SOURCEFIRE INC
Form 10-Q
November 07, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2007

OR

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

Commission file no. 1-33350

SOURCEFIRE, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**52-2289365**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*
9770 Patuxent Woods Drive Columbia, Maryland	**21046**
(Address of Principal Executive Offices)	*(Zip Code)*

Registrant s telephone number including area code: 410-290-1616

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 þ No o

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

Large Accelerated filer o Accelerated filer o Non-accelerated filer þ

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

As of November 5, 2007 there were 24,466,816 shares of the registrant s common stock outstanding.

Sourcefire, Inc.
Index
Form 10-Q

PART I. FINANCIAL INFORMATION
Item 1. ***Financial Statements***

SOURCEFIRE, INC.
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share and per share data)

	September 30 2007 (Unaudited)	December 31 2006
Assets		
Current assets:		
Cash and cash equivalents	$ 27,217	$ 13,029
Held-to-maturity investments	70,204	12,385
Accounts receivable, net of allowance for doubtful accounts of $147 in 2007 and $166 in 2006	13,920	16,507
Inventory	3,164	2,099
Prepaid expenses and other current assets	2,981	919
Total current assets	117,486	44,939
Property and equipment, net	3,848	2,546
Intangible assets, net	624	
Held-to-maturity investments, less current portion	5,916	908
Restricted cash	1,000	
Other assets	329	1,559
Total assets	$ 129,203	$ 49,952
Liabilities, convertible preferred stock and stockholders equity (deficit)		
Current liabilities:		
Accounts payable	$ 1,936	$ 3,081
Accrued compensation and related expenses	1,979	1,783
Other accrued expenses	1,170	1,312
Current portion of deferred revenue	13,362	11,735
Current portion of long-term debt		675
Other current liabilities	721	501
Total current liabilities	19,168	19,087
Deferred revenue, less current portion	2,526	2,380
Long-term debt, less current portion		637
Other long-term liabilities	83	
Total liabilities	21,777	22,104
Commitments and contingencies		
Series A convertible preferred stock, $0.001 par value; 2,495,410 shares authorized at December 31, 2006, 2,475,410 shares issued and outstanding at December 31, 2006; aggregate liquidation preference of $14,093 at December 31, 2006; no shares authorized, issued or outstanding at September 30, 2007		10,308

Warrants to purchase Series A convertible preferred stock				25
Series B convertible preferred stock, $0.001 par value; 7,132,205 shares authorized, issued and outstanding at December 31, 2006; aggregate liquidation preference of $19,947 at December 31, 2006; no shares authorized, issued or outstanding at September 30, 2007				14,265
Series C convertible preferred stock, $0.001 par value; 5,404,043 shares authorized, issued and outstanding at December 31, 2006; aggregate liquidation preference of $26,050 at December 31, 2006; no shares authorized, issued or outstanding at September 30, 2007				18,270
Series D convertible preferred stock, $0.001 par value; 3,264,449 shares authorized, issued and outstanding at December 31, 2006; aggregate liquidation preference of $29,847 at December 31, 2006; no shares authorized, issued or outstanding at September 30, 2007				23,879
Total convertible preferred stock				66,747
Stockholders equity (deficit):				
Preferred stock, $0.001 par value; 20,000,000 shares authorized; no shares issued and outstanding at September 30, 2007 and December 31, 2006				
Common stock, $0.001 par value; 240,000,000 shares authorized; 24,464,116 and 3,491,764 shares issued and outstanding at September 30, 2007 and December 31, 2006, respectively		24		3
Additional paid-in capital		152,733		
Accumulated deficit		(45,331)		(38,902)
Total stockholders equity (deficit)		107,426		(38,899)
Total liabilities, convertible preferred stock and stockholders equity (deficit)	$	129,203	$	49,952

SOURCEFIRE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except share and per share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
	(Unaudited)		(Unaudited)	
Revenue:				
Products	$ 9,403	$ 6,927	$ 21,103	$ 18,390
Technical support and professional services	5,403	3,940	15,418	10,544
Total revenue	14,806	10,867	36,521	28,934
Cost of revenue:				
Products	2,665	1,813	5,809	4,931
Technical support and professional services	800	725	2,277	2,016
Total cost of revenue	3,465	2,538	8,086	6,947
Gross profit	11,341	8,329	28,435	21,987
Operating expenses:				
Research and development	2,895	2,082	8,076	6,334
Sales and marketing	6,746	4,929	18,563	14,512
General and administrative	2,540	1,103	7,288	3,587
Depreciation and amortization	427	306	1,177	912
In-process research and development	2,947		2,947	
Total operating expenses	15,555	8,420	38,051	25,345
Loss from operations	(4,214)	(91)	(9,616)	(3,358)
Other income (expense):				
Interest and investment income	1,417	294	3,351	447
Interest expense		(20)	(35)	(61)
Other income (expense)	3	22	(9)	56
Total other income (expense)	1,420	296	3,307	442
Income (loss) before income taxes	(2,794)	205	(6,309)	(2,916)
Income tax expense	(50)		(120)	
Net income (loss)	(2,844)	205	(6,429)	(2,916)
Accretion of preferred stock		(1,131)	(870)	(2,687)
Net loss attributable to common stockholders	$ (2,844)	$ (926)	$ (7,299)	$ (5,603)
Net loss attributable to common stockholders per share:				
Basic and diluted	$ (0.12)	$ (0.27)	$ (0.38)	$ (1.67)
Weighted average shares outstanding used in computing per share amounts:				

Basic and diluted	24,218,634	3,392,526	19,027,750	3,360,099

See accompanying notes to consolidated financial statements.

