OOMA INC
Form 10-Q
June 10, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 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: 001-37493

Ooma, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	06-1713274
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1880 Embarcadero Road, Palo Alto, California 94303

(Address of principal executive offices)

(650) 566-6600

(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 x 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 x No ¨

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

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer x (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 x

As of May 31, 2016, there were 17,215,797 shares of the registrant's common stock outstanding.

TABLE OF CONTENTS

AVAILABLE INFORMATION

Ooma, Inc. is required to file current, annual and quarterly reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with the Securities and Exchange Commission (the "SEC"). You may read and copy any document Ooma files with the SEC at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet website at http://www.sec.gov, from which interested persons can electronically access Ooma’s SEC filings.

Ooma provides its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, Forms 3, 4 and 5 filed by or on behalf of directors, executive officers and certain large shareholders, and any amendments to those documents filed or furnished pursuant to the Exchange Act free of charge on the Investor Relations section of its website located at http://investors.ooma.com. These filings will become available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. From time to time Ooma may use its website as a channel of distribution of material company information.

Ooma also makes available, in the Investor Relations section of its website and will provide print copies to shareholders upon request, (i) its corporate governance guidelines, (ii) its code of business conduct and ethics, and (iii) the charters of the audit, compensation, and nominating and corporate governance committees of its board of directors. These documents, as well as the information on the website, are not intended to be part of this quarterly report on Form 10-Q (the “Quarterly Report”). Ooma also uses the Investor Relations section of its website as a means of complying with its disclosure obligations under Regulation FD. Accordingly, you should monitor Ooma’s Investor Relations section of its website in addition to following Ooma’s press releases, SEC filings, and public conference calls and webcasts.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

OOMA, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

(Unaudited)

	April 30, 2016	January 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$8,982	$27,413
Short-term investments	44,695	27,991
Accounts receivable, net	5,022	5,609
Inventories	3,909	5,011
Deferred inventory costs	1,841	2,013
Prepaid expenses and other current assets	1,513	1,318
Total current assets	65,962	69,355
Property and equipment, net	4,272	4,291
Intangible assets, net	787	885
Goodwill	1,117	1,117
Other assets	830	888
Total assets	$72,968	$76,536
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$4,160	$4,786
Accrued expenses	11,979	13,010
Short-term capital lease	—	632
Deferred revenue	14,351	15,036
Total current liabilities	30,490	33,464
Other liabilities	238	182
Total liabilities	30,728	33,646
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock $0.0001 par value: 10,000,000 shares authorized; no shares issued and outstanding on April 30, 2016 and January 31, 2016	—	—
Common stock $0.0001 par value: 100,000,000 shares authorized; 17,190,777 and 16,916,250 shares issued and outstanding on April 30, 2016 and January 31, 2016,	2	2

respectively.		
Additional paid-in capital	110,972	107,679
Accumulated other comprehensive income	30	17
Accumulated deficit	(68,764)	(64,808)
Total stockholders’ equity	42,240	42,890
Total liabilities and stockholders’ equity	$72,968	$76,536

See notes to condensed consolidated financial statements

OOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data)

(Unaudited)

	Three Months Ended	
	April 30, 2016	April 30, 2015
Revenue:		
Subscription and services	$21,490	$15,576
Product and other	2,969	4,276
Total revenue	24,459	19,852
Cost of revenue:		
Subscription and services	7,271	5,624
Product and other	3,539	4,207
Total cost of revenue	10,810	9,831
Gross profit	13,649	10,021
Operating expenses:		
Sales and marketing	8,095	5,895
Research and development	5,741	4,097
General and administrative	3,855	2,961
Total operating expenses	17,691	12,953
Loss from operations	(4,042)	(2,932)
Other (expense) income:		
Interest income (expense), net	64	(285)
Change in fair value of warrants	—	(716)
Other income (expense), net	22	(2)
Net loss	$(3,956)	$(3,935)
Net loss per share of common stock:		
Basic and diluted	$(0.23)	$(1.52)
Weighted-average number of shares used in per share amounts:		
Basic and diluted	17,059,986	2,591,241

