms for Facility A require monthly interest payments with any final principal payment becoming due upon maturity of the 2016 Credit Facility. Under the repayment terms for Facility B, at December 31st of each year, balances drawn during the year that remain outstanding will become payable on a quarterly basis commencing the first quarter of the following year, for the period of amortization based on the purpose of the draw. For Facility C, each draw will become payable beginning the first full quarter post initial draw for the period of amortization based on the purpose of the draw. The amortization periods for Facility B and Facility C are based on the purposes of the draws as follows: draws for share repurchases are repaid over four years, draws for acquisitions over five years and draws for FFTH capital expenditures over seven years. The 2016 Credit Facility includes a mechanism that is triggered based on the Company's Total Funded Debt to EBITDA calculation at the end of each fiscal year. If Total Funded Debt to EBITDA exceeds 2.0:1 at December 31 of each year during the term, the Company is obligated to make a repayment of 50% of the Excess Cash Flow as defined under the agreement.

At September 30th, 2016, there was no outstanding balance under Facility A (December 31, 2015 – nil), $6.0 million outstanding under Facility B (December 31, 2015 – nil) and $5.0 million outstanding under Facility C (December 31, 2015 – nil).

In addition, under the terms of the 2016 Credit Facility, the Company has the option, based on 60 days prior written notice and subject to approval by the Banks, to increase the size of Facility C by up to $15 million.

Borrowings under the 2016 Credit Facility will accrue interest and standby fees based on the Company's Total Funded Debt to EBITDA ratio and the availment type as follows:

If Total Funded Debt to EBITDA is less than 1.00, then:

- Canadian dollar borrowings based on Bankers' Acceptance ("CDN$ Bankers' Acceptance Borrowings") or U.S. dollar borrowings based on LIBOR ("US$ LIBOR Borrowings") will be at 2.00% margin;
- Canadian dollar borrowings based on Prime Rate ("CDN$ Prime Rate Borrowings"), U.S. dollar borrowings based on Prime Rate ("US$ Prime Rate Borrowings") or U.S. dollar borrowings based on Base Rate ("US$ Base Rate Borrowings") will be at 0.75% margin; and
- Standby fees will be at 0.40%.

If Total Funded Debt to EBITDA is greater than or equal to 1.00 and less than 2.00, then:

CDN$ Bankers’ Acceptance Borrowings or US$ LIBOR Borrowings will be at 2.25% margin;
CDN$ Prime Rate Borrowings, US$ Prime Rate Borrowings or US$ Base Rate Borrowings will be at 1.00% margin; and
Standby fees will be at 0.45%.

If Total Funded Debt to EBITDA is greater than or equal to 2.00, then:

CDN$ Bankers’ Acceptance Borrowings or US$ LIBOR Borrowings will be at 2.75% margin;
CDN$ Prime Rate Borrowings, US$ Prime Rate Borrowings or US$ Base Rate Borrowings will be at 1.50% margin; and
Standby fees will be at 0.55%.

Prior to the Company entering into the 2016 Credit Facility, the Company had credit agreements (collectively the “Amended Credit Facility”) with BMO that were amended on November 19, 2012, and which provided it with access to two revolving demand loan facilities (the “2012 Demand Loan Facilities”), a treasury risk management facility, an operating demand loan and a credit card facility. In connection with the 2016 Credit Facility, the Company repaid its outstanding indebtedness of the 2012 Demand Loan Facilities. With the settlement of the outstanding indebtedness, the 2012 Demand Loan Facilities and the operating demand loan were simultaneously terminated and the outstanding balances were fully repaid through advances on the 2016 Credit Facility. The Company continues to have access to the treasury risk management facility and credit card facility.

In connection with establishing the 2016 Credit Facility, the Company incurred $0.5 million of fees paid to the lenders and debt issuance costs which have been reflected as a reduction to the carrying value of the loan payable and will be amortized over the five-year term of the credit facility. For the three and nine months ended September 30, 2016, the Company amortized $8,298 as interest expense (three and nine months ended September 30, 2015 - $0).

	September 30, 2016	December 31, 2015
2012 Demand Loan Facilities	-	3,500,000
2016 Credit Facility B	6,000,000	-
2016 Credit Facility C	4,989,583	-
Total loan payable	10,989,583	3,500,000
Less: loan payable, current portion	1,933,110	3,500,000
Less: unamortized debt discount and issuance costs	508,665	-
Loan payable, long-term portion	8,547,808	-

Treasury Risk Management Facility

The Amended Credit Facility also provides for a $3.5 million settlement risk line to assist the Company with hedging Canadian dollar exposure through foreign exchange forward contracts and/or currency options. Under the terms of the Amended Credit Facility, the Company may enter into such agreements at market rates with terms not to exceed 18 months. As of September 30, 2016, the Company held contracts in the amount of $5.0 million to trade U.S. dollars in exchange for Canadian dollars.

General Terms

The 2016 Credit Facility contains customary representations and warranties, affirmative and negative covenants, and events of default. The 2016 Credit Facility requires that the Company comply with certain customary non-financial covenants and restrictions. In addition, the Company has agreed to comply with the following financial covenants at all times, which are to be calculated on a rolling four quarter basis: (i) maximum Total Funded Debt to EBITDA Ratio of 2.25:1 until March 31, 2017 and 2.00:1 thereafter; and (ii) minimum Fixed Charge Coverage Ratio of 1.20:1. Further, the Company's maximum annual Capital Expenditures cannot exceed $22 million per year, which limit will be reviewed on an annual basis. In addition, funded share repurchases are not to exceed $20 million, or up to $40 million so long as the total loans related to share repurchases do not exceed 1.5 times of trailing twelve months EBITDA. As at and for the period ending September 30, 2016, the Company was in compliance with these covenants.

7. Income taxes

For the three months ended September 30, 2016, the Company recorded a provision for income taxes of $2.5 million on income before income taxes of $7.2 million, using an estimated effective tax rate for the fiscal year ending December 31, 2016 (“Fiscal 2016”) adjusted for certain minimum state taxes. Comparatively, for the three months ended September 30, 2015, the Company recorded a provision for income taxes of $1.8 million on income before taxes of $5.0 million, using an estimated effective tax rate for the 2015 fiscal year.

For the nine months ended September 30, 2016, the Company recorded a provision for income taxes of $6.5 million on income before income taxes of $19.7 million, using an estimated effective tax rate for Fiscal 2016 adjusted for certain minimum state taxes. Comparatively, for the nine months ended September 30, 2015, the Company recorded a provision for income taxes of $4.9 million on income before taxes of $13.2 million, using an estimated effective tax rate for its fiscal year ending December 31, 2015.

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the years in which those temporary differences become deductible. The Company considers projected future taxable income, uncertainties related to the industry in which we operate, and tax planning strategies in making this assessment.

The Company follows the provisions of FASB ASC Topic 740, Income Taxes to account for income tax exposures. The application of this interpretation requires a two-step process that separates recognition of uncertain tax benefits from measurement thereof.

The Company had approximately $0.1 million of total gross unrecognized tax benefit as of September 30, 2016 and as of December 31, 2015, which if recognized would favorably affect its income tax rate in future periods. The unrecognized tax benefit relates primarily to prior year Pennsylvania state franchise taxes. The Company recognizes accrued interest and penalties related to income taxes in income tax expense. The Company did not have significant interest and penalties accrued at September 30, 2016 and December 31, 2015, respectively.

8. Acquisitions:

On February 27, 2015, Ting Fiber, Inc., one of our wholly owned subsidiaries, acquired a 70% ownership interest in the newly formed Ting Virginia, LLC and its subsidiaries, Blue Ridge Websoft, LLC (doing business as Blue Ridge Internet Works), Fiber Roads, LLC and Navigator Network Services, LLC (the “BRI Group”) for consideration of approximately $3.5 million. The Company advanced in escrow $3,125,000 during the year ended December 31, 2014, and paid the remaining purchase price of $357,493 during the year ended December 31, 2015. Ting Virginia, LLC was an independent Internet service provider in Charlottesville, Virginia, doing business primarily as Blue Ridge Internet Works. The BRI Group provides high speed internet access, Internet hosting and network consulting services to over 3,000 customers in central Virginia. The purchase price was primarily satisfied through an advance under our 2012 DLR Loan facility.

Ting Fiber Inc. and the selling shareholders (the “Minority Shareholders”) also agreed to certain put and call options with regard to the remaining 30% interest in Ting Virginia, LLC retained by the Minority Shareholders. On the second anniversary of the closing date, Ting Fiber, Inc. may exercise a call option to purchase an additional 20% ownership interest in Ting Virginia, LLC. Contingent upon the exercise of the call option by Ting Fiber, Inc., the Minority Shareholders may exercise a put option within 7 days following the exercise of the call option by Ting Fiber, Inc., to sell their remaining 10% ownership interest in Ting Virginia, LLC. The consideration to be exchanged for the shares acquired or sold under the options shall be $100,000 per percentage point of the additional equity interest acquired.

In addition, on the fourth anniversary of the closing date, the Minority Shareholders may exercise a put option under which Ting Fiber, Inc. shall be obligated to purchase the Minority Shareholders’ remaining interest for $120,000 per percentage point of the additional equity interest acquired.

The Company has determined that the put options described above are embedded within the non-controlling interest shares that are subject to the put options. The redemption feature requires classification of the Minority Shareholders’

Interest in the Consolidated Balance Sheets outside of equity under the caption “Redeemable non-controlling interest”. The present value of the liability at the acquisition date was \$3,000,000 and is being accreted to the estimated liability amount using a discount rate of 5% over a period of four years from the acquisition date. During the three and nine months ended September 30, 2016, this amount was increased by \$12,398 and \$37,044, respectively, (\$12,199 and \$24,349 for the three and nine months ended September 30, 2015, respectively) to \$3,073,642, to reflect the present value of this Redeemable non-controlling interest as at September 30, 2016.

The purchase consideration is comprised as follows:

Cash	$3,135,140
Less refund from working capital adjustment	(50,000)
Repayment of debt	418,775
Redeemable non-controlling interest	3,000,000
	$6,503,915

The following table represents the finalized purchase price allocation based on the fair values of the assets

Current assets (including cash of $21,423)	$338,577
Current liabilities	(529,702)
Property and equipment, including:	
Fiber network	3,456,024
Computer equipment	200,000
Furniture and equipment	5,000
Vehicles	92,000
Leasehold improvements	50,000
Intangible assets, including:	
Network rights	692,000
Customer relationships	68,000
Goodwill	2,132,016
Net assets acquired	$6,503,915

9. Basic and diluted earnings per common share:

Basic earnings per common share has been calculated by dividing net income for the period by the weighted average number of common shares outstanding during each period. Diluted earnings per share has been calculated by dividing net income for the period by the weighted average number of common shares and potentially dilutive common shares outstanding during the period. In computing diluted earnings per share, the treasury stock method is used to determine the number of shares assumed to be purchased from the conversion of common share equivalents or the proceeds of option exercises.

The following table is a summary of the basic and diluted earnings per common share:

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Numerator for basic and diluted earnings per common share:				
Net income for the period	$4,741,279	$3,159,457	$13,250,303	$8,278,395
Denominator for basic and diluted earnings per scommon share:				
Basic weighted average number of common shares outstanding	10,432,763	10,984,869	10,549,056	11,057,634
Effect of outstanding stock options	186,242	387,813	187,719	412,023
Diluted weighted average number of shares outstanding	10,619,005	11,372,682	10,736,775	11,469,657
Basic earnings per common share	$0.45	$0.29	$1.26	$0.75
Diluted earnings per common share	$0.45	$0.28	$1.23	$0.72

For the three months ended September 30, 2016, outstanding options to purchase 76,750 common shares were not included in the computation of diluted income per common share because all such options had exercise prices greater than the average market price of the common shares.

For the nine months ended September 30, 2016, outstanding options to purchase 95,950 common shares were not included in the computation of diluted income per common share because all such options had exercise prices greater than the average market price of the common shares.

