

Resonant Inc
Form 10-K/A
October 24, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended December 31, 2015

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 001-36467

RESONANT INC.

(Exact Name of Registrant as Specified in Its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

45-4320930
(I.R.S. Employer
Identification No.)

110 Castilian Drive, Suite 100, Goleta, California 93117

(Address of Principal Executive Offices) (Zip Code)

(805) 308-9803
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.001 par value

Name of each exchange on which registered
The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

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

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

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

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

Large accelerated filer ☐
Non-accelerated filer ☐
(Do not check if smaller reporting company)

Accelerated filer ☐
Smaller reporting company ☒

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

As of June 30, 2015, the aggregate market value of the voting and non-voting common equity held by non-affiliates was \$21 million, based on the closing price on that date. As of March 22, 2016, the registrant had 7,389,506 shares of common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the registrant's 2016 Annual Meeting of Stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K. Such Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of December 31, 2015, the last day of the fiscal year covered by this Annual Report on Form 10-K.

**ANNUAL REPORT ON FORM 10-K/A
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015**

Explanatory Note to Amendment No. 1

Resonant Inc. (the Company) is filing this Amendment No. 1 on Form 10-K/A (this Amendment No.1) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2015, originally filed with the Securities and Exchange Commission (the SEC) on March 25, 2016 (the Original Form 10-K), to add the internal control over financial reporting language in the introductory portion of paragraph 4 and paragraph 4(b) of the certifications of its principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This language was inadvertently omitted from the Section 302 Certifications attached to the Original Form 10-K. Because no financial statements are contained within this Amendment No. 1, paragraph 3 of the Section 302 Certifications has been omitted. The corrected Section 302 Certifications are attached to this Amendment No. 1 as Exhibits 31.1 and 31.2.

Except as described above, no other changes have been made to the Original Form 10-K. Except as otherwise indicated herein, this Amendment No. 1 continues to speak as of the date of the Original Form 10-K, and the Company has not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K and the Company's filings made with the SEC subsequent to the filing of the Original Form 10-K. The filing of this Amendment No. 1 is not an admission that the Original Form 10-K, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

ITEM 15.

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

A list of exhibits filed with this Amendment No. 1 is found in the Exhibit Index immediately following the signature page of this Amendment No. 1 and is incorporated into this Item 15 by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: October 24, 2016

Resonant Inc.

By:

/s/ Terry Lingren
Terry Lingren
Chief Executive Officer
(Principal Executive Officer)

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EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	Incorporated by Reference File Number	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-36467	3.1	6/5/2014	
3.2	Amended and Restated Bylaws of the Registrant	8-K	001-36467	3.2	6/5/2014	
4.1	Form of the Registrant's common stock certificate	S-1/A	333-193552	4.1	4/11/2014	
4.2	Form of Underwriter's Warrant	S-1/A	333-193552	4.2	5/16/2014	
10.1*	Form of Indemnification Agreement between the Registrant and each of its directors and officers	S-1	333-193552	10.1	1/24/2014	
10.2	Registrant's amended and restated 2014 Omnibus Incentive Plan, including form agreements	S-1/A	333-193552	10.2	4/11/2014	
10.3*	Offer Letter between the Registrant and Terry Lingren, dated June 17, 2013	S-1	333-193552	10.3	1/24/2014	
10.4*	Offer Letter between the Registrant and Robert Hammond, dated June 17, 2013	S-1	333-193552	10.4	1/24/2014	
10.5*	Offer Letter between the Registrant and Neal Fenzi, dated June 17, 2013	S-1	333-193552	10.5	1/24/2014	
10.6*	Outside Director Compensation Policy	10-K	001-36467	10.6	3/25/2016	
10.7	Amendment to Securities Purchase Agreement, dated September 14, 2013, by and among the Registrant and the Required Holders party thereto	S-1	333-193552	10.15	1/24/2014	
10.8	Registration Rights Agreement for Investors, dated June 17, 2013, by and among the Registrant and the persons listed on Schedule A thereto	S-1	333-193552	10.23	1/24/2014	
10.9	Registration Rights Agreement for Warrants, dated June 17, 2013, by and among the Registrant and MDB Capital Group LLC	S-1	333-193552	10.24	1/24/2014	
10.10	Amended and Restated Warrant to Purchase Common Stock, dated November 15, 2013, issued by the Registrant in favor of MDB Capital Group LLC for 222,222 shares of common stock	S-1	333-193552	10.25	1/24/2014	

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10.11	Amended and Restated Warrant to Purchase Common Stock, dated November 15, 2013, issued by the	S-1	333-193552	10.26	1/24/2014
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EX-1