See notes to condensed consolidated financial statements

OOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Amounts in thousands)

(Unaudited)

	Three Months Ended	
	April 30, 2016	April 30, 2015
Net Loss	$(3,956)	$(3,935)
Other comprehensive income		
Unrealized gain on short-term investments	13	—
Comprehensive loss	$(3,943)	$(3,935)

See notes to condensed consolidated financial statements

OOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended	
	April 30, 2016	April 30, 2015
Cash flows from operating activities:		
Net loss	$(3,956)	$(3,935)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Stock-based compensation expense	2,474	551
Depreciation and amortization	389	316
Amortization of intangible assets	97	99
Non-cash interest expense	—	44
Change in fair value of acquisition-related contingent consideration	—	81
Change in fair value of warrant liability	—	716
Changes in operating assets and liabilities:		
Accounts receivable, net	587	1,927
Inventories	1,103	(195)
Deferred inventory costs	172	1,311
Prepaid expenses and other assets	(110)	43
Accounts payable and accrued expenses	(1,373)	2,105
Other liabilities	(20)	392
Deferred revenue	(608)	(2,084)
Net cash (used in) provided by operating activities	(1,245)	1,371
Cash flows from investing activities:		
Purchases of short-term investments	(19,260)	—
Proceeds from sale of short-term investments	2,500	—
Purchases of property and equipment	(321)	(408)
Net cash used in investing activities	(17,081)	(408)
Cash flows from financing activities:		
Payment of deferred offering costs	—	(453)
Proceeds from Series Beta preferred stock, net	—	5,000
Repayment of debt and capital leases	(628)	(534)
Payment of acquisition related earn-out	(100)	(475)
Proceeds from issuance of common stock related to warrants and employee stock benefit plans	623	1
Net cash (used in) provided by financing activities	(105)	3,539
Net (decrease) increase in cash and cash equivalents	(18,431)	4,502
Cash and cash equivalents at beginning of period	27,413	9,133

Cash and cash equivalents at end of period	$8,982	$13,635

See notes to condensed consolidated financial statements

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Ooma, Inc. (the "Company") is a leading provider of innovative communications solutions and other connected services to small business, home, and mobile users. The Company's unique hybrid Software-as-a-Service ("SaaS") platform, consisting of its proprietary cloud, on-premises appliances, mobile applications, and end-point devices, provides the connectivity and functionality that enables solutions. The Company was incorporated in Delaware on November 19, 2003 and is headquartered in Palo Alto, California

Basis of Presentation

These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission (the "SEC") regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, the information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended January 31, 2016.

These financial statements have been prepared on the same basis as the Company's annual financial statements and, in the opinion of management, reflect all normal recurring adjustments necessary to present fairly the Company's financial position, its results of operations, and cash flows for the interim periods presented, but are not necessarily indicative of the results of operations to be anticipated for the full fiscal year ending January 31, 2017. The condensed consolidated balance sheet as of January 31, 2016 included herein was derived from the audited financial statements as of that date.

The condensed consolidated financial statements include accounts of the Company and its wholly-owned subsidiary. All significant intercompany transactions and balances have been eliminated upon consolidation.

Reverse Stock Split

Effective July 6, 2015, the Company completed a one-for-two reverse stock split, as approved by its Board of Directors (the "Board"). All shares and warrants and per share and warrant amounts set forth herein give effect to this reverse stock split.

Initial Public Offering and Conversion of Preferred Stock

In July 2015, the Company completed its initial public offering (the "IPO"), in which 5,000,000 shares of common stock were sold to the public at an IPO price of $13.00 per share. The net proceeds from the offering were $56.9 million after deducting the underwriters' discounts and commissions of $4.5 million and $3.6 million of offering expenses.

Use of Estimates

The preparation of the Company’s condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates include, but are not limited to, those related to revenue recognition, the allowance for returns, stock-based compensation and warrants, valuation of goodwill and intangible assets, inventory valuation, regulatory fees and indirect tax accruals, and accounting for income taxes, including valuation allowances and fair value measurements. Estimates are based on historical experience, where applicable, and other assumptions believed to be reasonable by management. Actual results could differ from those estimates. These estimates are based on information available as of the date of the condensed consolidated financial statements, and assumptions are inherently subjective in nature; therefore, actual results could differ from management’s estimates.

