

QUALSTAR CORP
Form 10-Q
August 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

For the Transition Period From to

Commission file number 001-35810

QUALSTAR CORPORATION

(Exact name of registrant as specified in its charter)

CALIFORNIA

(State or other jurisdiction of incorporation or organization)

95-3927330

(I.R.S. Employer Identification No.)

130 West Cochran Street, Unit C, Simi Valley, CA 93065

(Address of principal executive offices) (zip code)

(805) 583-7744

(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 website, 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, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if smaller reporting company) Emerging growth company

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

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

At August 1, 2018 the issuer had 2,048,118 shares of common stock, no par value, issued and outstanding.

QUALSTAR CORPORATION

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2018

INDEX

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Balance Sheets — June 30, 2018 (unaudited) and December 31, 2017 1

Unaudited Condensed Consolidated Statements of Operations — Three and six months ended June 30, 2018
and 2017 2

Unaudited Condensed Consolidated Statements of Cash Flows — Six months ended June 30, 2018 and 2017

Notes to unaudited Condensed Consolidated Financial Statements 4

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations 15

Item 3. Qualitative and Quantitative Disclosures About Market Risk 20

Item 4. Controls and Procedures 20

PART II — OTHER INFORMATION

Item 1. Legal Proceedings 21

Item 1A. Risk Factors 21

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 21

Item 3. Defaults Upon Senior Securities 21

Item 4. Mine Safety Disclosures 21

Item 5. Other Information	21
Item 6. Exhibits	22
Signatures	23

PART I — FINANCIAL INFORMATION**ITEM 1. Financial Statements**

QUALSTAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	June 30,	December
	2018	31,
	(Unaudited)	2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 5,547	\$ 4,698
Restricted cash	100	100
Accounts receivables, net	1,948	1,802
Inventories, net	1,679	1,564
Prepaid expenses and other current assets	124	163
Total current assets	9,398	8,327
Non-current assets:		
Property and equipment, net	129	172
Other assets	120	68
Total assets	\$ 9,647	\$ 8,567
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 1,056	\$ 1,065
Accrued payroll and related liabilities	300	173
Deferred service revenue, short-term	712	834
Other accrued liabilities	464	454
Total current liabilities	2,532	2,526
Long-term liabilities:		
Other long-term liabilities	39	52

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Deferred service revenue	77	93
Total long-term liabilities	116	145
Total liabilities	2,648	2,671
Shareholders' equity:		
Preferred stock, no par value; 5,000,000 shares authorized; no shares issued	-	-
Common stock, no par value; 50,000,000 shares authorized, shares issued and outstanding 2,048,118 at June 30, 2018 and 2,042,019 shares at December 31, 2017	19,519	19,480
Accumulated deficit	(12,520)	(13,584)
Total shareholders' equity	6,999	5,896
Total liabilities and shareholders' equity	\$ 9,647	\$ 8,567

See notes to condensed consolidated financial statements.

QUALSTAR CORPORATION AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)****(In thousands, except per share data)**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net revenues	\$3,231	\$2,267	\$6,166	\$4,706
Cost of goods sold	1,809	1,370	3,316	2,919
Gross profit	1,422	897	2,850	1,787
Operating expenses:				
Engineering	128	110	249	296
Sales and marketing	354	279	649	526
General and administrative	466	449	888	848
Total operating expenses	948	838	1,786	1,670
Income from operations	474	59	1,064	117
Other expenses	-	-	-	-
Income before income taxes	474	59	1,064	117
Provision for income taxes	-	-	-	-
Net income	\$474	\$59	\$1,064	\$117
Earnings per share:				
Basic	\$0.23	\$0.03	\$0.52	\$0.06
Diluted	\$0.23	\$0.03	\$0.51	\$0.06
Shares used in per share calculation:				
Basic	2,048	2,042	2,048	2,042
Diluted	2,094	2,042	2,098	2,042

See notes to condensed consolidated financial statements.

QUALSTAR CORPORATION AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(In thousands)**

	Six Months Ended	
	June 30,	
	2018	2017
Cash flows from operating activities:		
Net income	\$1,064	\$117
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	52	83
Loss on disposal of assets	-	5
Provision for recovery of bad debts and returns, net	(4)	(12)
Provision for inventory obsolescence	133	132
Changes in operating assets and liabilities:		
Accounts receivable	(142)	225
Inventories	(248)	118
Prepaid expenses and other current assets	(12)	73
Accounts payable	(9)	(55)
Accrued payroll and related liabilities	127	64
Deferred service revenue	(138)	58
Other accrued liabilities	(3)	(40)
Total adjustments	(244)	651
Net cash provided by operating activities	820	768
Cash flows from investing activities:		
Purchases of equipment	(10)	(2)
Net cash used in investing activities	(10)	(2)
Cash flows from financing activities:		
Proceeds from the exercise of stock options	39	-
Net cash provided by financing activities	39	-
Net increase in cash, restricted cash and cash equivalents	849	766
Cash, restricted cash and cash equivalents at beginning of period	4,798	3,791
Cash, restricted cash and cash equivalents at end of period	\$5,647	\$4,557
Supplemental cash flow disclosures:		
Income taxes paid	\$24	\$3

See notes to condensed consolidated financial statements.

3

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed consolidated balance sheet as of *December 31, 2017*, has been derived from audited consolidated financial statements. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as our annual audited consolidated financial statements and in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial statements.