During the three months ended September 30, 2016, no common shares were repurchased and for the nine months ended September 30, 2016, 308,416 common shares were repurchased and cancelled under the terms of our stock repurchase program announced in February 2016.

During the three and nine months ended September 30, 2015, 398,000 and 637,502 common shares were repurchased and cancelled under the terms of our stock repurchase program announced in February 2015.

During the nine months ended September 30, 2015, 193,907 common shares were repurchased and cancelled under the terms of a modified Dutch auction tender offer announced in December 2014 and concluded in January 2015.

The computation of earnings per share and diluted earnings per share for the three and nine months ended September 30, 2016 and 2015 include reductions in the number of shares outstanding due to these repurchases.

10. Segment reporting:

(a) We are organized and managed based on three operating segments which are differentiated primarily by their services, the markets they serve and the regulatory environments in which they operate and are described as follows:

1. Network Access - Mobile Services - This segment derives revenue from the sale of mobile phones and telephony services to individuals and small businesses through the Ting website. Revenues are generated in the United States.

2. Network Access - Other Services - This segment derives revenue from the provisioning of high speed Internet access, Internet hosting and consulting services. Revenues are generated in the United States.

3. Domain Services – This segment includes wholesale and retail domain name registration services, value added services and portfolio services. The Company primarily earns revenues from the registration fees charged to resellers in connection with new, renewed and transferred domain name registrations; the sale of retail Internet domain name registration and email services to individuals and small businesses; and by making its portfolio of domain names available for sale or lease. Domain Services revenues are attributed to the country in which the contract originates, primarily Canada.

The Chief Executive Officer is the chief operating decision maker and regularly reviews the operations and performance by segment. The chief operating decision maker reviews gross profit as a key measure of performance for each segment and to make decisions about the allocation of resources. Sales and marketing expenses, technical operations and development expenses, general and administrative expenses, depreciation of property and equipment, amortization of intangibles assets, impairment of indefinite life intangible assets, loss (gain) on currency forward contracts, other income (expense), and provision for income taxes, are organized along functional lines and are not included in the measurement of segment profitability. Total assets and total liabilities are centrally managed and are not reviewed at the segment level by the chief operating decision maker.

Information by operating segments, which is regularly reported to the chief operating decision maker is as follows:

	Network Access (1)		Domain Name Services	Consolidated Totals
Three months ended September 30, 2016	**Mobile Services**	**Other Services**		
Net Revenues	$18,374,906	878,157	29,811,264	$49,064,327
Cost of revenues				
Cost of revenues	9,087,274	501,909	21,257,485	30,846,668
Network expenses	291,581	215,547	780,492	1,287,620
Depreciation of property and equipment	-	258,042	20,704	278,746
Amortization of intangible assets	-	13,421	-	13,421
Total cost of revenues	9,378,855	988,919	22,058,681	32,426,455
Gross Profit	8,996,051	(110,762)	7,752,583	16,637,872
Expenses:				
Sales and marketing				5,479,445
Technical operations and development				1,270,107
General and administrative				2,166,217
Depreciation of property and equipment				178,687
Amortization of intangible assets				279,126
Impairment of indefinite life intangible assets				2,866
Loss on currency forward contracts				22,475
Income from operations				7,238,949
Other income (expenses), net				(5,021)
Income before provision for income taxes				$7,233,928

(1) Network access includes Mobile Services and Other Services. Other Services includes the provisioning of high speed Internet access, Internet hosting and network consulting services.

	Network Access (1)		Domain Name Services	Consolidated Totals
Three months ended September 30, 2015	**Mobile Services**	**Other Services**		
Net Revenues	$15,359,066	916,358	27,992,221	$44,267,645
Cost of revenues				

Cost of revenues	8,776,286	373,586	19,568,741	28,718,613
Network expenses	27,889	177,266	1,216,124	1,421,279
Depreciation of property and equipment	-	147,250	176,916	324,166
Amortization of intangible assets	-	11,532	-	11,532
Total cost of revenues	8,804,175	709,634	20,961,781	30,475,590
Gross Profit	6,554,891	206,724	7,030,440	13,792,055
Expenses:				
Sales and marketing				4,517,666
Technical operations and development				1,101,581
General and administrative				2,607,917
Depreciation of property and equipment				63,790
Amortization of intangible assets				56,997
Impairment of indefinite life intangible assets				18,550
Loss on currency forward contracts				352,738
Income from operations				5,072,816
Other income (expensees), net				(78,959)
Income before provision for income taxes				$4,993,857

(1) Network access includes Mobile Services and Other Services. Other Services includes the provisioning of high speed Internet access, Internet hosting and network consulting services.

20

Nine months ended September 30, 2016	Network Access (1)		Domain Name Services	Consolidated Totals
	Mobile Services	Other Services		
Net Revenues	$52,287,808	2,732,628	85,993,893	$141,014,329
Cost of revenues				
Cost of revenues	27,026,242	1,360,153	61,059,098	89,445,493
Network expenses	364,731	576,720	2,983,926	3,925,377
Depreciation of property and equipment	-	655,104	321,315	976,419
Amortization of intangible assets	-	36,485	-	36,485
Total cost of revenues	27,390,973	2,628,462	64,364,339	94,383,774
Gross Profit	24,896,835	104,166	21,629,554	46,630,555
Expenses:				
Sales and marketing				15,174,619
Technical operations and development				3,445,118
General and administrative				7,497,752
Depreciation of property and equipment				328,877
Amortization of intangible assets				613,041
Impairment of indefinite life intangible assets				27,745
Loss on currency forward contracts				(96,993)
Income from operations				19,640,396
Other income (expensees), net				85,919
Income before provision for income taxes				$19,726,315

(1) Network access includes Mobile Services and Other Services. Other Services includes the provisioning of high speed Internet access, Internet hosting and network consulting services.

Nine months ended September 30, 2015	Network Access (1)		Domain Name Services	Consolidated Totals
	Mobile Services	Other Services		
Net Revenues	$41,636,125	2,350,207	82,998,789	$126,985,121
Cost of revenues				
Cost of revenues	23,902,466	1,068,013	58,796,993	83,767,472
Network expenses	66,057	437,856	3,634,300	4,138,213

Depreciation of property and equipment	-	281,061	522,676	803,737
Amortization of intangible assets	-	26,988	-	26,988
Total cost of revenues	23,968,523	1,813,918	62,953,969	88,736,410
Gross Profit	17,667,602	536,289	20,044,820	38,248,711
Expenses:				
Sales and marketing				12,548,415
Technical operations and development				3,405,052
General and administrative				7,826,405
Depreciation of property and equipment				185,074
Amortization of intangible assets				167,209
Impairment of indefinite life intangible assets				68,848
Loss on currency forward contracts				681,988
Income from operations				13,365,720
Other income (expensees), net				(161,136)
Income before provision for income taxes				$13,204,584

(1) Network access includes Mobile Services and Other Services. Other Services includes the provisioning of high speed Internet access, Internet hosting and network consulting services.

(b) The following is a summary of the Company's revenue earned from each significant revenue stream:

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Network Access Services:				
Mobile Services	$18,374,906	$15,359,066	$52,287,808	$41,636,125
Other Services	878,157	916,358	2,732,628	2,350,207
Total Network Access Services	19,253,063	16,275,424	55,020,436	43,986,332
Domain Services:				
Wholesale				
Domain Services	22,955,731	21,124,406	65,879,375	63,582,585
Value Added Services	2,226,977	2,399,638	6,834,086	6,995,528
Total Wholesale	25,182,708	23,524,044	72,713,461	70,578,113
Retail	3,721,032	3,220,335	10,747,456	9,278,472
Portfolio	907,524	1,247,842	2,532,976	3,142,204
Total Domain Services	29,811,264	27,992,221	85,993,893	82,998,789
	$49,064,327	$44,267,645	$141,014,329	$126,985,121

During the three and nine months ended September 30, 2016 and 2015, no customer accounted for more than 10% of total revenue. As at September 30, 2016 and 2015, no customer accounted for more than 10% of accounts receivable.

(c) The following is a summary of the Company's cost of revenues from each significant revenue stream:

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Network Access Services:				
Mobile Services	$9,087,274	$8,776,286	$27,026,242	$23,902,466
Other Services	501,909	373,586	1,360,153	1,068,013
Total Network Access Services	9,589,183	9,149,872	28,386,395	24,970,479
Domain Services:				
Wholesale				
Domain Services	18,934,555	17,482,420	54,215,215	52,773,403
Value Added Services	463,369	487,428	1,401,821	1,525,181

Total Wholesale	19,397,924	17,969,848	55,617,036	54,298,584
Retail	1,727,867	1,430,418	4,968,659	3,984,320
Portfolio	131,694	168,475	473,403	514,089
Total Domain Services	21,257,485	19,568,741	61,059,098	58,796,993
Network Expenses:				
Network, other costs	1,287,620	1,421,279	3,925,377	4,138,213
Network, depreciation and amortization costs	292,167	335,698	1,012,904	830,725
	1,579,787	1,756,977	4,938,281	4,968,938
	$32,426,455	$30,475,590	$94,383,774	$88,736,410

(d) The following is a summary of the Company’s property and equipment by geographic region:

	September 30, 2016	**December 31, 2015**
Canada	$974,619	$1,225,236
United States	8,592,697	5,847,666
Germany	49,831	53,774
	$9,617,147	$7,126,676

(e) The following is a summary of the Company's amortizable intangible assets by geographic region:

	September 30, 2016	**December 31, 2015**
Canada	$5,881,032	$-
United States	650,997	702,594
Germany	376,420	530,410
	$6,908,449	$1,233,004

(f) The following is a summary of the Company's deferred tax asset by geographic region:

	September 30, 2016	**December 31, 2015**
Canada	$5,355,575	$7,621,092
	$5,355,575	$7,621,092

(g) Valuation and qualifying accounts:

Allowance for doubtful accounts exclusding provision for credit notes	**Balance at beginning of period**	**Charged to (recovered) costs and expenses**	**Write-offs during period**	**Balance at end of period**
Nine months ended September 30, 2016	$ 122,095	$ 26,076	$ -	$148,171
Year ended December 31, 2015	$ 125,766	$ (3,671)	$ -	$122,095

11. Commitments and contingencies:

The Company is involved in various legal claims and lawsuits in connection with its ordinary business operations. The Company intends to vigorously defend these claims. While the final outcome with respect to any actions or claims outstanding or pending as of September 30, 2016 cannot be predicted with certainty, management does not believe that the resolution of these claims, individually or in the aggregate, will have a material adverse effect on the Company's financial position.

12. Other income, net:

In February 2015, we waived our rights under the proposed joint venture to operate the .online registry and instead entered into a Joint Marketing agreement with our venture partners under which our original capital contributions have been returned and a set of go-forward marketing arrangements have been created instead. Under the terms of the agreement, the Company has undertaken to provide certain marketing support for .online registry and has agreed to certain volume commitments during the term of the agreement. The Joint Marketing Agreement is for a term of three years and commenced in November 2015. The Company generated a gain of $1.5 million for waiving its rights and entering the Joint Marketing Agreement. The gain is being recognized over the term of three years. An amount of $0.1 million of this gain was recognized during the three months ended September 30, 2016 and $0.4 million of the gain for the nine months ended September 30, 2016 (the amount was $0 for the three and nine months ended September 30, 2015).