Summary of Significant Accounting Policies

There have been no material changes to the Company's significant accounting policies as described in its Annual Report on Form 10-K for the year ended January 31, 2016.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Concentration of Risk

The concentration of accounts receivable as of April 30, 2016 and January 31, 2016, respectively are as follows:

	As of April 30, 2016	January 31, 2016
Customer A	28%	13%

There were no customers that individually exceeded 10% of revenue during the three months ended April 30, 2016 and 2015.

Recent Accounting Pronouncements

In March 2016, the Financial Accounting Standard Board (“FASB”) issued accounting standards update (“ASU”) 2016-09, Improvements to Employee Share-Based Payment Accounting. This ASU affects entities that issue share-based payment awards to their employees. The ASU is designed to simplify several aspects of accounting for share-based payment award transactions which include – the income tax consequences, classification of awards as either equity or liabilities, classification on the statement of cash flows and forfeiture rate calculations. ASU 2016-09 will become effective for the Company in the first quarter of fiscal 2018. Early adoption is permitted in any interim or annual period. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases. This ASU requires assets and liabilities arising from leases, including operating leases, to be recognized on the balance sheet. ASU 2016-02 will become effective for the Company in the first quarter of fiscal 2020, and requires adoption using a modified retrospective approach. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes, which simplifies the presentation of deferred income taxes. The ASU requires that deferred tax assets and liabilities be classified as non-current in a statement of financial position, thereby simplifying the current guidance that requires an entity to separate deferred assets and liabilities into current and noncurrent amounts. The Company early adopted ASU 2015-17 as of January 31, 2016 on a prospective basis. The statement of financial position as of January 31, 2016 reflects the classification of deferred tax assets and liabilities as noncurrent. No prior periods were retrospectively adjusted because such an adjustment was not material and does not affect comparability.

In July 2015, the FASB issued ASU No. 2015-11 (ASC 330), Simplifying the Measurement of Inventory. Update No. 2015-11 requires companies to measure inventory using the lower of cost and net realizable value. It is effective for annual reporting periods beginning after December 15, 2016 and interim periods within those fiscal years. The Company is currently evaluating the impact, if any, of this guidance on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15 (ASC 205), Disclosure of Uncertainties About an Entity's Ability to Continue as a Going Concern. The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on its consolidated financial statements.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which affects any entity that either enters into contracts with customers to transfer goods and services or enters into contracts for the transfer of nonfinancial assets. ASU 2014-09 will replace most existing revenue recognition guidance in GAAP when it becomes effective. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under the currently effective guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. In July 2015, the FASB approved a one-year deferral of the effective date of the standard with the issuance of by ASU 2015-14, Revenue from Contracts with Customers (ASC 606) Deferral of Effective Date. As a result, ASU 2014-09 will become effective for the Company in the first quarter of fiscal 2019 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. Early adoption is permitted but not before the original effective date of annual periods beginning after December 15, 2016. In April 2016 and May 2016, the FASB issued ASU 2016-10 and ASU 2016-12, respectively, which clarifies guidance on identifying performance obligations, collectability criterion and noncash consideration. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

2. Fair Value Measurement

The Company records its financial assets and liabilities at fair value. The inputs used in the valuation methodologies in measuring fair value are defined in the fair value hierarchy as follows:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.
Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities and which reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The Company's financial instruments consist of Level 1, Level 2 assets and Level 3 liabilities.

As of January 31, 2016, the Level 3 liabilities consisted of acquisition-related contingent consideration. During the three months ended April 30, 2016 this liability was settled in cash and issuance of shares of common stock.

There were no transfers into or out of the Level 3 category during the three months ended April 30, 2016.