Preparing condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Examples include estimates of loss contingencies, product life cycles and inventory obsolescence, bad debts, sales returns, share-based compensation, forfeiture rates, the potential outcome of future tax consequences of events that have been recognized in our financial statements or tax returns and determining when investment impairments are other-than-temporary. Actual results and outcomes *may* differ from management’s estimates and assumptions.

On June 5, 2017, a wholly-owned subsidiary of Qualstar Corporation, N2Power, Inc., was created to operate the Company’s internal business unit known as N2Power. The N2Power business unit is reflected in the Company’s SEC filings under the power supplies business segment. Following the establishment of N2Power, Inc., all assets (and liabilities) associated with the N2Power business were assigned to the newly created entity.

On July 4, 2018, a wholly-owned subsidiary of Qualstar Corporation, Qualstar Limited, was created to operate the Company’s data storage business in Europe and Africa.

The Company's significant accounting policies are disclosed in Note 2 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 16, 2018 (the "Annual Report"). There were no material changes to the significant accounting policies during the six months ended June 30, 2018, apart from the Company's accounting policy related to revenue recognition, as discussed below.

Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606" or the "New Revenue Standard"), the new standard on revenue from contracts with customers, which codified Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). As a result, the Company changed its accounting policy for revenue recognition to ensure compliance with ASC 606 as described below.

Principles of Consolidation

The condensed consolidated financial statements include our accounts and the accounts of each of our wholly owned subsidiaries that were in existence during the periods presented: Qualstar Corporation Singapore Private Limited and N2Power, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with information included in the Company's Annual Report.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

Revenue Recognition

Effective January 1, 2018, we adopted Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers* (ASC 606), and we determined that the new guidance had no material impact to the revenue recognized prior to January 1, 2018 and, had no impact on retained earnings as of January 1, 2018. Accordingly, the adoption of ASC 606 had no impact on the Company's financial position, results of operations or liquidity. This standard applies to all contracts with customers, except for contracts that are within the scope of other standards, such as leases and financial instruments. Under ASC 606, the Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which we expect to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, we perform the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) we satisfy a performance obligation. The five-step model is applied to contracts when it is probable that we will collect the consideration we are entitled to in exchange for the goods or services transferred to the customer. At contract inception, once the contract is determined to be within the scope of ASC 606, we assess the goods or services promised within each contract and determine those that are performance obligations and assess whether each promised good or service is distinct. We then recognize revenue in the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Furthermore, we recognize revenue when there is persuasive evidence that an arrangement exists, title and risk of loss have passed, delivery has occurred or the services have been rendered, the sales price is fixed or determinable and collection of the related receivable is reasonably assured. Title and risk of loss generally pass to our customers upon shipment. In limited circumstances where either title or risk of loss pass upon destination or acceptance or when collection is not reasonably assured, we defer revenue recognition until such events occur. We derive revenues from two primary sources: products and services. Product revenue includes the shipment of product according to the agreement with our customers for data storage products and power supplies. Services include customer support (technical support), installations, consulting, and design services. A contract may include both product and services. Rarely, contracts with customers contain multiple performance obligations. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices are typically estimated based on observable transactions when these services are sold on a standalone basis.

We provide product warranties with varying lengths of time and terms. The product warranties are considered to be assurance-type in nature and do not cover anything beyond ensuring that the product is functioning as intended. Based on the guidance in ASC 606, assurance-type warranties do not represent separate performance obligations. We also sell separately-priced maintenance service contracts which qualify as service-type warranties and represent separate performance obligations. We have historically experienced a low rate of product returns under the warranty program.

A variety of technical services can be contracted by our customers for a designated period of time. The service contracts allow customers to call Qualstar for technical support, replace defective parts and to have onsite service provided by Qualstar's third party contract service provider. We record revenue for contract services at the amount of the service contract, but such amount is deferred at the beginning of the service term and amortized ratably over the life of the contract.

Our professional services include consulting, engineer and design services. Because control transfers over time, revenue is recognized based on progress toward completion of the performance obligation. The method to measure progress toward completion requires judgment and is based on the nature of the products or services to be provided. The Company generally uses the input method to measure progress for its contracts because it best depicts the transfer of assets to the customer, which occurs as the Company incurs costs for the contracts. Under the cost-to-cost measure of progress, the progress toward completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenue is recorded proportionally as costs are incurred. Costs to fulfill these obligations include labor and subcontractor costs.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

Deferred service revenue is shown separately in the condensed consolidated balance sheets as current and long term. At *June 30, 2018* we had deferred service revenue of approximately \$789,000. At *December 31, 2017*, we had deferred service revenue of approximately \$927,000.

Allowance for Doubtful Accounts

We estimate our allowance for doubtful accounts based on an assessment of the collectability of specific accounts and the overall condition of accounts receivable. In evaluating the adequacy of the allowance for doubtful accounts, specific trade receivables, historical bad debts, customer credits, customer credit-worthiness and changes in customers' payment terms and patterns are analyzed. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make additional payments, then additional allowances *may* be needed. Likewise, if it is determined that more of our receivables *may* be realized in the future than previously estimated, we would adjust the allowance to increase income in the period of this determination.

Inventory Valuation

We record inventories at the lower of cost (*first-in, first-out* basis) or net realizable value. We assess the value of our inventories periodically based upon numerous factors including expected product or material demand, current market conditions, technological obsolescence, current cost and net realizable value. If necessary, we write down our inventory for estimated obsolescence, potential shrinkage, or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If technology changes more rapidly than expected, or market conditions become less favorable than those projected by management, additional inventory write-downs *may* be required.