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Exhibit Number	Exhibit Description	Form	Incorporated by Reference File Number	Exhibit	Filing Date	Filed Herewith
	Registrant in favor of MDB Capital Group LLC for a to-be-determined number of shares of common stock					
10.12	Warrant to Purchase Common Stock (No. A-1), dated June 17, 2013, issued by the Registrant in favor of Terry Lingren for 41,666 shares of common stock	S-1	333-193552	10.27	1/24/2014	
10.13	Warrant to Purchase Common Stock (No. A-2), dated June 17, 2013, issued by the Registrant in favor of Robert Hammond for 41,666 shares of common stock	S-1	333-193552	10.28	1/24/2014	
10.14	Warrant to Purchase Common Stock (No. A-3), dated June 17, 2013, issued by the Registrant in favor of Neal Fenzi for 41,666 shares of common stock	S-1	333-193552	10.29	1/24/2014	
10.15	Warrant to Purchase Common Stock (No. A-4), dated June 17, 2013, issued by the Registrant in favor of Terry Lingren for 41,667 shares of common stock	S-1	333-193552	10.30	1/24/2014	
10.16	Warrant to Purchase Common Stock (No. A-5), dated June 17, 2013, issued by the Registrant in favor of Robert Hammond for 41,667 shares of common stock	S-1	333-193552	10.31	1/24/2014	
10.17	Warrant to Purchase Common Stock (No. A-6), dated June 17, 2013, issued by the Registrant in favor of Neal Fenzi for 41,667 shares of common stock	S-1	333-193552	10.32	1/24/2014	
10.18.1	Multi-Tenant Industrial Lease, dated August 9, 2013, between the Registrant and Nassau Land Company, L.P.	S-1	333-193552	10.33	1/24/2014	
10.18.2	First Amendment to Lease, dated March 20, 2014, between Registrant and Nassau Land Company, L.P.	10-K	001-36467	10.33.2	3/27/2015	
10.18.3	Second Amendment to Lease, dated September 15, 2014, between Registrant and Nassau Land Company, L.P.	10-K	001-36467	10.33.3	3/27/2015	
10.19.1	Standard Multi-Tenant Office Lease Gross, dated November 14, 2013, between the Registrant and SeaBreeze I Venture TIC	S-1	333-193552	10.34	1/24/2014	
10.19.2	Amendment No. One to Lease, dated May 5, 2015, between the Registrant and SeaBreeze I Venture TIC	10-Q	001-36467	10.1	8/13/2015	

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10.20*	Offer Letter between the Registrant and John Philpott, dated March 10, 2014	S-1/A	333-193552	10.37	3/24/2014
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EX-2

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Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filing Date	Filed Herewith
			File Number	Exhibit		
10.21	Warrant Agreement issued to MZ Group	10-Q	001-36467	10.3	8/8/2014	
10.22	Warrant Agreement issued to Investors Relations Consultant	10-K	001-36467	10.40	3/27/2015	
10.23*	Form of Severance/Change-in-Control Agreement	10-K	001-36467	10.41	3/27/2015	
10.24*	Offer Letter between the Registrant and Mike Eddy, dated August 16, 2014	10-K	001-36467	10.42	3/27/2015	
10.25*	Offer letter between the Registrant and George B. Holmes, dated February 9, 2016	8-K	001-36467	10.1	2/29/2016	
10.26*	Restricted Stock Unit Agreement, with a grant date of February 29, 2016 between the Registrant and George B. Holmes	8-K	001-36467	10.2	2/29/2016	
21.1	List of Subsidiaries	S-1	333-193552	21.1	1/24/2014	
23.1	Consent of Squar Milner LLP (formerly Squar, Milner, Peterson, Miranda & Williamson, LLP)	10-K	001-36467	23.1	3/25/2016	
23.2	Consent of Crowe Horwath LLP	10-K	001-36467	23.2	3/25/2016	
24.1	Power of Attorney (included on signature page)	10-K	001-36467	24.1	3/25/2016	
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1#	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	10-K	001-36467	32.1	3/25/2016	
101.INS	XBRL Instance Document	10-K	001-36467	101.INS	3/25/2016	
101.SCH	XBRL Taxonomy Extension Schema Document	10-K	001-36467	101.SCH	3/25/2016	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	10-K	001-36467	101.CAL	3/25/2016	

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Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filing Date	Filed Herewith
			File Number	Exhibit		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	10-K	001-36467	101.DEF	3/25/2016	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	10-K	001-36467	101.LAB	3/25/2016	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	10-K	001-36467	101.PRE	3/25/2016	

* Each a management contract or compensatory plan or arrangement required to be filed as an exhibit to this annual report on Form 10-K.

The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of section 18 of the Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of Resonant Inc. under the Securities Act of 1933, as amended, or the Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

EX-4