The Company's financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy are as follows (in thousands):

	Balance as of April 30, 2016			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents:				
Money market funds	$4,306	$—	$ —	$4,306
Commercial paper	—	1,000	—	1,000
Total cash equivalents	$4,306	$1,000	$ —	$5,306
Cash				3,676
Total Cash and cash equivalents				$8,982
Short-term investments:				
Corporate debt securities	$—	$11,430	$ —	$11,430
Commercial paper	—	8,122	—	8,122
U.S. agency securities	8,669	—	—	8,669
U.S. government securities	14,671	—	—	14,671
Asset backed securities	—	1,803	—	1,803
Total short-term investments	$23,340	$21,355	$ —	$44,695

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

	Balance as of January 31, 2016			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents:				
Money market funds	$3,462	$—	$—	$3,462
Commercial paper	—	3,499	—	3,499
Total cash equivalents	$3,462	$3,499	$—	$6,961
Cash				20,452
Total Cash and cash equivalents				$27,413
Short-term investments:				
Corporate debt securities	$—	$7,845	$—	$7,845
Commercial paper	—	4,986	—	4,986
U.S. agency securities	—	7,666	—	7,666
U.S. government securities	7,494	—	—	7,494
Total short-term investments	$7,494	$20,497	$—	$27,991
Liabilities:				
Acquisition-related contingent consideration	$—	$—	$288	$288
Total liabilities	$—	$—	$288	$288

Changes in the Level 3 fair value category for the periods presented are as follows (in thousands):

	Acquisition-Related Contingent Consideration
Balance at January 31, 2016	$ 288
Payout of consideration	(123)
Issuance of shares	(165)
Balance at April 30, 2016	$ —

The carrying value of the Company’s accounts receivable, inventory and other current assets and current liabilities approximates fair value due to short maturities.

11

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

3. Short-term investments

Short-term investments consisted of the following (in thousands):

	As of April 30, 2016			
	Amortized Cost	Unrealized Losses	Unrealized Gains	Fair Value
Corporate debt securities	$11,433	$ (3)	$ —	$ 11,430
Commercial paper	8,122	—	—	8,122
U.S. agency securities	8,659	—	10	8,669
U.S. government securities	14,648	—	23	14,671
Asset backed securities	1,803	—	—	1,803
Total short-term investments	$44,665	$ (3)	$ 33	$ 44,695

	As of January 31, 2016			
	Amortized Cost	Unrealized Losses	Unrealized Gains	Fair Value
Corporate debt securities	$7,851	$ (6)	$ —	$ 7,845
Commercial paper	4,985	—	1	4,986
U.S. agency securities	7,661	—	5	7,666
U.S. government securities	7,477	—	17	7,494
Total short-term investments	$27,974	$ (6)	$ 23	$ 27,991

The gross realized gains and losses related to the Company’s short-term investments were not material for the three months ended April 30, 2016. The Company did not have any gross realized gains and gross realized losses for the three months ended April 30, 2015.

The cost basis and fair value of the short-term investments by contractual maturity consist of the following (in thousands):

	As of April 30, 2016		As of January 31, 2016	
	Amortized Value	Fair Value	Amortized Value	Fair Value
One year or less	$34,892	$34,904	$19,143	$19,145
Over one year and less than two years	9,773	9,791	8,831	8,846
Total	$44,665	$44,695	$27,974	$27,991

Prior to fiscal 2016 the Company held all its cash in cash and money market funds.

Investments in an unrealized loss position consisted of the following (in thousands):

	As of April 30, 2016		As of January 31, 2016	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate debt securities	$11,430	$ (3)	$7,845	$ (6)

The Company reviews the individual securities in its portfolio to determine whether a decline in a security's fair value below the amortized cost basis is other-than-temporary. The Company determined that as of April 30, 2016 and January 31, 2016, there were no investments in its portfolio that were other-than-temporarily impaired. The Company does not intend to sell any of these investments, and it is not more likely than not that the Company would be required to sell these investments before recovery of their amortized cost basis, which may be at maturity.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

4. Balance Sheet Components

Inventories

The following table shows the components of inventories (in thousands):

	April 30, 2016	January 31, 2016
Finished goods	$2,987	$4,633
Raw material	922	378
Total inventory	$3,909	$5,011