Warranty Obligations

We provide for the estimated cost of product warranties at the time the related revenue is recognized. We engage in extensive product quality programs and processes, including active monitoring and evaluation of product failure rates,

material usage and estimation of service delivery costs incurred in correcting a product failure. However, should actual product failure rates, material usage, or service delivery costs differ from our estimates, then revisions to the estimated warranty liability would be required. Historically, our warranty costs have *not* been significant.

Legal and Other Contingencies

The outcomes of legal proceedings and claims brought against us are subject to significant uncertainty. An estimated loss from a loss contingency such as a legal proceeding or claim is accrued by a charge to income if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. When legal costs that the entity expects to incur in defending itself in connection with a loss contingency accrual are expected to be material, the loss should factor in all costs and, if the legal costs are reasonably estimable, they should be accrued in accordance with ASC 450, regardless of whether a liability can be estimated for the contingency itself. Disclosure of a contingency is required if there is at least a reasonable possibility that a loss has been incurred. Changes in these factors could materially impact our condensed consolidated financial statements.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments, which include cash equivalents, accounts receivable, accounts payable, related party; and other long-term liabilities; approximate their fair values.

Share-Based Compensation

Share-based compensation is accounted for in accordance with ASC 718, "Compensation – Stock Compensation." The Black-Scholes option-pricing model is used to determine fair value of the award at the date of grant and recognize compensation expense over the vesting period. The inputs for the model require the use of judgment, estimates and assumptions regarding the expected volatility of the stock, the expected term the average employee will hold the option prior to the date of exercise, expected future dividends, and the number of share-based awards that are expected to be forfeited. Changes in these inputs and assumptions could occur and actual results could differ from these estimates, and our results of operations could be impacted.

Accounting for Income Taxes

We estimate our tax liabilities based on current tax laws in the statutory jurisdictions in which we operate in accordance with ASC 740, "Income Taxes." These estimates include judgments about deferred tax assets and liabilities resulting from temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes, as well as about the realization of deferred tax assets. We *may* recognize the tax benefit from an uncertain tax position only if it is more likely than *not* that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740 also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures.

We maintain a valuation allowance to reduce our deferred tax assets due to the uncertainty surrounding the timing of realizing the benefits of net deferred tax assets in future years. We have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for such a valuation allowance. In the event we were to determine that we would be able to realize all or part of our net deferred tax asset in the future, the valuation allowance would be decreased accordingly.

We *may* periodically undergo examinations by the federal and state regulatory authorities and the Internal Revenue Service. We *may* be assessed additional taxes and/or penalties contingent on the outcome of these examinations. Our previous examinations have *not* resulted in any unfavorable or significant assessments.

Operating Segments

The Company operates in *two* segments, as the chief operating decision maker makes decisions and assesses performance at the divisional level. Operating segments are identified as components of an enterprise about which separate discrete financial information is utilized for evaluation by the chief operating decision maker in making decisions regarding resource allocation and assessing performance. To date, the chief operating decision maker has made such decisions and assessed performance at the *two* divisional levels. The Company's chief operating decision maker is its President and Chief Executive Officer.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

NOTE 2 – RECENT ACCOUNTING PRONOUNCEMENTS

Recent accounting guidance not yet adopted

In July 2018, the FASB issued ASU 2018-10 and 2018-11 to provide additional guidance related to accounting for leases, such as the application of an implicit rate, lessee reassessment of lease classification and certain transition adjustments. This standard is effective for fiscal years beginning after December 15, 2018. We are evaluating the impact of ASU 2018-10 and 2018-11 may have on our condensed consolidated financial statements.

In July 2018, the FASB issued ASU 2018-09, “Codification Improvements”. This ASU makes changes to a variety of topics to provide clarification and correction of errors to the Accounting Standards Codification. The majority of the amendments in ASU 2018-09 are effective for the Company after December 15, 2018. We are evaluating the impact ASU 2018-09 may have on our condensed consolidated financial statements.

In *June 2018*, the FASB issued ASU 2018-07 as a simplification for the accounting for nonemployee share-based payment transactions resulting from expanding the scope of Topic 718, Compensation-Stock Compensation. This standard is effective for fiscal years beginning after *December 15, 2018*. We are evaluating the impact ASU 2018-07 may have on our condensed consolidated financial statements.

In *February 2018*, the FASB issued ASU 2018-02 to provide guidance related to adjustments for deferred tax assets and liabilities based on the changes created by the U.S. federal government tax bill enacted *December 22, 2017*. This standard is effective for fiscal years beginning after *December 15, 2018*. We are evaluating the impact ASU 2018-02 may have on our condensed consolidated financial statements.

In *February 2016*, the FASB issued ASU 2016-02 to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. For related party leases, the basis will be the legally enforceable terms and conditions of the

arrangement. The FASB has also issued ASU 2018-10 to narrow aspects of the guidance in 2016-02, with the same effective date. This standard is effective for fiscal years beginning after *December 15, 2018*. We are evaluating the impact ASU 2016-02 may have on our condensed consolidated financial statements.

NOTE 3 – SIGNIFICANT CUSTOMERS, CONCENTRATION OF CREDIT RISK, AND GEOGRAPHIC INFORMATION

We have *no* outstanding debt nor do we utilize auction rate securities or derivative financial instruments in our investment portfolio. Cash and other investments *may* be in excess of FDIC insurance limits.

Our financial results could be affected by changes in foreign currency exchange rates or weak economic conditions in foreign markets. As all sales are currently made in U.S. dollars, a strengthening of the dollar could make our products less competitive in foreign markets.