13. Stockholders' Equity:

The following unaudited table summarizes stockholders' equity transactions for the three month period ended September 30, 2016:

	Common stock Number	Amount	Additional paid in capital	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Total stockholders' equity
Balances, June 30, 2016	10,422,453	$14,295,907	$2,234,541	$12,866,227	$ (119,301)	$29,277,374
Exercise of stock options	31,065	105,419	(57,043)	-	-	48,376
Shares deducted from exercise of stock options for payment of witholding taxes and exercise consideration	(5,235)	-	(76,537)	-	-	(76,537)
Income tax effect related to stock options exercised	-	-	268,565	-	-	268,565
Stock-based compensation (note 14)	-	-	195,439	-	-	195,439
Net income	-	-	-	4,741,279	-	4,741,279
Accretion of redeemable non-controlling interest in Ting Virginia, LLC.	-	-	-	(12,398)	-	(12,398)
Other comprehensive income (loss)	-	-	-	-	73,091	73,091
Balances, September 30, 2016	10,448,283	$14,401,326	$2,564,965	$17,595,108	$ (46,210)	$34,515,189

The following unaudited table summarizes stockholders' equity transactions for the nine month period ended September 30, 2016:

	Common stock Number	Amount	Additional paid in capital	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Total stockholders' equity
Balances, December 31, 2015	10,685,599	$14,530,633	$8,526,395	$4,381,849	$ (1,109,452)	$26,329,425

Exercise of stock options	94,602	291,332	(183,660)	-	-	107,672
Shares deducted from exercise of stock options for payment of witholding taxes and exercise consideration	(23,502)	-	(318,770)	-	-	(318,770)
Repurchase and retirement of shares (note 13)	(308,416)	(420,639)	(6,759,618)	-	-	(7,180,257)
Income tax effect related to stock options exercised	-	-	714,764	-	-	714,764
Stock-based compensation (note 14)	-	-	585,854	-	-	585,854
Net income	-	-	-	13,250,303	-	13,250,303
Accretion of redeemable non-controlling interest in Ting Virginia, LLC.	-	-	-	(37,044)	-	(37,044)
Other comprehensive income (loss)	-	-	-	-	1,063,242	1,063,242
Balances, September 30, 2016	10,448,283	$14,401,326	$2,564,965	$17,595,108	$ (46,210)	$34,515,189

On February 9, 2016, the Company announced that its Board of Directors had approved a stock buyback program to repurchase up to $40 million of its common stock in the open market. Purchases will be made exclusively through the facilities of the NASDAQ Capital Market. The stock buyback program commenced on February 10, 2016 and will terminate on or before February 9, 2017. The Company repurchased nil and 308,416 shares under this program for the three and nine months ended September 30, 2016 for a total of nil and $7.2 million, respectively.

On February 11, 2015, the Company announced that its Board of Directors had approved a stock buyback program to repurchase up to $20 million of its common stock in the open market. Purchases were made exclusively through the facilities of the NASDAQ Capital Market. The stock buyback program commenced on February 16, 2015 and was terminated on February 9, 2016. The Company did not repurchase any shares under this program during the nine months ended September 30, 2016. The Company repurchased 398,000 and 637,502 shares under this program during the three and nine months ended September 30, 2015 for a total of $10.0 million and $14.5 million, respectively.

On January 7, 2015, the Company announced that it successfully concluded the Tender Offer that was previously announced on December 8, 2014. Under the terms of the offer, for the nine months ended September 30, 2015, the Company repurchased an aggregate of 193,907 shares of its common stock at a purchase price of $18.50 per share, for a total of $3.6 million, excluding transaction costs of approximately $70,000. All shares purchased in the Tender Offer received the same price and all shares repurchased were immediately retired.

14. Share-based payments

(a) Stock options

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model, consistent with the guidance on stock compensation. Because option-pricing models require the use of subjective assumptions, changes in these assumptions can materially affect the fair value of the options. The assumptions presented in the table below represent the weighted average of the applicable assumption used to value stock options at their grant date. The Company calculates expected volatility based on historical volatility of the Company's common shares. The expected term, which represents the period of time that options granted are expected to be outstanding, is estimated based on historical exercise experience. The Company evaluated historical exercise behavior when determining the expected term assumptions. The risk-free rate assumed in valuing the options is based on the U.S. Treasury yield curve in effect at the time of grant for the expected term of the option. The Company determines the expected dividend yield percentage by dividing the expected annual dividend by the market price of our common shares at the date of grant.

Details of stock option transactions for the three months ended September 30, 2016 and September 30, 2015 are as follows:

	Three months ended September 30, 2016		**Three months ended September 30, 2015**	
	Number of shares	**Weighted average exercise price per share**	**Number of shares**	**Weighted average exercise price per share**
Outstanding, beginning of period	502,590	$ 11.30	827,076	$ 6.69
Granted	18,750	27.53	22,500	24.96
Exercised	(31,065)	3.80	(41,404)	4.59
Forfeited	-	-	(3,677)	9.63
Expired	-	-	-	-
Outstanding, end of period	490,275	12.39	804,495	7.30
Options exercisable, end of period	306,553	$ 9.16	580,721	$ 4.85

Details of stock option transactions for the nine months ended September 30, 2016 and September 30, 2015 are as follows:

	Nine months ended September 30, 2016		**Nine months ended September 30, 2016**	
	Number of shares	**Weighted average exercise price per share**	**Number of shares**	**Weighted average exercise price per share**
Outstanding, beginning of period	513,366	$ 9.24	976,062	$ 6.23
Granted	81,750	22.66	67,500	21.26
Exercised	(94,602)	3.75	(229,057)	3.22
Forfeited	(9,489)	17.23	(8,135)	11.43
Expired	(750)	3.76	(1,875)	2.40
Outstanding, end of period	490,275	12.39	804,495	7.30
Options exercisable, end of period	306,553	$ 9.16	580,721	$ 4.85

As of September 30, 2016, the exercise prices, weighted average remaining contractual life and intrinsic values of outstanding options were as follows:

	Options outstanding				**Options exercisable**			
Exercise price	**Number outstanding**	**Weighted average exercise price per share**	**Weighted average remaining contractual life (years)**	**Aggregate intrinsic value**	**Number exercisable**	**Weighted average exercise price per share**	**Weighted average remaining contractual life (years)**	**Aggregate intrinsic value**
$ 2.80 -$ 4.48	63,920	$ 2.99	1.4	$1,854,420	63,920	$ 2.99	1.4	$1,854,420
$ 5.52 -$ 8.92	174,680	6.62	2.7	4,432,845	151,258	6.50	2.5	3,857,578
$ 10.16 -$14.67	29,375	10.83	4.0	621,819	10,625	12.02	3.7	212,319
$ 15.51 -$19.95	131,800	17.36	4.8	1,929,101	62,000	16.76	4.5	944,965
$ 21.10 -$27.53	90,500	23.43	5.5	775,353	18,750	24.96	3.9	132,000
	490,275	$ 12.39	3.7	$9,613,538	306,553	$ 9.16	2.8	$7,001,282

Total unrecognized compensation cost relating to unvested stock options at September 30, 2016, prior to the consideration of expected forfeitures, was approximately $1,448,580 and is expected to be recognized over a weighted average period of 2.0 years.

The Company recorded stock-based compensation of $195,439 and $585,854 for the three and nine months ended September 30, 2016 and $128,575 and $378,228 for the three and nine months ended September 30, 2015, respectively.

The Company has not capitalized any stock-based compensation expense as part of the cost of an asset.

15. Fair value measurement

ASC Topic 820, "*Fair Value Measurements and Disclosures"* establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides a summary of the fair values of the Company's derivative instrument assets and liabilities measured at fair value on a recurring basis at September 30, 2016:

	September 30, 2016 Fair Value Measurement Using			**Assets (Liabilities)**
	Level 1	**Level 2**	**Level 3**	**at Fair value**
Derivative instrument liability	$-	$(85,769)	$ -	$ (85,769)

The following table provides a summary of the fair values of the Company's derivative instrument assets measured at fair value on a recurring basis as at December 31, 2015:

	December 31, 2015 Fair Value Measurement Using			Assets (Liabilities) at Fair value
	Level 1	Level 2	Level 3	
Derivative instrument liability	$-	$(2,027,086)	$ -	$(2,027,086)

The carrying values of cash and cash equivalents, accounts receivable, accounts payable, accreditation fees payable, customer deposits, loan payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of the instruments.

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

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains, in addition to historical information, forward-looking statements by us with regard to our expectations as to financial results and other aspects of our business that involve risks and uncertainties and may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “should,” “anticipate,” “believe,” “plan,” “estimate,” “expect” and “intend,” and o similar expressions are intended to identify forward-looking statements. The forward-looking statements contained in this report include statements regarding, among other things, the competition we expect to encounter as our business develops and competes in a broader range of Internet services, the Company's foreign currency requirements, specifically for the Canadian dollar; Ting mobile and fixed Internet access subscriber growth and retention rates; our belief regarding the underlying platform for our domain services, our expectation regarding the trend of sales of domain names and advertising; our belief that, by increasing the number of services we offer, we will be able to generate higher revenues; the revenue that our parked page vendor relationships may generate in the future; the potential impact of current and pending claims on our business; our valuations of certain deferred tax assets; our expectation to collect our outstanding receivables, net of our allowance for doubtful accounts; our expectation regarding fluctuations in certain expense and cost categories; our expectations regarding our unrecognized tax; our expectations regarding cash from operations to fund our business; the impact of cancellations of or amendments to market development fund programs under which we receive funds, our expectation regarding our ability to manage realized gains/losses from foreign currency contracts; and general business conditions and economic uncertainty. These statements are based on management’s current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Many factors affect our ability to achieve our objectives and to successfully develop and commercialize our services including:

- Changes in the nature of key strategic relationships with our Mobile Virtual Network Operator ("MVNO") partners;
- The effects of vigorous competition on a highly penetrated mobile telephony market, including the impact of competition on the price we are able to charge subscribers for services and devices and on the geographic areas served by our MVNO partner wireless networks;
- Our ability to manage any potential increase in subscriber churn or bad debt expense;
- Our ability to continue to generate sufficient working capital to meet our operating requirements;
- Our ability to maintain a good working relationship with our vendors and customers;

- The ability of vendors to continue to supply our needs;
- Actions by our competitors;
- Our ability to attract and retain qualified personnel in our business;
- Our ability to effectively manage our business;
- The effects of any material impairment of our goodwill or other indefinite-lived intangible assets;
- Our ability to obtain and maintain approvals from regulatory authorities on regulatory issues;
- Our ability to invest in the build-out of fiber networks into selected towns and cities to provide Internet access services to residential and commercial customers while maintaining the development and sales of our established services;
- Pending or new litigation; and
- Factors set forth herein under the caption "Item 1A Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

This list of factors that may affect our future performance and financial and competitive position and also the accuracy of forward-looking statements is illustrative, but it is by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All forward-looking statements included in this document are based on information available to us as of the date of this document, and we assume no obligation to update these cautionary statements or any forward-looking statements except to the extent of any obligations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the Securities Act of 1933, as amended. These statements are not guarantees of future performance.

We qualify all the forward-looking statements contained in this Quarterly Report on Form 10-Q by the foregoing cautionary statements.

OVERVIEW

Our mission is to provide simple useful services that help people unlock the power of the Internet. We accomplish this by reducing the complexity our customers’ experience as they access the Internet (at home or on the go) or Internet services such as domain name registration, email, mobile telephony services and other Internet services.

Our principal place of business is located in Canada. We report our financial results based on three operating segments which are differentiated primarily by their services, the markets they serve and the regulatory environments in which they operate, namely, Network Access – Mobile Services, Network Access – Other Services and Domain services. Management regularly reviews our operating results on a consolidated basis, principally to make decisions about how we utilize our resources and to measure our consolidated operating performance. To assist us in forecasting growth and to help us monitor the effectiveness of our operational strategies, management regularly reviews revenue and cost of revenues for each of our service offerings in order to gain more depth and understanding of the key business metrics driving our business. Accordingly, we report Network Access Services and Domain Services revenue and cost of revenues separately.

For the three months ended September 30, 2016 and September 30, 2015, we reported revenue of $49.1 million and $44.3 million, respectively. For the nine months ended September 30, 2016 and September 30, 2015, we reported revenue of $141 million and $127 million, respectively.

Network Access Services

Network Access Services derives revenue from the sale of retail mobile phones and services to individuals and small businesses through the Ting website, as well as from the provisioning of high speed Internet access, Internet hosting and network consulting services to customers in select cities in the United States. Ting provides customers with access to our provisioning and management tools to enable them, via the ting.com website, to purchase retail mobile phones and services nationally and fixed Internet access in select cities. Revenues are generated in the United States and are provided on a monthly basis with no fixed contract term. As of September 30, 2016, Ting managed mobile telephony services for approximately 147,000 subscribers and had approximately 235,000 devices under management.