SOURCEFIRE, INC.
CONSOLIDATED STATEMENT OF CHANGES IN CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY (DEFICIT)
(Amounts in thousands, except share data)
(unaudited)

es A Convertible referred Stock		Warrants to Purchase Series A Convertible Preferred Stock	Series B Convertible Preferred Stock		Series C Convertible Preferred Stock		Series D Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Acc
ares	Amount	Stock	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount		
75,410	$ 10,308	$ 25	7,132,205	$ 14,265	5,404,043	$ 18,270	3,264,449	$ 23,879	3,491,764	$ 3	$	$
									172,998	1	213	
									311,798			
											1,911	
									6,185,500	6	83,876	
	140			186		237		307			(870)	
(75,410)	(10,448)	(25)	(7,132,205)	(14,451)	(5,404,043)	(18,507)	(3,264,449)	(24,186)	14,302,056	14	67,603	
	$	$		$		$		$	24,464,116	$ 24	$ 152,733	$

See accompanying notes to consolidated financial statements.

SOURCEFIRE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Nine Months Ended September 30 2007	Nine Months Ended September 30 2006
	(Unaudited)	
Operating activities		
Net loss	$ (6,429)	$ (2,916)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,202	934
Provision for doubtful accounts	(1)	
Amortization of unearned compensation		15
Stock-based compensation	1,911	267
Amortization of (premium) discount on held-to-maturity investments	(933)	5
Write-off of acquired in-process research and development costs	2,947	
Changes in operating assets and liabilities:		
Accounts receivable	2,588	2,430
Inventory	(1,065)	(659)
Prepaid expenses and other assets	(1,871)	(360)
Accounts payable	(1,145)	(104)
Accrued expenses	54	1,657
Deferred revenue	1,773	664
Other current liabilities	303	(21)
Net cash (used in) provided by operating activities	(666)	1,912
Investing activities		
Purchase of property and equipment	(2,494)	(815)
Purchase of held-to-maturity investments	(95,895)	(1,401)
Proceeds from maturities of held-to-maturity investments	34,000	2,000
Cash paid for acquisition of ClamAV, including direct acquisition costs of $81	(3,581)	
Cash held in escrow related to acquisition of ClamAV	(1,000)	
Net cash used in investing activities	(68,970)	(216)
Financing activities		
Borrowings of long-term debt	113	383
Repayments of long-term debt	(1,424)	(403)
Proceeds from issuance of Series D Redeemable Convertible Preferred Stock, net of offering costs		22,921
Proceeds from issuance of common stock, net of underwriters discount of $6,495	86,288	
Proceeds from exercise of stock options	214	142
Payment of equity offering costs	(1,367)	(708)
Net cash provided by financing activities	83,824	22,335
Net increase in cash and cash equivalents	14,188	24,031
Cash and cash equivalents at beginning of period	13,029	1,106

Cash and cash equivalents at end of period	$ 27,217	$ 25,137

See accompanying notes to consolidated financial statements.

SOURCEFIRE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2007
(Unaudited)

1. Initial Public Offering

In March 2007, Sourcefire, Inc. (the Company) completed an initial public offering (IPO) of common stock in which it sold and issued 6,185,500 shares of common stock, including 865,500 shares sold pursuant to the underwriters full exercise of their over-allotment option, at an issue price of $15.00 per share. The Company raised a total of $92.8 million in gross proceeds from the IPO, or approximately $83.9 million in net proceeds after deducting underwriting discounts and commissions of $6.5 million and other offering costs of $2.4 million. Upon the closing of the IPO, all shares of convertible preferred stock outstanding automatically converted into an aggregate of 14,302,056 shares of common stock.

2. *Description of Business*

Founded in January 2001, Sourcefire, Inc. (the Company) is a provider of Enterprise Threat Management (ETM) solutions for information technology (IT) infrastructures of commercial enterprises (e.g., healthcare, financial services, manufacturing, energy, education, retail, telecommunications) and federal and state government organizations. The Sourcefire 3D System comprised of multiple Sourcefire hardware and software product offerings provides a comprehensive, intelligent network defense that unifies intrusion prevention system (IPS), network behavior analysis (NBA), network access control (NAC) and vulnerability assessment (VA) solutions under a common management framework.

The Company is also the creator of Snort®, an open source intrusion prevention technology that is incorporated into the IPS software component of the Sourcefire 3D System (Discover, Determine, Defend).