Deferred Revenue

The following table shows the components of deferred revenue (in thousands):

	April 30, 2016	January 31, 2016
Deferred revenue:		
Subscription and services	$12,052	$11,954
Product and other	2,412	3,118
Total deferred revenue	14,464	15,072
Less: current portion of deferred revenue	14,351	15,036
Deferred revenue, noncurrent portion included in other liabilities	$113	$36

Accrued Expenses

The following table shows the components of accrued expenses (in thousands):

	April 30, 2016	January 31, 2016
Accrued regulatory fees and taxes	$5,322	$5,216
Accrued payroll and related expenses	2,170	3,559
Acquisition-related contingent consideration-current portion	—	288

Other accrued expenses	4,487	3,947
Total accrued expenses	$11,979	$13,010

5. Debt

In April 2012 and December 2012 the Company entered into a secured debt agreement ("Term Debt") and the line of credit ("the Revolver") with its current lender with original maturity of September 2015 and July 2016, respectively. In July 2015, the Company repaid the outstanding debt of $5.3 million under these agreements using a portion of the IPO proceeds.

In January 2015, the Company entered into an amended line of credit under a loan and security agreement with its current lender which increased the amount available under the Revolver to $12.0 million and added a new line of credit of up to $10.0 million. The original maturity date of the line of credit was January 2018. The Company repaid the outstanding debt of $5.0 million under the line of credit in July 2015 using a portion of the IPO proceeds. In connection with the agreement, the Company issued warrants to purchase 76,630 shares of the Company's common stock with an exercise price of $6.04 per share that are exercisable until January 2025. As of April 30, 2016, these warrants remained outstanding.

As of April 30, 2016, the amount available under the Revolver agreement was $12.0 million. The interest rate on the Revolver is 2.75% above the prime rate (3.5% at April 30, 2016). The Revolver includes a financial covenant that the Company is required to have a certain number of subscribers at the end of each quarter. The Revolver matures in July 2016.

The Company has certain non-financial covenants in connection with the borrowings. As of April 30, 2016 and January 31, 2016, the Company was in compliance with all the covenants under the Revolver agreement.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Total interest expense recognized was $18,000 and $0.3 million for the three months ended April 30, 2016 and 2015, respectively. Total amortization of debt issuance costs recognized was $0 and $44,000 for the three months ended April 30, 2016 and 2015, respectively.

As of January 31, 2016, $0.6 million of the debt on the consolidated balance sheet related to equipment acquired under capital lease was repaid by the Company in April 2016.

6. Convertible Preferred Stock Warrant Liability

As of April 30, 2015, the Company had the following warrants to purchase convertible preferred stock outstanding:

	Warrants outstanding as of April 30, 2015	Fair value of Warrants Liabilities as of April 30, 2015 (in thousands)
December 2010 warrant	70,287	$ 726
May and June 2009 warrants	55,696	596
April 2012, December 2012 and October 2014 warrants	66,026	611
Total	192,009	$ 1,933

In December 2010 the Company issued a warrant to purchase 70,287 shares of Series Alpha convertible preferred stock. The warrant was initially measured at its fair value and recorded as a derivative liability. On each reporting date the change in fair value of the warrant was determined based on Monte-Carlo model or IPO pricing on payout. During the three months ended April 30, 2015, the Company recorded a remeasurement loss of $0.3 million in other income (expense) in the condensed consolidated statement of operations. Upon the completion of the IPO, the fair value of the warrant was determined to be $0.6 million. The warrant was cash settled and the Company paid $0.6 million to the warrant holder from the IPO proceeds.

In May and June 2009, the Company issued warrants to purchase 55,696 shares of Series Alpha convertible preferred stock. These warrants were initially measured at their fair value and recorded as a derivative liability. On each reporting date the change in fair value of the warrants were determined using the Black Scholes model. During the three months ended April 30, 2015, the Company recorded a remeasurement loss of $0.2 million in other income (expense) in the condensed consolidated statement of operations. As of April 30, 2015, the fair value of these warrants was determined using the following Black-Scholes assumptions: expected volatility of 70%, remaining contractual term of 1.14 years, risk-free interest rate of 0.3% and no dividend yield. Upon completion of the IPO in July, 2015, the total aggregate liability of $0.4 million related to these warrants was derecognized and reclassified to additional paid in capital which then automatically converted these warrants to purchase shares of Series Alpha convertible stock into warrants to purchase shares of common stock.