Our primary distribution channel for Network Access Services is through our website, ting.com. We strive to meet or exceed our Network Access Service customers' needs by providing them with superior services, easy-to-use interfaces and proactive and attentive customer service.

Domain Services

Domain Services include wholesale and retail domain name registration services, value added services and portfolio services. We earn revenues primarily from the registration fees charged to resellers in connection with new, renewed and transferred domain name registrations. In addition, we earn revenues from the sale of retail Internet domain name registration and email services to individuals and small businesses; and by making our portfolio of domain names available for sale or lease. Domain Services revenues are attributed to the country in which the contract originates, primarily Canada.

Our primary distribution channel is a global network of more than 13,000 resellers in more than 100 countries who typically provide their customers, the end-users of the Internet, with a critical component for establishing and maintaining an online presence. Our primary focus is serving the needs of this network of resellers by providing superior services, easy-to-use interfaces, proactive and attentive customer service, reseller-oriented technology and agile design and development processes. We seek to provide superior customer service to our resellers by anticipating their business needs and technical requirements. This includes providing easy-to-use interfaces that enable resellers to quickly and easily integrate our services into their individual business processes, and offering brandable end-user interfaces that emphasize simplicity and visual appeal. We also provide "second tier" support to our resellers by email and phone in the event resellers experience issues or problems with our services. In addition, our Network Operating Center provides proactive support to our resellers by monitoring all services and network infrastructure to address deficiencies before customer services are impacted.

We believe that the underlying platforms for our services are among the most mature, reliable and functional reseller-oriented provisioning and management platforms in our industry, and we continue to refine, evolve and improve these services for both resellers and end-users. Our business model is characterized primarily by non-refundable, up-front payments, which lead to recurring revenue and positive operating cash flow.

Wholesale, primarily branded as OpenSRS, derives revenue from its Domain Service and from providing Value-Added Services. The OpenSRS Domain Service manages 14.8 million domain names under the Tucows ICANN registrar accreditation and for other registrars under their own accreditations. Value-Added Services include hosted email which provides email delivery and webmail access to millions of mailboxes, Internet security services, publishing tools and reseller billing services. All of these services are made available to end-users through a network of over 13,000 web hosts, Internet service providers (“ISPs”), and other resellers around the world. In addition, we also derive revenue from the bulk sale of domain names and advertising from the OpenSRS Domain Expiry Stream.

Retail, primarily our Hover website, derives revenues from the sale of domain name registration and email services to individuals and small businesses. Retail also includes our Personal Names Service – based on over 36,000 surname domains – that allows roughly two-thirds of Americans to purchase an email address based on their last name.

Portfolio generates advertising revenue from our domain name portfolio and from our advertising-supported website, tucows.com. We also generate revenue by offering names in our domain portfolio for resale via our reseller network and other channels. In addition, we generated revenue from the payments for the sale of rights to gTLD strings under the New gTLD Program.

KEY BUSINESS METRICS

We regularly review a number of business metrics, including the following key metrics, to assist us in evaluating our business, measure the performance of our business model, identify trends impacting our business, determine resource allocations, manage our operational cash flow, formulate financial projections and make strategic business decisions. The following are key business metrics:

Adjusted EBITDA

Tucows reports all financial information in accordance with United States generally accepted accounting principles (GAAP). Along with this information, to assist financial statement users in an assessment of our historical performance, we typically disclose and discuss a non-GAAP financial measure, adjusted EBITDA, on investor conference calls and related events that exclude certain non-cash and other charges as we believe that the non-GAAP information enhances investors' overall understanding of our financial performance. Please see discussion of adjusted EBITDA in the Results from operations section below.

Network Access Services

	September 30,	
	2016 [(1)]	**2015**[(1)]
Ting subscribers under management	147,000	122,000
Ting devices under management	235,000	192,000

(1) For a discussion of these period to period changes in subscribers and devices under management and how they impacted our financial results, see the Net Revenue discussion below.

Domain Services

Total new, renewed and transferred-in domain name registrations:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2016 (1)	2015 (1)	2016 (1)	2015 (1)
	(in 000's)		(in 000's)	
Total new, renewed and transferred-in domain name registrations	2,466	2,295	7,491	7,131

(1) For a discussion of these period to period changes in the domain names provisioned and how they impacted our financial results, see the Net Revenues discussion below.

Domain names under management:

	September 30,	
	2016 (1)	2015 (1)
	(in 000's)	
Domain names under management:		
Registered using the Tucows Registrar Accreditation	11,398	10,283
Registered using our Resellers' Registrar Accreditations	3,384	3,132
Total domain names under management	14,782	13,415

(1) For a discussion of these period to period changes in domain names under management and how they impacted our financial results, see the Net Revenue discussion below.

OPPORTUNITIES, CHALLENGES AND RISKS

As a MVNO our Ting service is reliant on our Mobile Network Operators ("MNOs") providing competitive networks. Our MNOs each continue to invest in network expansion and modernization to improve their competitive positions. Deployment of new and sophisticated technology on a very large scale entails risks. Should they fail to implement, maintain and expand their network capacity and coverage, adapt to future changes in technologies and continued access to and deployment of adequate spectrum successfully, our ability to provide wireless services to our subscribers, to retain and attract subscribers and to maintain and grow our subscriber revenues could be adversely affected, which would negatively impact our operating margins.

Ting has also enjoyed rapid growth in its first four years of operation. Current competitive factors are however impacting Ting and the entire mobile telephony industry as both major carriers and other challenger brands have decreased prices and continue to launch new, lower-priced offerings. There is a risk that Ting will see a shrinking universe of potential customers that would save money using its services. In addition, our growth is being impacted as absolute churn is increasing, even as a relatively steady churn rate on a growing base. There is also a risk that Ting’s cost structure, particularly the cost of goods paid to MNO partners, will make it increasingly difficult for Ting to compete in this landscape. While Ting will continue to aggressively compete and make investments in marketing initiatives and customer service, the above factors together with our larger subscriber base may make it difficult for us to continue to produce positive monthly net customer adds, which would have a material adverse effect on our business, financial condition and operating results.

The increased competition in the market for Internet services in recent years, which we expect will continue to intensify in the short and long term, poses a material risk for us. As industry consolidation occurs and new registrars are introduced, existing competitors expand service offerings and competitors offer price discounts to gain market share, we face pricing pressure, which can adversely impact our revenues and profitability. To address these risks, we have focused on leveraging the scalability of our infrastructure and our ability to provide proactive and attentive customer service to aggressively compete to attract new customers and to maintain existing customers.

Substantially all of our Domain Services revenue is derived from domain name registrations and related value-added services from wholesale and retail customers using our provisioning and management platforms. The market for wholesale registrar services is both price sensitive and competitive and is evolving with the introduction of New gTLDs, particularly for large volume customers, such as large web hosting companies and owners of large portfolios of domain names. We have a relatively limited ability to increase the pricing of domain name registrations without negatively impacting our ability to maintain or grow our customer base. Growth in our Domain Services revenue is dependent upon our ability to continue to attract and retain customers by maintaining consistent domain name registration and value-added service renewal rates and to grow our customer relationships through refining, evolving and improving our provisioning platforms and customer service for both resellers and end-users. In addition, we also generate revenue through pay-per-click advertising and the sale of names from our portfolio of domain names and through the OpenSRS Domain Expiry Stream. The revenue associated with names sales and advertising has recently experienced flat to declining trends due to the uncertainty around the implementation of ICANN’s New gTLD

Program, lower traffic and advertising yields in the marketplace, which we expect to continue.

From time-to-time certain of our vendors provide us with market development funds to expand or maintain the market position for their services. Any decision by these vendors to cancel or amend these programs for any reason may result in payments in future periods not being commensurate with what we have achieved during past periods.

Sales of domain names from our domain portfolio have a negative impact on our advertising revenue as these names are no longer available for advertising purposes. In addition, the timing of larger domain names portfolio sales is unpredictable and may lead to significant quarterly and annual fluctuations in our Portfolio revenue.

The communications industry continues to compete on the basis of network reach and performance, types of services and devices offered, and price.

Our revenue is primarily realized in U.S. dollars and a major portion of our operating expenses are paid in Canadian dollars. Fluctuations in the exchange rate between the U.S. dollar and the Canadian dollar may have a material effect on our business, financial condition and results from operations. In particular, we may be adversely affected by a significant weakening of the U.S. dollar against the Canadian dollar on a quarterly and an annual basis. Our policy with respect to foreign currency exposure is to manage our financial exposure to certain foreign exchange fluctuations with the objective of neutralizing some or all of the impact of foreign currency exchange movements by entering into foreign exchange forward contracts to mitigate the exchange risk on a portion of our Canadian dollar exposure. We may not always enter into such forward contracts and such contracts may not always be available and economical for us. Additionally, the forward rates established by the contracts may be less advantageous than the market rate upon settlement.

Net Revenues

Network Access Services

Mobile and Other Services

We derive revenue from Ting's sale of retail mobile phones and services to individuals and small businesses nationally as well as providing fixed high speed internet access in select cities including Westminster, Maryland and Charlottesville, Virginia along with Internet hosting and network consulting services to customers in Charlottesville, Virginia. Ting provides customers with access to our provisioning and management tools to enable them, via the ting.com website, to purchase retail mobile phones and services nationally and fixed Internet access in select cities. Revenues are generated in the United States and are provided on a monthly basis with no fixed contract term.

Domain Services

Wholesale - OpenSRS Domain Service

Historically, our wholesale OpenSRS Domain Service has constituted the largest portion of our business and encompasses all of our services as an accredited registrar related to the registration, renewal, transfer and management of domain names. In addition, this service fuels other revenue categories as it often is the initial service for which a reseller will engage us, enabling us to follow on with other services and allowing us to add to our portfolio by purchasing names registered through us upon their expiration.

We receive revenues for each domain registration or other Internet service processed through our system by Service Providers. Our domain service revenue is principally comprised of registration fees charged to resellers in connection with new, renewed and transferred domain name registrations. The registration fee provides our resellers with access to our provisioning and management tools to enable them to register and administer domain names and access to additional services like WHOIS privacy and DNS (Domain Name System) services, enhanced domain name suggestion tools and access to our premium domain names. We earn fees in connection with each new, renewed and transferred-in registration and from providing provisioning services to resellers and registrars on a monthly basis. Domain registrations are generally purchased for terms of one to ten years, with a majority having a one-year term. Payments for the full term of all services, or billed revenue, are received at the time of activation of service and where appropriate are recorded as deferred revenue and are recognized as earned ratably over the term of provision of service. This accounting treatment reasonably approximates a recognition pattern that corresponds with the provision of the services during the quarters and the years.

Wholesale – OpenSRS Value-Added Services

We derive revenue from our hosted email service through our global distribution network. Our hosted email service is offered on a per account, per month basis, and provides resellers with a reliable, scalable “white label” hosted email solution that can be customized to their branding and business model requirements. The hosted email service also includes spam and virus filtering on all accounts. End-users can access the hosted email service via a full-featured, multi-language web interface or through traditional desktop email clients, such as Microsoft Outlook or Apple Mail, using IMAP or POP/SMTP.

We also derive revenue from other Value-Added Services primarily from provisioning SSL certificates. In addition, we derive revenue from the bulk sale of domain names and advertising from the OpenSRS Domain Expiry Stream.

In addition, we provide billing, provisioning and customer care software solutions to ISPs through our Platypus billing software.

Retail – Hover

We derive revenues from Hover's sale of retail Internet domain name registration and email services to individuals and small businesses.

Portfolio

We derive revenue from our portfolio of domain names by displaying advertising on the domains and by making them available for sale or lease. When a user types one of these domain names into a web browser, they are presented with dynamically generated links that are pay-per-click advertising. Every time a user clicks on one of these links, it generates revenue for us through our partnership with third-parties who provide syndicated pay-per-click advertising (“parked page vendors”).