Revenue – geographic activity (in thousands):	Three Months Ended				Six Months Ended			
	June 30, 2018		2017		June 30, 2018		2017	
	(unaudited)		(unaudited)		(unaudited)		(unaudited)	
	\$	%	\$	%	\$	%	\$	%
North America	\$1,783	55.2 %	\$1,279	56.4 %	\$3,358	54.5 %	\$2,822	60.0 %
Europe	570	17.7 %	622	27.5 %	882	14.3 %	1,092	23.2 %
Asia Pacific	864	26.7 %	313	13.8 %	1,887	30.6 %	717	15.2 %
Other	14	0.4 %	53	2.3 %	39	0.6 %	75	1.6 %
	\$3,231	100.0 %	\$2,267	100.0 %	\$6,166	100.0 %	\$4,706	100.0 %

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

Two customers accounted for 14.2% and 12.5% of the Company's net revenue for the *three*-month period ended *June 30, 2018*. At *June 30, 2018*, the *two* customers were 25.1% of the accounts receivable balance. *No* customer accounted for more than 10.0% of the Company's net revenue for the *three*-month period ended *June 30, 2017*. At *December 31, 2017*, the same *two* customers represented 20.6% of the total accounts receivable balance.

One customers accounted for 18.7% of the Company's net revenue for the *six*-month period ended *June 30, 2018*. A different customer accounted for 15.0% of the Company's net revenue for the *six*-month period ended *June 30, 2017*.

NOTE 4 – NET EARNINGS PER SHARE

Basic net earnings per share has been computed by dividing net income or loss by the weighted average number of common shares outstanding. Diluted net earnings per share has been computed by dividing net earnings by the weighted average common shares outstanding plus dilutive securities or other contracts to issue common stock as if these securities were exercised or converted to common stock.

The following table sets forth the computation of basic and diluted net income or loss per share for the periods indicated, in thousands, except per share amounts.

	Three Months Ended		Six Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
In thousands (except per share amounts):				
Net income (a)	\$474	\$59	\$1,064	\$117
Weighted average outstanding shares of cosmmon stock (b)	2,048	2,042	2,048	2,042
Dilutive potential common shares from employee stock options	46	—	50	—
Common stock and common stock equivalents (c)	2,094	2,042	2,098	2,042
Income per share:				

Basic net income per share (a)/(b)	\$0.23	\$0.03	\$0.52	\$0.06
Diluted net income per share (a)/(c)	\$0.23	\$0.03	\$0.51	\$0.06

For the *three* and *six* months ended *June 30, 2018* and *2017*, *1,333* and *23,333* outstanding stock options, respectively, were excluded from the calculation of diluted net income per share as their inclusion would have been anti-dilutive.

NOTE 5 - BALANCE SHEET DETAILS

The following tables provide details of selected balance sheet accounts (in thousands):

Inventories

Inventories are stated at the lower of cost (*first-in, first-out* basis) or net realizable value. Inventories are comprised as follows (in thousands):

	June 30,	December
	2018	31,
	(unaudited)	2017
Raw materials	\$ 33	\$ 55
Finished goods	1,646	1,509
Net inventory balance	\$ 1,679	\$ 1,564

QUALSTAR CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)****Property and equipment, net**

The components of property and equipment are as follows (in thousands):

	June 30,	December
	2018	31,
	2017	
	<u>(unaudited)</u>	
Leasehold improvements	\$ 114	\$ 114
Furniture and fixtures	278	268
Machinery and equipment	836	842
	1,229	1,224
Less accumulated depreciation and amortization	(1,099)	(1,052)
Property and equipment, net	\$ 129	\$ 172

Depreciation and amortization expense for the *three* months ended *June 30, 2018* and *2017* was \$22,000 and \$40,000 (unaudited), respectively, and for the *six* months ended *June 30, 2018* and *2017* was \$52,000 and \$83,000 (unaudited), respectively.

Other Accrued Liabilities

The components of other liabilities are as follows (in thousands):

	June 30,	December
	2018	31,
	2017	
	<u>(unaudited)</u>	
Accrued warranty	\$ 361	\$ 322
Accrued outside commissions	70	69

Deferred rent	26	29
Other accrued liabilities	7	34
Total other accrued liabilities	\$ 464	\$ 454

NOTE 6 –CONTINGENCIES

Accrued Warranty

We provide for the estimated costs of hardware warranties at the time the related revenue is recognized. We estimate the costs based on historical and projected product failure rates, historical and projected repair costs, and knowledge of specific product failures (if any). The specific hardware warranty terms and conditions for tape libraries generally include parts and labor over a *three*-year period. The warranty for power supplies is generally *three* years. We regularly re-evaluate our estimates to assess the adequacy of the recorded warranty liabilities and adjust the amounts as necessary.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

Activity in the liability for product warranty, which is included in other accrued liabilities in the condensed consolidated balance sheets for the periods presented, is as follows (in thousands):

	Six months Ended June 30, 2018	Year Ended December 31, 2017
	(unaudited)	
Beginning balance	\$ 322	\$ 236
Cost of warranty claims	(9)	(37)
Accruals for product warranties	48	123
Ending balance	\$ 361	\$ 322

NOTE 7 –COMMITMENTS

Lease Agreements

Qualstar leases a 15,160 square foot facility located in Simi Valley, California. The *three*-year lease began *December 15, 2014* and has been renewed for an additional *three* years, expiring *February 28, 2021*. Rent on this facility is \$11,000 per month with a step-up of 3% annually. Qualstar subleases a portion of the warehouse space to Interlink Electronics, Inc. (“Interlink”) and is reimbursed for the space and other related expenses on a monthly basis. As described in Note 11, Interlink is a related party.