In April 2012, December 2012 and October 2014, the Company issued warrants to purchase an aggregate of 66,026 shares of Series Alpha convertible preferred stock in connection with a debt agreement with a lender. The Company recorded the warrants as a derivative liability. The warrants were initially measured at fair value and remeasured at every reporting period date using Monte-Carlo valuation. During the three months ended April 30, 2015, the Company recorded a remeasurement loss of $0.2 million in the condensed consolidated statement of operations. Upon completion of the IPO in July, 2015, the total aggregate liability of $0.7 million related to these warrants was derecognized and reclassified to additional paid in capital which then automatically converted these warrants to purchase shares of Series Alpha convertible stock into warrants to purchase shares of common stock on a 1:1 basis. During the fourth quarter of fiscal 2016, the lender net exercised warrants to purchase 66,026 shares of Series Alpha convertible stock at an exercise price of $4.70 per share to 21,421 shares of common stock.

7. Commitments and Contingencies

The Company leases office space in Palo Alto and Newark, California under operating leases. As of April 30, 2016, the Company had $2.8 million outstanding under operating leases with lease periods expiring through February 2018.

In January 2015, the Company entered into a capital lease for computer equipment that was scheduled to mature in December 2016 with the right to purchase the equipment at maturity for one dollar. The Company repaid the outstanding balance of $0.6 million in April 2016.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Rent expense was $0.3 million and $0.3 million for the three months ended April 30, 2016 and 2015, respectively.

As of April 30, 2016, non-cancelable purchase commitments were $2.6 million.

Legal Matters—The Company is party to actions and proceedings incident to the Company's business in the ordinary course of business, including litigation regarding its intellectual property, challenges to the enforceability or validity of its intellectual property, and claims that the Company's products or services infringe on the intellectual property rights of others. The Company accrues a liability for such matters when it is probable that future expenditures will be made and such expenditures can be reasonably estimated.

In connection with the Deep Green Wireless Litigation, Securities Litigation, Berks County Litigation and the Alabama Litigation proceedings described in Part II, Item 1 ("Legal Proceedings") the Company has determined that the amount of any material loss or range of any material losses that is reasonably possible to result from each such proceeding is not reasonably estimable. At this point in the proceedings, losses, if any, that are reasonably possible to result from this litigation are not reasonably estimable. Accordingly, no material reserves have been recorded in the Company's condensed consolidated financial statements with respect to any of such litigations.

Indemnification—The Company enters into standard indemnification arrangements in the ordinary course of business. Pursuant to these arrangements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third party with respect to the Company's technology. The term of these indemnification agreements is generally perpetual. The maximum potential amount of future payments the Company could be required to make under these agreements is not determinable because it involves claims that may be made against the Company in the future, but have not yet been made.

The Company has entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct of the individual. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has director and officer insurance coverage that reduces the Company's exposure and enables the Company to recover a portion of any future amounts paid.

To date the Company has not incurred costs to defend lawsuits or settle claims related to these indemnification agreements. No liability associated with such indemnifications has been recorded to date.

8. Stockholders' Equity

Common Stock and Preferred Stock

On July 6, 2015, the Company filed an amended and restated certificate of incorporation to increase the amount of common stock authorized for issuance to 100,000,000 shares with a par value of $0.0001 per share and

10,000,000 shares with a $0.0001 par value per share of preferred stock.

As of April 30, 2016 the Company had 17,190,777 shares of common stock outstanding which included the 5,000,000 shares issued in the IPO. The Company did not have any shares of preferred stock issued and outstanding.