Our parked page vendor relationships may not continue to generate levels of revenue commensurate with what we have achieved during past periods. Our ability to generate online advertising revenue from parked page vendors depends on their advertising networks' assessment of the quality and performance characteristics of Internet traffic resulting from online advertisements rendered on their websites. We have no control over any of these quality assessments. Parked page vendors may from time to time change their existing, or establish new, methodologies and metrics for valuing the quality of Internet traffic and delivering pay-per-click advertisements. Any changes in these methodologies, metrics and advertising technology platforms could decrease the amount of revenue that we generate from online advertisements. In addition, parked page vendors may at any time change the nature of the service or suspend the service that they provide to online advertisers. These types of changes or suspensions would adversely impact our ability to generate revenue from pay-per-click advertising.

Portfolio names are sold through our premium domain name service, auctions or in negotiated sales. The size of our domain name portfolio varies over time, as we acquire and sell domains on a regular basis to maximize the overall value and revenue generation potential of our portfolio. In evaluating names for sale, we consider the potential foregone revenue from pay-per-click advertising, as well as other factors. The name will be offered for sale if, based on our evaluation, the name is deemed non-essential to our business and management believes that deriving proceeds from the sale is strategically more beneficial to the Company. In addition, we generate revenue from the payments for the sale of rights to gTLD strings under ICANN’s New gTLD Program.

Portfolio names that have been acquired from third-parties or through acquisition are included as intangible assets with indefinite lives on our consolidated balance sheet.

Critical Accounting Policies

Preparation of our consolidated financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of certain assets, liabilities, revenues and expenses, as well as related disclosure of contingent assets and liabilities. There have been no material changes to the critical accounting policies and estimates as previously disclosed in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2015, except for the adoption of Accounting Standard Update No. 2015-17, *Income Taxes (Topic 740)*, ASU No. 2015-16, *Business Combinations (Topic 805)*, No. 2015-05, *Customer's Accounting for Fees Paid in a Cloud Computing Arrangement* and Nos. 2015-03 and 2015-15, *Interest - Imputation of Interest* (*Subtopic 835-30*). For further information on our critical accounting policies and estimates, see Note 2 to the consolidated financial statements appearing in Part I, Item 1 in this Quarterly Report on Form 10-Q.

RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AS COMPARED TO THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015

During the financial statement close for the three months ended September 30, 2016, the Company identified an immaterial error that affects the classification of certain marketing program costs. Prior to the third quarter of fiscal 2016, the Company recorded the cost for certain marketing credits as Sales and marketing expense which should have been recorded as a reduction in Net revenue. The discussion presented here correctly reflect these marketing credits as a reduction in Net Revenues for all current and comparative periods. This resulted in a decrease in Net Revenues, and a corresponding decrease in Sales and marketing expenses of $0.3 million and $0.9 million for the three months and nine months ended September 30, 2015. For the nine months ended September 30, 2016, Net revenues and Sales and marketing expenses reflect a reduction of $1.1 million for the reclassification of credits for the first six months of fiscal 2016.

The Company has also reclassified certain prior period income statement amounts to conform the current period presentation. As a result of these reclassifications, there were no changes to previously reported net income, comprehensive income and income from operations.

NET REVENUES

The following table presents our net revenues, by revenue source:

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Network Access Services:				
Mobile Services	$18,374,906	$15,359,066	$52,287,808	$41,636,125
Other Services	878,157	916,358	2,732,628	2,350,207
Total Network Access Services	19,253,063	16,275,424	55,020,436	43,986,332
Domain Services:				
Wholesale				
Domain Services	22,955,731	21,124,406	65,879,375	63,582,585
Value Added Services	2,226,977	2,399,638	6,834,086	6,995,528
Total Wholesale	25,182,708	23,524,044	72,713,461	70,578,113
Retail	3,721,032	3,220,335	10,747,456	9,278,472
Portfolio	907,524	1,247,842	2,532,976	3,142,204

Total Domain Services	29,811,264	27,992,221	85,993,893	82,998,789
	$49,064,327	$44,267,645	$141,014,329	$126,985,121
Increase over prior period	$4,796,682		$14,029,208	
Increase - percentage	11 %		11 %	

The following table presents our revenues, by revenue source, as a percentage of total revenues:

	Three months ended September 30, 2016	**2015**	**Nine months ended September 30, 2016**	**2015**
Network Access Services:				
Mobile Services	37 %	35 %	37 %	33 %
Other Services	2 %	2 %	2 %	2 %
Total Network Access Services	39 %	37 %	39 %	35 %
Domain Services:				
Wholesale				
Domain Services	46 %	48 %	46 %	50 %
Value Added Services	5 %	5 %	5 %	6 %
Total Wholesale	51 %	53 %	51 %	56 %
Retail	8 %	7 %	8 %	7 %
Portfolio	2 %	3 %	2 %	2 %
Total Domain Services	61 %	63 %	61 %	65 %
	100 %	100 %	100 %	100 %

Total net revenues for the three months ended September 30, 2016 increased by $4.8 million or 11% to $49.1 million when compared to the three months ended September 30, 2015.

Total net revenues for the nine months ended September 30, 2016 increased by $14 million or 11% to $141 million when compared to the nine months ended September 30, 2015.

Deferred revenue increased to $78.4 million at September 30, 2016 from $74.4 million at September 30, 2015.

No customer accounted for more than 10% of total revenue during the three and nine months ended September 30, 2016 and 2015. As at September 30, 2016 and 2015, no customer accounted for more than 10% of accounts receivable. Significant management judgment is required at the time revenue is recorded to assess whether the collection of the resulting receivables is reasonably assured. On an ongoing basis, we assess the ability of our customers to make required payments. Based on this assessment, we expect the carrying amount of our outstanding receivables, net of allowance for doubtful accounts, to be fully collected.

Network Access Services

Net revenues from Ting mobile phone equipment and services and the provisioning of high speed Internet access, Internet hosting and network consulting services for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015 increased by $3.0 million or 18% to $19.3 million. This increase primarily reflects the impact the larger Ting subscriber base is having on Ting mobile service revenue which grew by $2.8 million to $16.3 million as compared to the three months ended September 30, 2015. During the quarter, as a result of our being able to negotiate supplier cost reductions, we announced reductions to our data pricing effective August 2016. These reductions are expected to impact both Ting mobile service revenue and cost growth rates going forward. In addition, we generated $0.9 million in provisioning high speed Internet access, Internet hosting and network consulting services during the three months ended September 30, 2016, flat when compared to the three months ended September 30, 2015 with increasing high speed Internet access revenues offset by a continued decline in hosting and IT services revenues.

Net revenues from Ting mobile phone equipment and services and the provisioning of high speed Internet access, Internet hosting and network consulting services for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015 increased by $11 million or 25% to $55 million. This increase primarily reflects the impact the larger Ting subscriber base is having on Ting mobile service revenue which grew by $10.3 million to $46.5 million as compared to the nine months ended September 30, 2015. Revenues generated from provisioning high speed Internet access, Internet hosting and network consulting services increased by $0.4 million to $2.7 million for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015.

As of September 30, 2016, Ting had 147,000 subscribers and 235,000 mobile devices under its management compared to 122,000 subscribers and 192,000 devices under management as of September 30, 2015.

Wholesale

During the three months ended September 30, 2016, domain services revenue increased by $1.8 million or 9% to $23.0 million when compared to the three months ended September 30, 2015. During the nine months ended September 30, 2016, domain services revenue increased by $2.3 million to $65.9 million when compared to the nine months ended September 30, 2015. These increases were due to the acquisition of the international reseller channel of Melbourne IT on April 1, 2016.

During the three months ended September 30, 2016, the number of transactions from all new, renewed and transferred-in domain name registrations that we processed increased by 0.2 million to 2.5 million when compared to the three months ended September 30, 2015. During the nine months ended September 30, 2016, the number of transactions from all new, renewed and transferred-in domain name registrations that we processed increased by 0.4 million to 7.5 million when compared to the nine months ended September 30, 2015. These increases were due to the acquisition of the international reseller channel of Melbourne IT on April 1, 2016

Domain services revenue and transaction volumes continue to be impacted by the ongoing migration of a few large customers, which have either been acquired by competitors or have become ICANN accredited registrars. These customers have been and will continue to move their domain management and domain transaction processing to their own accreditations and in-house systems. We expect that the number of new, renewed and transferred-in domain name registrations will continue to be impacted by future consolidation and decisions that large volume customers make with regard to acquiring their own accreditations. While we anticipate that the number of new, renewed and transferred-in domain name registrations will continue to incrementally increase as a result of new customers and the expansion in the number of new gTLDs in the long term, we expect the volatility of the above factors to affect the growth in the number of domain names that we manage.

As of September 30, 2016, total domains that we manage under our own accreditation increased by 1.1 million to 11.4 million when compared September 30, 2015. Including domains that we manage on behalf of other accredited registrars, total domains under management increased by 1.4 million to 14.8 million when compared to September 30, 2015. These increases were due to the acquisition of the international reseller channel of Melbourne IT on April 1, 2016

During the three months ended September 30, 2016, value added services revenue decreased by $0.2 million to $2.2 million when compared to the three months ended September 30, 2015. During the nine months ended September 30, 2016, value added services revenue also decreased by $0.2 million to $6.8 million when compared to the nine months ended September 30, 2015.

Retail

Net revenues from Retail for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, increased by $0.5 million, or 16%, to $3.7 million. Net revenues from Retail for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, increased by $1.5 million, or 16%, to $10.7 million. These increases were largely due to the success that our retail marketing initiatives and improved websites are having on our ability to attract new customers and retain existing ones.

Portfolio

Net revenues from Portfolio for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, decreased by $0.3 million to $0.9 million.

Net revenues from Portfolio for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, decreased by $0.6 million to $2.5 million. This decrease primarily related to gains we recognized during the three months ended March 31, 2015 on the sale of our minority interest in .store, as a result of this contested domain being resolved through a confidential private auction.

COST OF REVENUES

Network Access Services

Mobile and Other Services

Cost of revenues for network access services includes the costs of provisioning mobile services (primarily our customers' voice, messaging, data usage provided by our MNOs), the costs of providing mobile phone hardware (the cost of mobile phone devices and SIM cards sold to our customers, order fulfillment related expenses, and inventory write-downs) as well as the costs for provisioning high speed Internet access (network access fees, software licenses), and any direct costs incurred in providing web hosting and IT consulting services.

Domains

Wholesale

OpenSRS Domain Service

Cost of revenues for domain registrations represents the amortization of registry fees on a basis consistent with the recognition of revenues from our customers, namely ratably over the term of provision of the service. Registry fees, the primary component of cost of revenues, are paid in full when the domain is registered, and are initially recorded as prepaid domain registry fees. This accounting treatment reasonably approximates a recognition pattern that corresponds with the provision of the services during the period. Market development funds that do not meet the criteria for revenue recognition under ASC 605-50 “Customer Payments and Incentives”, are reflected as cost of goods sold and are recognized as earned.

Value-Added Services

Costs of revenues for Value-Added Services include licensing and royalty costs related to the provisioning of certain components of related to hosted email, fees paid to third-party service providers, primarily for trust certificates and for printing services in connection with Platypus. Fees payable for trust certificates are amortized on a basis consistent with the provision of service, generally one year, while email hosting fees and monthly printing fees are included in cost of revenues in the month they are incurred.

Retail

Costs of revenues for our provision and management of Internet services through our retail site, Hover.com, include the amortization of registry fees on a basis consistent with the recognition of revenues from our customers, namely ratably over the term of provision of the service. Registry fees, the primary component of cost of revenues, are paid in full when the domain is registered, and are recorded as prepaid domain registry fees.