Qualstar also leases approximately 5,400 square feet of office space in Westlake Village, California, that expires *January 31, 2020*. Rent on this facility is \$11,000 per month, with a step-up of 3% annually. Effective *March 21,*

2016, Qualstar entered into a sublease agreement for the Westlake Village facility. The term of the sublease expires at the same time as the term of the master lease and the tenant pays Qualstar \$12,000 per month with a step-up of 3% annually.

Effective April 1, 2016, a two-year lease was signed for 1,359 square feet for \$2,500 per month in Singapore, which has been renewed until June 30, 2019.

The Company provides for rent expense on a straight-line basis over the lease terms.

Future minimum lease payments under these leases are as follows, in thousands, (unaudited):

Years Ending December 31,	Minimum Lease Payment	Sublease Revenue	Net	
			Minimum Lease Payment	
Remainder of 2018	\$ 145	(72)	\$ 73	
2019	274	(147)	127	
2020	147	(12)	135	
2021	23	-	23	
Total Commitment	\$ 589	\$ (231)	\$ 358	

Net rent expense for the three months ended June 30, 2018 and 2017 was \$38,000 and \$35,000, respectively and for the six months ended June 30, 2018 and 2017 was \$77,000 and \$71,000, respectively.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

NOTE 8 –STOCK INCENTIVE PLANS AND SHARE-BASED COMPENSATION

Share-Based Compensation

The Company did *not* incur an expense for share-based compensation associated with outstanding stock options for the *six* months ended *June 30, 2018* and *2017*. *No* income tax benefit was recognized in the condensed consolidated statements of operations for share-based arrangements in any period presented. At *June 30, 2018*, the Company did *not* have any unrecognized compensation costs related to share-based compensation.

Stock Option Plan

The Company has *two* share-based compensation plans as described below.

Qualstar adopted the *2008* Stock Incentive Plan (the “*2008* Plan”) under which incentive and nonqualified stock options and restricted stock could be granted for shares of common stock. The *2008* Plan has expired and *no* additional options *may* be granted under that plan. However, *20,000* options that were previously granted under the *2008* Plan will continue under their terms.

The *2017* Stock Incentive Plan (the “*2017* Plan”) was approved by Qualstar shareholders on *June 13, 2017*. The *2017* Plan, permits the award of stock options (both incentive and non-qualified options), stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance shares, dividend equivalent rights and cash-based awards to employees (including executive officers), directors and consultants of the Company and its subsidiaries. The *2017* Plan authorizes the issuance of an aggregate of *200,000* shares of common stock and the plan is administered by the Compensation Committee of the Company’s Board of Directors.

With respect to options, the fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model that uses the assumptions, such as volatility, expected term and risk-free interest rate. Expected volatilities are based on the historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee termination in determining forfeiture rates. The expected term of options granted is estimated based on the vesting term of the award, historical employee exercise behavior, expected volatility of the Company's stock and an employee's average length of service. The risk-free interest rate used in this model correlates to a U.S. constant rate Treasury security with a contractual life that approximates the expected term of the option award.

The following table summarizes stock option activity:

Options	Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2017	188,033	\$ 7.38	8.63	—
Granted	—	—	—	—
Exercised	(5,500)	7.08	—	—
Forfeited, canceled or expired	(4,533)	15.23	—	—
Outstanding at June 30, 2018	178,000	7.19	8.26	—
Exercisable at June 30, 2018	178,000	\$ 7.19	8.26	\$ —

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

NOTE 9 – INCOME TAXES

We did *not* record a provision or benefit for income taxes for the *six* months ended *June 30, 2018* and *2017*, due to our prior year operating losses. The Company has recorded a full valuation allowance against its net deferred tax assets based on the Company's assessment regarding the realizable nature of these net deferred tax assets in future periods.

NOTE 10 – SEGMENT INFORMATION

In its operation of the business, management reviews certain financial information, including segmented internal profit and loss statements prepared on a basis consistent with U.S. GAAP. Our *two* segments are Power Supplies and Data Storage. The *two* segments discussed in this analysis are presented in the way we internally manage and monitor performance for the *three* and *six* months ended *June 30, 2018* and *2017*. Our allocations of internal resources were made to the *two* business segments for the *three* and *six* months ended *June 30, 2018* and *2017*. The types of products and services provided by each segment are summarized below:

Power Supplies — The Company designs and markets high-efficiency switching power supplies. We utilize contract manufacturers in Asia to produce the power supply products. These power supplies are used to convert AC line voltage to DC voltages, or DC voltages to other DC voltages for use in a wide variety of electronic equipment such as communications equipment, industrial machine tools, wireless systems, as well as medical and gaming devices. We sell our products globally through authorized resellers and directly to original equipment manufacturers (“OEMs”).

Storage — The data storage industry is experiencing a tremendous increase in newly generated digital data due to Rich Media Content, Internet of Things, Data Mining and the Cloud. Tape based storage solution providers enable businesses to manage the massive growth of digital data assets in a cost-effective manner. Our tape-based data storage product lines address long-term archive, backup and recovery of electronic data. These products consist of networked libraries that store and move high density tape cartridges and high-speed tape drives that stream data to and from the tape cartridges. These optimized solutions allow the video centric markets such as media and entertainment, oil and gas, surveillance, digital security and medical imaging to achieve targeted data workflows.