Equity Award Plans

2005 Stock Plan

The Board of Directors adopted, and the stockholders approved, the Company's 2005 Stock Plan (the "2005 Plan"), in April 2005. The 2005 Plan provides for the grant of incentive stock options to its employees (and employees of its subsidiaries), and for the grant of non-statutory stock options and stock purchase rights to its employees, directors and consultants (and employees and consultants of its subsidiaries). In June 2015, the 2005 Plan was amended and restated in the form of the 2015 Equity Incentive Plan described below. The terms of the 2005 Plan as described in the Prospectus will continue to govern the terms and conditions of the outstanding awards previously granted thereunder.

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

2015 Equity Incentive Plan

In June 2015, the Company amended and restated its 2005 Plan in the form of 2015 Equity Incentive Plan (the “2015 Plan”) which became effective immediately upon the effectiveness of the Company’s IPO. The 2015 Plan provides for the grant of incentive stock options to its employees and any of its subsidiary corporations’ employees, and for the grant of non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares to its employees, directors and consultants and its subsidiary corporations’ employees and consultants. The Company initially reserved 4,433,102 shares under the 2015 Plan (which is the number of shares previously reserved for issuance under the 2005 Plan) plus 2,205,828 shares which is the number of shares equal to 10% of its outstanding shares of common stock measured at the time of completion of its IPO (as determined on a fully diluted basis, including the shares reserved under its equity plans). In addition, the number of shares available for issuance under the 2015 Plan will be annually increased on the first day of each of its fiscal years beginning with fiscal 2017, by an amount equal to the lessor of (i) 5% of the outstanding shares of its common stock as of the last day of its immediately preceding fiscal year; and (ii) such other amount as the Company’s board of directors may determine. In April 2016, an additional 854,483 shares were authorized for future issuance under the 2015 Plan.

As of April 30, 2016, the Company had 798,897 shares available for future issuance.

Employee Stock Purchase Plan

In conjunction with the completion of its IPO, the Company adopted the 2015 Employee Stock Purchase Plan (“ESPP”). A maximum of 441,165 shares were initially authorized for future issuance. The number of authorized shares under the ESPP is subject to increase on an annual basis. In April, 2016, an additional 341,793 shares were authorized for future issuance. The ESPP allows eligible employees to purchase shares of common stock at a discount through payroll deductions of up to 15% of their eligible compensation subject to plan limitations. The ESPP provides for a 24-month offering period comprised of four purchase periods of approximately six months. Employees are able to purchase shares at 85% of the lower of the fair market value of the Company’s common stock (i) at the date of commencement of the offering period or (ii) at the last day of the purchase period. The offering periods are scheduled to start on the first trading day on or after March 15 and September 15 of each year. During the three months ended April 30, 2016, there was a purchase of 116,629 shares at a purchase price of $5.01 per share.

On March 15, 2016 the Company started a new offering period at a new offering price based on the closing price of the Company’s common stock on the same date. The Company concluded that starting a new offering period prior to the completion of the existing offering period resulted in an accounting modification and accordingly, recorded $0.3 million of incremental compensation charge to be recognized over the remaining life of the ESPP offering period. During the three months ended April 30, 2016, the Company recorded stock-based compensation expense of $0.3 million.

Stock Options

Options to purchase shares of common stock may be granted to employees, directors, and consultants. These options vest from date of grant to up to five years and expire 10 years from the date of grant. Options may be exercised anytime during their term in accordance with the vesting/exercise schedule specified in the recipient’s stock option agreement and in accordance with the plan provisions. Shares issued upon exercise prior to vesting, are subject to a right of repurchase, which lapses according to the original option vesting schedule.

16

Ooma, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Summary of option activity under the Company's 2005 Plan and 2015 Plan for the three months ended April 30, 2016 is set forth below:

	Options Outstanding Number of Shares Underlying Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Balance, January 31, 2016	2,087,584	$ 5.59	7.9	$ 4,843
Options granted				
Options exercised	(63,019)	0.58		
Options canceled	(3,098)	17.44		
Balance, April 30, 2016	2,021,467	5.73	7.7	$ 4,888
Vested and exercisable, April 30, 2016	801,739	$ 2.93	6.2	$