Portfolio

Costs of revenues for our Portfolio represent the amortization of registry fees for domains added to our portfolio over the renewal period, which is generally one year, the value attributed under intangible assets to any domain name sold and any impairment charges that may arise from our assessment of our domain name intangible assets. As the total names in our portfolio continue to grow, this cost will become a more significant component of our cost of revenues. Payments for domain registrations are payable for the full term of service at the time of activation of service and are recorded as prepaid domain registry fees and are expensed ratably over the renewal term.

Costs of revenues for our larger ad-supported content site include the fees paid to third-party service providers, primarily for digital certificates sold through our content sites and content license fees.

Network expenses

Network expenses include personnel and related expenses, depreciation and amortization, communication costs, equipment maintenance, stock-based compensation and employee and related costs directly associated with the management and maintenance of our network. Communication costs include bandwidth, co-location and provisioning costs we incur to support the supply of all our services.

The following table presents our cost of revenues, by revenue source:

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Network Access Services:				
Mobile Services	$9,087,274	$8,776,286	$27,026,242	$23,902,466
Other Services	501,909	373,586	1,360,153	1,068,013
Total Network Access Services	9,589,183	9,149,872	28,386,395	24,970,479
Domain Services:				
Wholesale				
Domain Services	18,934,555	17,482,420	54,215,215	52,773,403
Value Added Services	463,369	487,428	1,401,821	1,525,181

Total Wholesale	19,397,924	17,969,848	55,617,036	54,298,584
Retail	1,727,867	1,430,418	4,968,659	3,984,320
Portfolio	131,694	168,475	473,403	514,089
Total Domain Services	21,257,485	19,568,741	61,059,098	58,796,993
Network Expenses:				
Network, other costs	1,287,620	1,421,279	3,925,377	4,138,213
Network, depreciation and amortization costs	292,167	335,698	1,012,904	830,725
	1,579,787	1,756,977	4,938,281	4,968,938
	$32,426,455	$30,475,590	$94,383,774	$88,736,410
Increase over prior period	$1,950,865		$5,647,364	
Increase - percentage	6 %		6 %	

36

The following table presents our cost of revenues, as a percentage of total of cost of revenues:

	Three months ended September 30, 2016	2015	Nine months ended September 30, 2016	2015
Network Access Services:				
Mobile Services	29 %	28 %	29 %	27 %
Other Services	2 %	1 %	1 %	1 %
Total Network Access Services	31 %	29 %	30 %	28 %
Domain Services:				
Wholesale				
Domain Services	59 %	57 %	59 %	59 %
Value Added Services	1 %	2 %	0 %	2 %
Total Wholesale	60 %	59 %	59 %	61 %
Retail	5 %	5 %	5 %	4 %
Portfolio	0 %	1 %	1 %	1 %
Total Domain Services	65 %	65 %	65 %	66 %
Network Expenses:				
Network, other costs	3 %	5 %	4 %	5 %
Network, depreciation and amortization costs	1 %	1 %	1 %	1 %
	4 %	6 %	5 %	6 %
	100 %	100 %	100 %	100 %

Total cost of revenues for the three months ended September 30, 2016 increased by $2.0 million, or 6%, to $32.4 million when compared to the three months ended September 30, 2015. Total cost of revenues for the nine months ended September 30, 2016 increased by $5.6 million, or 6%, to $94.4 million when compared to the nine months ended September 30, 2015. This increase primarily resulted from the acquisition of the international reseller channel of Melbourne IT and the impact Ting's larger subscriber base has on network access service costs.

Prepaid domain registration and other Internet services fees as of September 30, 2016 increased to $60.9 million from $58.5 million as of September 30, 2015.

Network Access Services

Cost of revenues from Ting mobile phone equipment and services and the provisioning of high speed Internet access, Internet hosting and network consulting services for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, increased by $0.4 million or 5% to $9.6 million. This increase primarily reflects the impact the larger Ting subscriber base is having on Ting mobile service cost of revenue which grew by $0.3 million to $6.9 million as compared to the three months ended September 30, 2015. The growth in Ting mobile service costs during the quarter was slowed by the supplier cost reductions we announced in August 2016. These reductions are expected to impact both Ting mobile service revenue and cost growth rates going forward. In addition, we incurred costs of $0.5 million in provisioning high speed Internet access, Internet hosting and network consulting services during the three months ended September 30, 2016, up $0.1 million when compared to the three months ended September 30, 2015.

Cost of revenues from Ting mobile phone equipment and services and the provisioning of high speed Internet access, Internet hosting and network consulting services for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, increased by $3.4 million or 14% to $28.4 million. This increase primarily reflects the impact the larger Ting subscriber base is having on Ting mobile service cost of revenue which grew by $3.1 million to $21.0 million as compared to the nine months ended September 30, 2015. In addition, we incurred costs of $1.4 million in provisioning high speed Internet access, Internet hosting and network consulting services during the nine months ended September 30, 2016, an increase of $0.3 million when compared to the nine months ended September 30, 2015.

Wholesale

Costs for Wholesale for the three months ended September 30, 2016 increased by $1.4 million, or 8%, to $19.4 million when compared to the three months ended September 30, 2015. Costs for Wholesale for the nine months ended September 30, 2016 increased by $1.3 million, or 2%, to $55.6 million when compared to the nine months ended September 30, 2015. For the three months ended September 30, 2015, costs for Wholesale increased year over year due to the acquisition of the international reseller channel of Melbourne IT on April 1, 2016 and for the nine months ended September 30, 2016, this increase was partially offset by the migration of a handful of large, low margin customers to their own accreditations and to a lesser extent higher registry rebates and favorable foreign exchange impacts.

Retail

Costs for Retail for the three months ended September 30, 2016 increased by $0.3 million, to $1.7 million when compared to the three months ended September 30, 2015. Costs for Retail for the nine months ended September 30, 2016 increased by $1.0 million, to $5.0 million when compared to the nine months ended September 30, 2015. This increase resulted primarily from the increased cost of additional volume in Hover services.

Portfolio

Costs for Portfolio for the three and nine months ended September 30, 2016 remained relatively flat at $0.1 million and $0.5 million, respectively, when compared to the three and nine months ended September 30, 2015.

Network Expenses

Network costs for the three months ended September 30, 2016 declined by $0.2 million to $1.6 million when compared to the three months ended September 30, 2015. Costs for Network Access Services for the nine months ended September 30, 2016 remained relatively flat at $4.9 million when compared to the nine months ended September 30, 2015.

SALES AND MARKETING

Sales and marketing expenses consist primarily of personnel costs. These costs include commissions and related expenses of our sales, product management, public relations, call center, support and marketing personnel. Other sales and marketing non-personnel expenses include customer acquisition costs, advertising and other promotional costs.

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Sales and marketing	$5,479,445	$4,517,666	$15,174,619	$12,548,415
Increase over prior period	$961,779		$2,626,204	
Increase - percentage	21 %		21 %	
Percentage of net revenues	11 %	10 %	11 %	10 %

Sales and marketing expenses for the three months ended September 30, 2016 increased by $1.0 million, or 21%, to $5.5 million when compared to the three months ended September 30, 2015. This increase related primarily to an increase of $0.6 million in marketing expenditures largely to support and acquire Ting mobile and fixed Internet access subscribers, as well as increased workforce and travel related expenses of $0.5 million primarily related to network access growth. The increase in workforce costs was partially offset by our recognizing a provision of $0.1 million under our overachievement bonus program during the three months ended September 30, 2015, which was not repeated in fiscal 2016.

Sales and marketing expenses for the nine months ended September 30, 2016 increased by $2.6 million, or 21%, to $15.2 million when compared to the nine months ended September 30, 2015. This increase related primarily to an increase of $1.9 million in marketing spend largely to support and acquire Ting mobile and fixed Internet access subscribers, as well as increased workforce and travel related expenses of $1.3 million primarily related to network access growth. The increase in workforce costs was partially offset by our recognizing a provision of $0.6 million under our overachievement bonus program during the nine months ended September 30, 2015, which was not repeated in fiscal 2016.

TECHNICAL OPERATIONS AND DEVELOPMENT

Technical operations and development expenses consist primarily of personnel costs and related expenses required to support the development of new or enhanced service offerings and the maintenance and upgrading of existing infrastructure. This includes expenses incurred in the research, design and development of technology that we use to register domain names, network access services, email, retail, domain portfolio and other Internet services, as well as to distribute our digital content services. All technical operations and development costs are expensed as incurred.

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Technical operations and development	$1,270,107	$1,101,581	$3,445,118	$3,405,052
Increase over prior period	$168,526		$40,066	
Increase - percentage	15 %		1 %	
Percentage of net revenues	3 %	2 %	2 %	3 %

Technical operations and development expenses for the three months ended September 30, 2016 increased by $0.2 million, or 15%, to $1.3 million when compared to the three months ended September 30, 2015. For the nine months ended September 30, 2016, expenses remained relatively flat when compared to the nine months ended September 30, 2015.

GENERAL AND ADMINISTRATIVE

General and administrative expenses consist primarily of compensation and related costs for managerial and administrative personnel, fees for professional services, public listing expenses, rent, foreign exchange and other general corporate expenses.

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
General and administrative	$2,166,217	$2,607,917	$7,497,752	$7,826,405
Decrease over prior period	$(441,700)		$(328,653)	
Decrease - percentage	(17)%		(4)%	
Percentage of net revenues	4%	6%	5%	6%

General and administrative expenses for the three months ended September 30, 2016 decreased by $0.4 million, or 17%, to $2.2 million when compared to the three months ended September 30, 2015. This decrease was primarily the result of a reduction in workforce related costs of $0.5 million when compared to the three months ended September 30, 2015. This decrease in workforce related costs was largely attributable to our recognizing a provision of $0.1 million under our overachievement bonus program during the three months ended September 30, 2015, which was not repeated in fiscal 2016 and the reversal of a $0.3 million overachievement bonus program provision in the three months ended September 30, 2016. This decrease was partially offset by professional fees, credit card processing fees, facility costs, investor relations, and stock-based compensation increasing by $0.1 million, primarily to support the growth of network access services. During the three months ended September 30, 2016 and 2015, we experienced losses of less than $0.1 million on foreign exchange revaluation of our foreign denominated monetary assets and liabilities.

General and administrative expenses for the nine months ended September 30, 2016 decreased by $0.3 million, or 4%, to $7.5 million, when compared to the nine months ended September 30, 2015. This was primarily the result of workforce related costs decreasing by $1.0 million. This decrease in workforce related costs was largely attributable to our recognizing a provision of $0.7 million under our overachievement bonus program during the nine months ended September 30, 2015, which was not repeated in fiscal 2016, and the reversal of a $0.3 million overachievement bonus program provision in the nine months ended September 30, 2016. Further, during the nine months ended September 30, 2016, we experienced a gain of $0.1 million on foreign exchange revaluation of our foreign denominated monetary assets and liabilities as compared to a loss of $0.2 million for the nine months ended September 30, 2015, decreasing expenses by $0.3 million. These decreases were offset by professional fees, credit card processing fees, facilities and stock-based compensation increasing by $1.0 million, primarily to support the growth of network access services when compared to the nine months ended September 30, 2015.

DEPRECIATION OF PROPERTY AND EQUIPMENT

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Depreciation of property and equipment	$178,687	$63,790	$328,877	$185,074
Increase over prior period	$114,897		$143,803	
Increase - percentage	180 %		78 %	
Percentage of net revenues	0 %	0 %	0 %	0 %

Depreciation costs are up $0.1 million for the three and nine months ended September 30, 2016 and September 30, 2015, to $0.2 million and $0.3 million, respectively.

AMORTIZATION OF INTANGIBLE ASSETS

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Amortization of intangible assets	$279,126	$56,997	$613,041	$167,209
Increase over prior period	$222,129		$445,832	
Increase - percentage	390 %		267 %	
Percentage of net revenues	1 %	0 %	0 %	0 %

Amortization of intangible assets for the three and nine months ended September 30, 2016 increased $0.2 million and $0.4 million, respectively, due to the amortization impact of the acquisitions of the BRI Group in February 2015 and the acquisition of the international reseller channel of Melbourne IT in April 2016.