Segment revenue, income before taxes and total assets were as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Revenue				
Power Supplies	\$1,671	\$1,422	\$2,986	\$3,113
Storage:				
Product	668	446	1,184	867
Service	892	399	1,996	726
Total storage	\$1,560	\$845	\$3,180	\$1,593
Revenue	\$3,231	\$2,267	\$6,166	\$4,706

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Income before Taxes				
Power Supplies	\$ 73	\$ 13	\$ 17	\$ 40
Storage	401	46	1,047	77
Income before taxes	\$ 474	\$ 59	\$ 1,064	\$ 117

	June 30,	December
	2018	31,
	(unaudited)	2017
Total Assets		
Power Supplies		
Cash and cash equivalents	\$ 367	\$ 721
Accounts receivable, net	1,295	831
Inventories, net	882	725
Property and equipment, net	54	64
Other assets	10	8
Total power supply assets	2,608	2,349
Storage		
Cash and cash equivalents	\$ 5,180	\$ 3,977
Restricted cash	100	100
Accounts receivable, net	653	971
Inventories, net	797	839
Prepaid expenses and other current assets	114	163
Property and equipment, net	75	108
Other assets	120	60
Total storage assets	7,039	6,218
Total Assets	\$ 9,647	\$ 8,567

NOTE 11 – RELATED PARTY TRANSACTIONS

Steven N. Bronson is the Company's CEO and is also the President and CEO and a majority shareholder of Interlink Electronics, Inc. ("Interlink"). Interlink reimburses Qualstar for leased space at the Simi Valley facility and for other administrative expenses paid by or on behalf of the Company. The total amount charged to Interlink for the *three* months ended *June 30, 2018* and *2017* was *\$4,000* and *\$3,000*, respectively, and *\$8,000* and *\$5,000* for the *six* months ended *June 30, 2018* and *2017*, respectively. Interlink owed Qualstar *\$2,000* and *\$2,000* at *June 30, 2018* and *December 31, 2017*, respectively.

The Company reimburses Interlink for expenses paid on the Company's behalf. Interlink occasionally pays travel and other expenses incurred by Qualstar. The Company reimbursed Interlink *\$74,000* and *\$1,000* for the *three* months ended *June 30, 2018* and *2017*, respectively, and *\$130,000* and *\$8,000* for the *six* months ended *June 30, 2018* and *2017*, respectively. Qualstar owed Interlink *\$7,000* at *June 30, 2018*. At *December 31, 2017*, Qualstar owed Interlink *\$17,000*.

QUALSTAR CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-(Continued)

NOTE 12 – SUBSEQUENT EVENTS

Effective July 4, 2018, the Company formed a wholly-owned subsidiary Qualstar Limited in the United Kingdom to operate the Company's data storage business in Europe and Africa.

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

Statements in this Quarterly Report on Form 10-Q concerning the future business, operating results and financial condition of the Company including estimates, projections, statements relating to our business plans, objectives and operating results, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements inherently are subject to risks and uncertainties, some of which we cannot predict or quantify. Our actual results may differ materially from the results projected in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in Part II, Item 1A of this report and in our Annual Report on Form 10-K for the year ended December 31, 2017 in "Item 1 Business," "Item 1A Risk Factors," and in "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements are generally identified by the use of forward-looking terminology such as "believes," "may," "expects," "intends," "estimates," "anticipates," "plans," "seeks," or "continues," or the negative thereof or variations thereon or similar terminology. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect the occurrence of events or circumstances in the future.

OVERVIEW

Qualstar Corporation and its Subsidiaries ("Qualstar", the "Company", "we", "us" or "our") manufactures and markets data storage system products and compact, high efficiency power solutions. Our data storage devices include highly scalable automated magnetic tape libraries used to store, retrieve and manage electronic data primarily in the network

computing environment. Our data storage devices include models ranging from entry level to enterprise and are a cost-effective solution for organizations requiring backup, recovery and archival storage of critical electronic information. The distribution channels for our data storage devices include resellers, system integrators, and original equipment manufacturers (“OEMs”). In addition, the Company is a leading provider of standard, semi-custom and custom power solutions marketed under the N2Power brand. Our power solution products provide OEM designers increased functionality while reducing thermal loads and cooling requirements and lowering operating costs. Our power solution products are currently sold to OEMs in a wide range of markets, including telecom/networking equipment, audio/visual, industrial, gaming and now medical with our new product offerings.

The Company is focused on expanding sales in both business units in two key areas: adding key customers and expanding its product portfolio. The data storage business is adding more strategic partners that will expand our geographic footprint and increase our reach to additional industries. The power supply business unit is expanding its customer base in specific market verticals, such as the gaming industry. In addition to adding new internally designed and private label products, the power supply business is focusing on providing value add services in establishing itself as an optimized product development manufacturer (OPDM) for current and future new customers. This will allow N2Power to act as a one-stop shop providing solutions for more complex power assembly units and chassis solutions for their OEM customers.

The Company continues to expand its product portfolio through internal development, private labeling and establishing worldwide partnerships with other power supply and data storage related companies. These new relationships will increase our product development engineering capabilities and help us stay at the forefront of both the data storage and power supply industries.

To facilitate the Company’s international expansion, on July 4, 2018, a wholly-owned subsidiary of Qualstar Corporation, Qualstar Limited, was created to operate the Company’s data storage business in Europe and Africa. In conjunction with the entity’s formation, Qualstar Limited has hired a seasoned sales team member in the data storage industry to support and increase the Company’s sales activity in that region.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We describe our significant accounting policies in Note 1, “Summary of Significant Accounting Policies” of the accompanying Notes to Condensed Consolidated Financial Statements.