IMPAIRMENT OF INDEFINITE LIFE INTANGIBLE ASSETS

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Impairment of indefinite life intangible assets	$2,866	$18,550	$27,745	$68,848
Decrease over prior period	$(15,684)		$(41,103)	
Decrease - percentage	(85)%		(60)%	
Percentage of net revenues	0 %	0 %	0 %	0 %

As part of our normal renewal process during the three and nine months ended September 30, 2016 we assessed that certain domain names acquired in the September 2006 acquisition of Mailbank.com Inc. should not be renewed and should be allowed to expire. Accordingly, these domain names, with a book value of $2,886 and $27,745 for the three and nine months ended September 30, 2016, respectively have been written off and recorded as an impairment of indefinite life intangible assets. During the three and nine months ended September 30, 2015, domain names with a book value of $18,550 and $68,848 respectively, were written off and recorded as an impairment of indefinite life intangible assets.

LOSS (GAIN) ON CURRENCY FORWARD CONTRACTS

Although our functional currency is the U.S. dollar, a major portion of our fixed expenses are incurred in Canadian dollars. Our goal with regard to foreign currency exposure is, to the extent possible, to achieve operational cost certainty, manage financial exposure to certain foreign exchange fluctuations and to neutralize some of the impact of foreign currency exchange movements. Accordingly, we enter into foreign exchange contracts to mitigate the exchange rate risk on portions of our Canadian dollar exposure.

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
(Gain) loss on currency forward contracts	$22,475	$352,738	$(96,993)	$681,988
Decrease over prior period	$(330,263)		$(778,981)	
Decrease - percentage	(94)%		(114)%	
Percentage of net revenues	0%	1%	(0)%	1%

As of September 30, 2016, we have entered into certain forward exchange contracts that do not comply with the requirements of hedge accounting to meet a portion of our future Canadian dollar requirements through December 2016. The impact of the fair value adjustment on outstanding contracts resulted in an unrealized net gain of $20,114 for the three months ended September 30, 2016 compared to an unrealized net loss of $0.1 million for the three months ended September 30, 2015. In addition, the impact of the fair value adjustment on matured contracts resulted in a $42,589 realized loss upon settlement of currency forward contracts for the three months ended September 30, 2016 and a realized loss of $0.3 million for the three months ended September 30 2015.

The impact of the fair value adjustment on outstanding contracts for the nine months ended September 30, 2016 was an unrealized net gain of $0.3 million, compared to an unrealized net loss of $0.2 million for the nine months ended September 30, 2015. In addition, the impact of the fair value adjustment on matured contracts was increased by a realized loss upon settlement of currency forward contracts of $0.2 million for the nine months ended September 30, 2016, compared to a realized loss of $0.5 million during the nine months ended September 30, 2015.

At September 30, 2016, our balance sheet reflects a net derivative instrument liability of $0.1 million as a result of our existing foreign exchange contracts.

OTHER INCOME AND EXPENSES

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Other income (expense), net	$(5,021)	$(78,959)	$85,919	$(161,136)
Decrease over prior period	$73,938		$247,055	
Decrease - percentage	94 %		153 %	
Percentage of net revenues	(0)%	(0)%	0 %	(0)%

Other expense during the three months ended September 30, 2016 was $5,021 as compared to $0.1 million for the three months ended September 30, 2015. For the nine months ended September 30, 2016, Other income was $0.1 million as compared to Other expenses of $0.2 million for the nine months ended September 30, 2015. Other expense consists primarily of the interest we incur in connection with our credit facility with the Bank of Montreal and the Royal Bank of Canada (as discussed below), which was partially offset by the amortization of a $1.5 million Joint Marketing Agreement commencing in November 2015.

INCOME TAXES

	Three months ended September 30,		**Nine months ended September 30,**	
	2016	**2015**	**2016**	**2015**
Provision for income taxes	$2,492,649	$1,834,400	$6,476,012	$4,926,189
Increase in provision over prior period	$658,249		$1,549,823	
Increase - percentage	36 %		31 %	
Effective tax rate	34.5 %	36.7 %	32.8 %	37.3 %

For the three months ended September 30, 2016, we recorded a provision for income taxes of $2.5 million on income before income taxes of $7.2 million, using an estimated effective tax rate for Fiscal 2016 adjusted for certain minimum state taxes. Comparatively, for the three months ended September 30, 2015, we recorded a provision for income taxes of $1.8 million on income before taxes of $5.0 million, using an estimated effective tax rate for the 2015 fiscal year.

For the nine months ended September 30, 2016, we recorded a provision for income taxes of $6.5 million on income before income taxes of $19.7 million, using an estimated effective tax rate for Fiscal 2016 adjusted for certain minimum state taxes. Comparatively, for the nine months ended September 30, 2015, we recorded a provision for income taxes of $4.9 million on income before taxes of $13.2 million, using an estimated effective tax rate for the 2015 fiscal year.

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the years in which those temporary differences become deductible. We consider projected future taxable income, uncertainties related to the industry in which we operate, and tax planning strategies in making this assessment.

We follow the provisions of FASB ASC Topic 740, Income Taxes to account for income tax exposures. The application of this interpretation requires a two-step process that separates recognition of uncertain tax benefits from measurement thereof.

We had approximately $0.1 million of total gross unrecognized tax benefit as of September 30, 2016 and as of December 31, 2015, which if recognized would favorably affect our income tax rate in future periods. The unrecognized tax benefit relates primarily to prior year Pennsylvania state franchise taxes. We recognize accrued interest and penalties related to income taxes in income tax expense. We did not have significant interest and penalties accrued at September 30, 2016 and December 31, 2015, respectively.

ADJUSTED EBITDA

We believe that the provision of this supplemental non-GAAP measure allows investors to evaluate the operational and financial performance of our core business using similar evaluation measures to those used by management. We use adjusted EBITDA to measure our performance and prepare our budgets. Since adjusted EBITDA is a non-GAAP financial performance measure, our calculation of adjusted EBITDA may not be comparable to other similarly titled measures of other companies; and should not be considered in isolation, as a substitute for, or superior to measures of financial performance prepared in accordance with GAAP. Because adjusted EBITDA is calculated before recurring cash charges, including interest expense and taxes, and is not adjusted for capital expenditures or other recurring cash requirements of the business, it should not be considered as a liquidity measure. See the Consolidated Statements of Cash Flows included in the attached financial statements. Non-GAAP financial measures do not reflect a comprehensive system of accounting and may differ from non-GAAP financial measures with the same or similar captions that are used by other companies and/or analysts and may differ from period to period. We endeavor to compensate for these limitations by providing the relevant disclosure of the items excluded in the calculation of adjusted EBITDA to net income based on U.S. GAAP, which should be considered when evaluating the Company's results. Tucows strongly encourages investors to review its financial information in its entirety and not to rely on a single financial measure.

Our adjusted EBITDA definition excludes depreciation, amortization of intangible assets, income tax provision, interest expense, interest income, stock-based compensation, asset impairment, gains and losses from unrealized foreign currency transactions and infrequently occurring items. Gains and losses from unrealized foreign currency transactions removes the unrealized effect of the change in the mark-to-market values on outstanding unhedged foreign currency contracts, as well as the unrealized effect from the translation of monetary accounts denominated in non-U.S. dollars to U.S. dollars.

The adjusted EBITDA definition is the result of two revisions:

In response to the clarification guidance provided by the SEC Compliance & Disclosure Interpretations regarding Non-GAAP Measures, updated on May 17, 2016, we revised our definition of adjusted EBITDA to eliminate the adjustment for the effect of net deferred revenue. Prior to the second quarter of 2016, our adjusted EBITDA definition included an adjustment which removed the effect of net deferred revenue, which comprised the change in deferred revenue, net of prepaid domain name registry and other Internet services fees.

As previously disclosed, in April 2016, as part of our assessment of our compensation program for 2016, we revised the definition of adjusted EBITDA to eliminate the adjustment for the effect of realized gains/losses from all foreign currency contracts, both hedged and unhedged as we believe we are able to manage realized gains/losses from all foreign currency contracts with proper planning and budgeting. We used this version of adjusted EBITDA definition in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016.

The adjusted EBITDA definition has been used to assess Company performance since the second quarter of 2016, and will be used to assess Company performance for 2016 and future periods. In this Quarterly Report on Form 10-Q, unless otherwise indicated, "adjusted EBITDA" has the meaning set forth in the revised definition.

In accordance with the clarification guidance provided by the SEC Compliance & Disclosure Interpretations, Non-GAAP Measures updated on May 17, 2016, prior period Adjusted EBITDA amounts presented herein have been recast to reflect the above described revisions.

The following table reconciles net income to adjusted EBITDA (dollars in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net income for the period	$4,741	$ 3,159	$13,250	$ 8,278
Depreciation of property and equipment	457	388	1,305	989
Amortization of intangible assets	293	69	650	194
Impairment of intangible assets	3	19	28	69
Interest expense, net	135	79	302	161
Provision for income taxes	2,493	1,834	6,476	4,926
Stock-based compensation	195	129	586	378
Unrealized loss (gain) on change in fair value of forward contracts	(20)	99	(292)	160
Unrealized loss (gain) on foreign exchange revaluation of foreign denominated monetary assets and liabilities	278	24	493	284
Adjusted EBITDA	$8,575	$ 5,800	$22,798	$ 15,439

Adjusted EBITDA increased to $8.6 million and $22.8 million in the three and nine months ended September 30, 2016 from $5.8 million and $15.4 million in the three and nine months ended September 30, 2015, respectively. The increase in adjusted EBITDA from period to period was primarily driven by the growth in Ting mobile services.

OTHER COMPREHENSIVE INCOME (LOSS)

To mitigate the impact of the change in fair value of our foreign exchange contracts on our financial results, in October 2012 we began applying hedge accounting for the majority of the contracts we need to meet our Canadian dollar requirements on a prospective basis.

The impact of the fair value adjustment on outstanding hedged contracts for the three months ended September 30, 2016 was a net loss in other comprehensive income of $0.1 million. The impact of the fair value adjustment on outstanding hedged contracts for the three months ended September 30, 2015 was a net loss in other comprehensive income of $0.7 million. The impact of the fair value adjustment on outstanding hedged contracts for the nine months ended September 30, 2016 was a gain of $0.5 million compared to a net loss of $1.7 million for the nine months ended

September 30, 2015.

The net amount reclassified to earnings during the three months ended September 30, 2016 was a loss of $0.1 million compared to a loss of $0.4 million during the three months ended September 30, 2015. The net amount reclassified to earnings during the nine months ended September 30, 2016 was a loss of $0.5 million compared to a loss of $1.2 million during the nine months ended September 30, 2015.

	Three months ended September 30,		Nine months ended September 30,	
	2016	**2015**	**2016**	**2015**
Comprehensive income (loss)	$73,091	$(360,006)	$1,063,242	$(570,888)
Increase over prior period	$433,097		$1,634,130	
Increase - percentage	120%		286%	
Percentage of net revenues	0%	(1)%	1%	(0)%

43

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2016, our cash and cash equivalents balance increased by $2.8 million to $10.5 million when compared to December 31, 2015. Our principal sources of liquidity during the nine months ended September 30, 2016 resulted from cash provided by operating activities of $12.7 million, advances of $11.0 million on the 2016 Credit Facility to repay balances outstanding of the 2012 Demand Loan Facilities and to fund Fiber to the Home program (“FTTH”) capital expenditures, and the proceeds from a $6.0 million draw on the 2012 Demand Loan Facilities to fund the Melbourne IT reseller channel acquisition. These sources of liquidity were offset by $9.5 million in principal repayments on the 2012 Demand Loan Facilities, our repurchasing 308,416 of our shares for $7.2 million through our open market stock buyback that commenced on February 9, 2016, the acquisition of the international reseller channel Melbourne IT for total consideration and transaction costs of $6.2 million and continued investment in property and equipment of $3.9 million.

On August 18, 2016, the Company entered into a secured Credit Agreement (the “2016 Credit Agreement”) with Bank of Montreal (“BMO” or the “Administrative Agent”) and Royal Bank of Canada (collectively with BMO, the “Lenders”) to establish a credit facility (the “2016 Credit Facility”) that refinanced and replaced the Company's prior credit facility with BMO.

The 2016 Credit Facility provides us with access to an aggregate of up to $75 million in funds (inclusive of a $15 million accordion facility) that is available through a $5 million revolving credit facility (“Facility A”); a $15 million revolving reducing term facility (“Facility B”); and a $40 million non-revolving facility (“Facility C”) as well as a $3.5 million treasury risk management facility. As at September 30, 2016, there was no outstanding balance under Facility A, $6.0 million outstanding on Facility B and $5.0 million outstanding under Facility C. The 2016 Credit Facility expires on August 17th, 2021.

In accordance with the terms of the 2016 Credit Facility, Facilities A, B and C accrue interest and standby fees at variable rates based on borrowing elections by the Company and the Company’s Total Funded Debt to EBITDA ratio . Facility A is for general working capital and general corporate requirements. It requires interest only monthly payments and a final principal payment due upon maturity of the 2016 Credit Facility. The purposes of Facility B and C are to support share repurchases, acquisitions and capital expenditures associated with the Company’s FTTH program. Under the repayment terms for Facilities B and C, the amortization periods are based on the purposes of the loan as follows: borrowings for share repurchases are repaid over four years, borrowings for acquisitions are repaid over five years and borrowings for FFTH capital expenditures are repaid over seven years.

The 2016 Credit Facility provides for a $3.5 million settlement risk line to assist us with hedging Canadian dollar exposure through foreign exchange forward contracts and/or currency options. Under the terms of the 2016 Credit Facility, we may enter into such agreements at market rates with terms not to exceed 18 months. As of September 30, 2016, we held contracts in the amount of $5.0 million to trade U.S. dollars in exchange for Canadian dollars.

The 2016 Credit Facility contains customary events of default and affirmative and negative covenants and restrictions, including certain financial maintenance covenants such as a maximum total funded debt to EBITDA ratio and a minimum fixed charge ratio. As of September 30, 2016, we were in compliance with all our covenants.

Cash Flow from Operating Activities

Net cash provided by operating activities during the nine months ended September 30, 2016 was $12.7 million, as compared to $12.0 million during the nine months ended September 30, 2015.

Net income, after adjusting for non-cash charges, during the nine months ended September 30, 2016 was $13.3 million. Net income included non-cash charges and recoveries of $3.6 million such as depreciation, amortization, impairment of indefinite life intangible assets, stock-based compensation, unrealized gains on currency forward contracts, other income, and an expense for deferred tax. In addition, changes in our working capital used $4.2 million. Positive contributions of $8.4 million from movements in income taxes recoverable, deferred revenue and customer deposits were offset by $12.6 million utilized in changes from accounts receivables, accounts payables, inventories, prepaid expenses and domain registry fees and accrued liabilities.

Cash Flow from Financing Activities

Net cash inflows from financing activities during the nine months ended September 30, 2016 totaled $0.3 million as compared to cash outflows of $12.5 million during the nine months ended September 30, 2015. Net cash inflows of $11.0 million resulting from draws on the 2016 Credit Facility to repay balances outstanding of the 2012 Demand Loan Facilities and to fund FTTH capital expenditures, the proceeds from a $6.0 million draw on the 2012 Demand Loan Facilities to fund the Melbourne IT reseller channel acquisition, and a $0.5 million inflow from the net impact of exercise of stock options These cash inflows were partially offset by outflows of $7.2 million resulting from the repurchasing of 308,416 of our shares during the nine months through our open market stock buyback that commenced on February 9, 2016, principal repayments of $9.5 million relating to our 2012 Demand Loan Facilities and $0.5 million of discount and debt issuance costs.

Cash Flow from Investing Activities

Investing activities during the nine months ended September 30, 2016 used net cash of $10.2 million as compared to generating $4.2 million during the nine months ended September 30, 2015.

On April 1st, 2016, the Company acquired the international reseller channel from Melbourne IT Limited for consideration of $6.0 million, excluding legal and registry related transaction costs of $0.2 million. The consideration was funded through a $6.0 million draw on the 2012 DLR loan on March 31, 2016.

In addition, the Company invested $3.9 million in property and equipment, primarily to support the continued expansion of our fiber footprint.

Based on our operations, we believe that our cash flow from operations will be adequate to meet our anticipated requirements for working capital, capital expenditures and our loan repayments for at least the next 12 months.

We may choose to raise additional funds or seek other financing arrangements to facilitate more rapid expansion, develop new or enhance existing products or services, respond to competitive pressures or acquire or invest in complementary businesses, technologies, services or products.

There are currently no material understandings, commitments or agreements regarding the acquisition of other businesses.

Off-Balance Sheet Arrangements

As of September 30, 2016, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Contractual Obligations

In our Annual Report on Form 10-K for the year ended December 31, 2015, we disclosed our contractual obligations.

As of September 30, 2016, there have been no other material changes to those contractual obligations outside the ordinary course of business, except for the Company entering into a new credit facility agreement replacing previous demand loan facilities as described in Note 6.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We develop products in Canada and sell these services in North America and Europe. Our sales are primarily made in U.S. dollars, while a major portion of expenses are incurred in Canadian dollars. Our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Our interest income is sensitive to changes in the general level of Canadian and U.S. interest rates, particularly since the majority of our investments are in short-term instruments. Based on the nature of our short-term investments, we have concluded that there is no material interest rate risk exposure as of September 30, 2016. We are also subject to market risk exposure related to changes in interest rates under our Amended Credit Facility. We do not expect that any changes in interest rates will be material; however, fluctuations in interest rates are beyond our control. We will continue to monitor and assess the risks associated with interest expense exposure and may take additional actions in the future to mitigate these risks.

Although our functional currency is the U.S. dollar, a substantial portion of our fixed expenses are incurred in Canadian dollars. Our policy with respect to foreign currency exposure is to manage financial exposure to certain foreign exchange fluctuations with the objective of neutralizing some of the impact of foreign currency exchange movements. Exchange rates are, however, subject to significant and rapid fluctuations, and therefore we cannot predict the prospective impact of exchange rate fluctuations on our business, results of operations and financial condition. Accordingly, we have entered into foreign exchange contracts to mitigate the exchange rate risk on portions of our Canadian dollar exposure.

At September 30, 2016, we had the following outstanding forward exchange contracts to trade U.S. dollars in exchange for Canadian dollars:

Maturity date	**Notional amount of U.S. dollars**	**Weighted average exchange rate of U.S. dollars**	**Fair value**
October - December 2016	$4,952,500	1.2885	85,769
	$4,952,5000	1.2885	$85,769

As of September 30, 2016, we had $5 million of outstanding foreign exchange forward contracts which will convert to CDN $6.4 million. Of these contracts, $4.3 million met the requirements for hedge accounting (as of September 30, 2015, of $31.0 million such contracts, $26.4 million were designated as hedges).

We have performed a sensitivity analysis model for foreign exchange exposure over the three months ended September 30, 2016. The analysis used a modeling technique that compares the U.S. dollar equivalent of all expenses incurred in Canadian dollars, at the actual exchange rate, to a hypothetical 10% adverse movement in the foreign currency exchange rates against the U.S. dollar, with all other variables held constant. Foreign currency exchange rates used were based on the market rates in effect during the three months ended September 30, 2016. The sensitivity analysis indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would result in a decrease in net income for the three months ended September 30, 2016 of approximately $0.6 million. There can be no assurances that the above projected exchange rate decrease will materialize. Fluctuations of exchange rates are beyond our control. We will continue to monitor and assess the risk associated with these exposures and may take additional actions in the future to hedge or mitigate these risks.

Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash equivalents, marketable securities, foreign exchange contracts and accounts receivable. Our cash, cash equivalents and short-term investments are in high-quality securities placed with major banks and financial institutions whom we have evaluated as highly creditworthy, and commercial paper. With respect to accounts receivable, we perform ongoing evaluations of our customers, generally granting uncollateralized credit terms to our customers, and maintaining an allowance for doubtful accounts based on historical experience and our expectation of future losses.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, performed an evaluation of our disclosure controls and procedures as required by Rule 13a-15(e) and 15d-15(e) under the Exchange Act. The evaluation was performed to determine whether our disclosure controls and procedures as of the end of the period covered by this report have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation as of September 30, 2016 management has concluded that our disclosure controls and procedures were effective.

(b) Changes in Internal Control over Financial Reporting

During the three months ended September 30, 2016, there have not been any changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II.

OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various investigations, claims and lawsuits arising in the normal conduct of our business, none of which, individually or in the aggregate, in our opinion, will materially harm our business. We cannot assure that we will prevail in any litigation. Regardless of the outcome, any litigation may require us to incur significant litigation expense and may result in significant diversion of our attention.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should also carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, all of which could materially affect our business, financial condition or operating results and should be considered before making an investment decision regarding our securities. There have been no material changes to these risk factors. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition or operating results.

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

Issuer Purchase of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as part of	Maximum Number of Shares (or Approximate Dollar Value)

				Publically Announced Plans or Programs		**that may yet be purchased under the Plans or Programs**	
July 1 - July 31, 2016	—	$	—	—	$	—	
August 1 - August 31, 2016	—		—	—		—	
September 1 - September 30, 2016	—		—	—		—	
	—	$	—	—	$	—	

On February 9, 2016, the Company announced that its Board of Directors has approved a stock buyback program to repurchase up to $40 million of its common stock in the open market. Purchases will be made exclusively through the facilities of the NASDAQ Capital Market. The stock buyback program commenced on February 10, 2016 and will terminate on or before February 9, 2017. No shares were repurchased under this program during the three months ended September 30, 2016.

Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

(a) Exhibits.

Exhibit No.	Description
3.1.1	Fourth Amended and Restated Articles of Incorporation of Tucows Inc. (Incorporated by reference to Exhibit 3.1 filed with Tucows' Current Report on Form 8-K, as filed with the SEC on November 29, 2007).
3.1.2	Articles of Amendment to Fourth Amended and Restated Articles of Incorporation of Tucows Inc. (Incorporated by reference to Exhibit 3.1 filed with Tucows' Current Report on Form 8-K, as filed with the SEC on January 3, 2014).
3.2	Second Amended and Restated Bylaws of Tucows Inc. (Incorporated by reference to Exhibit 3.2 filed with Tucows' Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the SEC on March 29, 2007).
3.3	Amendment No. 1 to Second Amended and Restated Bylaws of Tucows Inc. (Incorporated by reference to Exhibit 3.3 filed with Tucows’ Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the SEC on August 14, 2012).
10.1	Credit Agreement, dated as of August 18, 2016, by and among Tucows.com Co., Ting Fiber, Inc, Ting Inc, as Borrowers, Tucows Inc., as Guarantor, and Bank of Montreal and Royal Bank of Canada, as Lenders (Incorporated by reference to Exhibit 10.1 filed with Tucows’ Current Report on Form 8-K, as filed with the SEC on August 19, 2016).
31.1	Chief Executive Officer's Rule 13a-14(a)/15d-14(a) Certification *
31.2	Chief Financial Officer's Rule 13a-14(a)/15d-14(a) Certification *
32.1	Chief Executive Officer's Section 1350 Certification †
32.2	Chief Financial Officer's Section 1350 Certification †
101.INS	XBRL Instance *
101.SCH	XBRL Taxonomy Extension Schema *
101.CAL	XBRL Taxonomy Extension Calculation *
101.DEF	XBRL Taxonomy Extension Definition *
101.LAB	XBRL Taxonomy Extension Labels *
101.PRE	XBRL Taxonomy Extension Presentation *

* Filed herewith.

† Furnished herewith.

SIGNATURES

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

Date: November 7, 2016	TUCOWS INC.
	By: /s/ Elliot Noss Elliot Noss President and Chief Executive Officer
	By: /s/ Michael Cooperman Michael Cooperman Chief Financial Officer (Principal Financial and Accounting Officer)

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