RESULTS OF OPERATIONS - (Unaudited)

The following table is presented in thousands, except for percentages. The percentages in the table are based on net revenues.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2018		2017		2018		2017	
	\$	%	\$	%	\$	%	\$	%
Power supply revenues	\$1,671	51.7 %	\$1,422	62.7 %	\$2,986	48.4 %	\$3,113	66.1 %
Storage revenues	1,560	48.3 %	845	37.3 %	3,180	51.6 %	1,593	33.9 %
Net revenues	3,231	100.0 %	2,267	100.0 %	6,166	100.0 %	4,706	100.0 %
Cost of goods sold	1,809	56.0 %	1,370	60.4 %	3,316	53.8 %	2,919	62.0 %
Gross profit	1,422	44.0 %	897	39.6 %	2,850	46.2 %	1,787	38.0 %
Operating expenses:								
Engineering	128	4.0 %	110	4.9 %	249	4.0 %	296	6.3 %
Sales and marketing	354	11.0 %	279	12.3 %	649	10.5 %	526	11.2 %
General and administrative	466	14.4 %	449	19.8 %	888	14.4 %	848	18.0 %
Total operating expenses	948	29.3 %	838	37.0 %	1,786	29.0 %	1,670	35.5 %
Income from operations	474	14.7 %	59	2.6 %	1,064	17.3 %	117	2.5 %
Other expense	-	- %	-	- %	-	- %	-	- %
Net income	\$474	14.7 %	\$59	2.6 %	\$1,064	17.3 %	\$117	2.5 %

Comparison of the Three Months Ended June 30, 2018 and 2017 (unaudited)**Change in Net Revenues:**

	Three months Ended June 30, 2018	2017	Change
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	Amount	% of net revenue		Amount	% of net revenue		Amount	%
Power supply revenues	\$1,671	51.7 %	\$1,422	62.7 %	\$249	17.5 %		
Storage revenues	1,560	48.3 %	845	37.3 %	715	84.6 %		
Net revenues	\$3,231	100.0 %	\$2,267	100.0 %	\$964	42.5 %		

The increase in net revenues for the three months ended June 30, 2018 compared to the prior year period is attributable to the segment-specific factors described below.

Segment Revenue

Power Supplies – The increase in power supply sales in the three months ended June 30, 2018 compared to the prior year period is primarily attributable to the increased orders from existing customers.

Storage – For the three months ended June 30, 2018 compared to the prior year period we experienced revenue growth from the sale of both products and services in our data storage segment. The increase in product revenues is attributed to new reseller relationships focused on media and entertainment, which resellers have a high demand for tape technology. Our service revenue increased compared to the prior year period, primarily due to the product development service revenue received from our recent partnership with Sony Imaging Products & Solutions Inc. for the development of an enterprise class optical disk archive (“ODA”) library and an increase in our technical support revenue.

Gross Profit:

	Three months Ended June 30,		2017		Change	
	2018	% of	2017	% of	Amount	%
	Amount	net	Amount	net	Amount	%
		revenue		revenue		
Gross profit	\$1,422	44.0 %	\$897	39.6 %	\$525	58.5 %

The gross profit increase for the three months ended June 30, 2018 compared to the prior year period is primarily attributed to the increased revenue in both business units with overhead costs remaining relatively flat.

Operating Expenses:

	Three months Ended June 30,		2017		Change	
	2018	% of	2017	% of	Amount	%
	Amount	net	Amount	net	Amount	%
		revenue		revenue		
Engineering	\$128	4.0 %	\$110	4.9 %	\$18	16.4 %

Sales and marketing	\$354	11.0	%	\$279	12.3	%	\$75	26.9%
General and administrative	\$466	14.4	%	\$449	19.8	%	\$17	3.8 %

Engineering

Engineering expenses increased in the three months ended June 30, 2018 from the prior year period as a result of increased salaries and the purchase of additional engineering materials.

Sales and Marketing

Sales and marketing expenses increased during the three months ended June 30, 2018 from the prior year period, primarily as a result of increased salaries and commission expenses.

General and Administrative

General and administrative costs increased during the three months ended June 30, 2018 from the prior year period. General and administrative costs increased primarily due to an increase in salaries, travel expenses, and consulting services, offset by a reduction in audit and legal fees.

Provision for Income Taxes: We did not record a provision or benefit for income taxes for each of the three and six months ended June 30, 2018 and 2017, due to our prior year operating losses. There were no changes to the valuation allowance during the six months ended June 30, 2018.

Comparison of the Six Months Ended June 30, 2018 and 2017 (unaudited)

Change in Net Revenues:

	Six months Ended June 30, 2018		2017		Change	
	Amount	% of net revenue	Amount	% of net revenue	Amount	%
Power supply revenues	\$2,986	48.4 %	\$3,113	66.1 %	\$(127)	(4.1)%
Storage revenues	3,180	51.6 %	1,593	33.9 %	1,587	99.6 %
Net revenues	\$6,166	100.0 %	\$4,706	100.0 %	\$1,460	31.0 %

The increase in net revenues for the six months ended June 30, 2018 compared to the prior year period is attributable to the segment-specific factors described below.

Segment Revenue

Power Supplies – The decrease in power supply sales in the six months ended June 30, 2018 compared to the prior year period is primarily attributable to the current global electronic component shortage, which creates longer delivery times to fulfill our customer orders and accordingly reduced our revenue for the period. Additionally, key customers that incorporate our power supplies have variable production demands, which caused revenue fluctuations over the reporting period.

Storage – For the six months ended June 30, 2018 compared to the prior year period we experienced revenue growth from the sale of both products and services in our data storage segment. The increase in product revenues is attributed to new reseller relationships focused on media and entertainment, which resellers have a high demand for tape technology. Our service revenue increased compared to the prior year period, primarily due to the product development service revenue received from our recent partnership with Sony Imaging Products & Solutions Inc. for the development of an enterprise class optical disk archive (“ODA”) library and an increase in our technical support revenue.

Gross Profit:

	Six months Ended June 30,		2017		Change	
	Amount	% of net revenue	Amount	% of net revenue	Amount	%
Gross profit	\$2,850	46.2 %	\$1,787	38.0 %	\$1,063	59.5 %

The gross profit increase for the six months ended June 30, 2018 compared to the prior year period is primarily attributed to the increased data storage revenue offset with a reduction in power supply sales with overhead costs remaining relatively consistent.

Operating Expenses:

	Six months Ended June 30,				Change	
	2018		2017		Amount	%
	Amount	% of net revenue	Amount	% of net revenue		
Engineering	\$249	4.0 %	\$296	6.3 %	\$(47)	(15.9)%
Sales and marketing	\$649	10.5 %	\$526	11.2 %	\$123	23.4 %
General and administrative	\$888	14.4 %	\$848	18.0 %	\$40	4.7 %

Engineering

Engineering expenses decreased in the six months ended June 30, 2018 from the prior year period as a result of a reduction in payroll and related expenses with lower headcount, and lower costs related to compliance testing.

Sales and Marketing

Sales and marketing expenses increased during the six months ended June 30, 2018 from the prior year period, primarily as a result of increased payroll and related expense, marketing consulting costs and commission expenses.

General and Administrative

General and administrative costs increased during the six months ended June 30, 2018 from the prior year period. General and administrative costs increased primarily due to an increase in salaries, travel expenses, and consulting services, offset by a reduction in audit and legal fees.

Provision for Income Taxes: We did not record a provision or benefit for income taxes for each of the six months ended June 30, 2018 and 2017, due to our prior year operating losses. There were no changes to the valuation allowance during the six months ended June 30, 2018.

CONTRACTUAL OBLIGATIONS

The disclosures relating to our contractual obligations in our Annual Report on Form 10-K for the year ended December 31, 2017 has not materially changed since the report was filed.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this Quarterly Report on Form 10-Q, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Our principal source of liquidity is cash generated from operations. Net cash provided by operating activities was \$820,000 for the six months ended June 30, 2018 compared to the net cash provided by operating activities of \$768,000 for the six months ended June 30, 2017.

The cash provided by operating activities for the six months ended June 30, 2018 of \$820,000 consisted of the operating income for the period of \$1,064,000 and non-cash adjustments of \$181,000, offset by changes in operating assets and liabilities of \$425,000.

Investing Activities

Cash used by investing activities was \$10,000 for the six months ended June 30, 2018 relating to the purchase of equipment. For the six months ended June 30, 2017, cash used in investing activities was \$2,000.

Financing Activities

Cash provided by financing activities was \$39,000 from the exercise of stock options during either the six months ended June 30, 2018. Cash was not provided by or used in financing activities during the six months ended June 30, 2017.

As of June 30, 2018, cash, restricted cash and cash equivalents increased \$849,000 to \$5,647,000 from \$4,798,000 at December 31, 2017.

The Company's efforts to control costs and increase revenues in prior periods are reflected in the positive cash flow in this quarter.

We believe that our existing cash and cash equivalents and cash flows from our operating activities will be sufficient to fund our working capital and capital expenditure needs for at least twelve months from the date of this report. We may utilize cash to invest in or acquire businesses, products or technologies that we believe are additive to the strategic expansion of the Company. We periodically evaluate other companies and technologies for possible investment or acquisition. In addition, we have made, and may in the future make, investments in companies with whom we have identified potential synergies. However, we have no present commitments or agreements with respect to any material investment in or acquisition of other businesses or technologies. In the event that we require additional capital to meet our business needs, there can be no assurance that additional funding will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms.

ITEM 3. Qualitative and Quantitative Disclosures about Market Risk

Not applicable.

ITEM 4. Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as applicable, to allow timely decisions regarding required disclosure.

Evaluation of disclosure and controls and procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of disclosure controls and procedures. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that our disclosure controls and procedures are operating in an effective manner to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Changes in internal controls over financial reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there is only reasonable assurance that our controls will succeed in achieving their stated goals under all potential future conditions.

PART II — OTHER INFORMATION

ITEM 1. Legal Proceedings

Qualstar is subject to a variety of claims and legal proceedings that arise from time to time in the ordinary course of our business. Although management currently believes that resolving claims against us, individually or in the aggregate, will not have a material adverse impact on our financial statements, these matters are subject to inherent uncertainties and management's view of these matters may change in the future. We accrue loss contingencies in connection with our commitments and contingencies, including litigation, when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated.

ITEM 1A. Risk Factors

There have been no significant changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

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

None.

ITEM 3. Defaults upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

21

ITEM 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	File Number	Exhibit Filing Date	
31.1	<u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>				X
31.2	<u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>				X
32.1	<u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>				**
32.2	<u>Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>				**
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				X

**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.

QUALSTAR CORPORATION

Dated: August 8, 2018 By: /s/STEVEN N. BRONSON
Steven. N. Bronson
Chief Executive Officer and President
(Principal Executive Officer)