On August 17, 2007, the Company completed its acquisition of ClamAV, an open source gateway anti-virus and anti-malware project. ClamAV will broaden the company s open source footprint while providing the technology foundation for new products and services that will extend the company s ETM network security portfolio.

In addition to its commercial and open source network security products, Sourcefire also offers a variety of services to aid its customers with installing and supporting Sourcefire ETM solutions. Available services include Customer Support, Education, Product Services and Sourcefire Vulnerability Research Team (VRT) Snort rule subscriptions.

3. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to those rules or regulations. The interim financial statements are unaudited, but reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, considered necessary for a fair presentation. These financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended December 31, 2006 included in the Company s registration statement on Form S-1 dated March 8, 2007. The results of operations for the interim periods are not necessarily indicative of results to be expected in future periods.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Accounts Receivable and Allowance for Doubtful Accounts

The Company reports accounts receivable at net realizable value. The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company calculates the allowance based on a specific analysis of past due balances and also considers historical trends of write-offs. Actual collection experience has not differed significantly from the Company s estimates, due primarily to the Company s credit and collections practices and the financial strength of its customers.

The Company offers standard payment terms that typically range from 30 to 60 days from the invoice date. Invoices are typically generated when the Company delivers the product and/or service to the customer. Standard terms do not require a down payment from the customer or any other collateral and payments terms are not tied to specific milestones or acceptance clauses. Additionally, the Company does not generally accept product returns or offer refunds.

Inventories

Inventories consist of hardware and related component parts and are stated at the lower of cost (on a first-in, first-out basis) or market. A significant portion of the Company s inventory includes products used for customer testing and evaluation. This inventory is predominantly located at the customer s premises. Inventory that is obsolete or in excess of the Company s forecasted demand is written down to its estimated net realizable value based on historical usage, expected demand, and evaluation unit age. Inherent in the Company s estimates of market value in determining inventory valuation are estimates related to economic trends, as well as technological obsolescence of the Company s products.

Revenue Recognition

The Company derives revenue from arrangements that include products with embedded software, software licenses and royalties, technical support, and professional services. Revenue from products in the accompanying consolidated statements of operations consists primarily of sales of software-based appliances, but also includes fees and royalties for the license of the Company s technology in a software-only format and subscriptions to receive rules released by the Company s Vulnerability Research Team (VRT) that are used to update the appliances for current exploits and vulnerabilities. Revenues derived from the non-product components of products currently represent less than 10% of total products revenue in the accompanying consolidated statements of operations. Technical support, which typically has a term of 12 to 48 months, includes telephone and web-based support, software updates, and rights to software upgrades on a when-and-if-available basis. Professional services include training and consulting.

For each arrangement, the Company defers revenue recognition until: (a) persuasive evidence of an arrangement exists; (b) delivery of the product has occurred and there are no remaining obligations or substantive customer acceptance provisions; (c) the fee is fixed or determinable; and (d) collection of the fee is probable.

The Company allocates the total arrangement fee among each deliverable based on the fair value of each of the deliverables, determined based on vendor-specific objective evidence. If vendor-specific objective evidence of fair value does not exist for each of the deliverables, all revenue from the arrangement is deferred until the earlier of the point at which sufficient vendor-specific objective evidence of fair value can be determined for any undelivered elements or all elements of the arrangement have been delivered. However, if the only undelivered elements are elements for which the Company currently has vendor specific objective evidence of fair value, the Company recognizes revenue for the delivered elements based on the residual method as prescribed by SOP 98-9, *Modification of SOP 97-2, Software Revenue Recognition with Respect to Certain Transactions.*

The Company has established vendor specific objective evidence of fair value for its technical support based upon actual renewals of technical support for each type of technical support that is offered and for each customer class. Technical support and technical support renewals are currently priced based on a percentage of the list price of the respective product or software and historically have not varied from a narrow range of values in the substantial majority of the Company s arrangements. Revenue related to technical support is deferred and recognized ratably over the contractual period of the technical support arrangement, which ranges from 12 to 48 months in most arrangements. The vendor specific objective evidence of fair value of the Company s other services is based on the price for these same services when they are sold separately. Revenue for services that are sold either on a stand-alone basis or included in multiple element arrangements is deferred and recognized as the services are performed.

All amounts billed or received in excess of the revenue recognized are included in deferred revenue. In addition, the Company defers all direct costs associated with revenue that has been deferred. These amounts are included in either prepaid expenses and other current assets or inventory in the accompanying balance sheets, depending on the nature of the costs and the reason for the deferral.

For sales through resellers and distributors, the Company recognizes revenue upon the shipment of the product only if those resellers and distributors provide the Company, at the time of placing their order, with the identity of the end user customer to whom the product has been sold. The Company does not currently offer any rights to return products sold to resellers and distributors. To the extent that a reseller or distributor requests an inventory or stock of products, the Company defers revenue on that product until it receives notification that it has been sold through to an identified end user.

For the three months ended September 30, 2007 and 2006, the Company had one significant customer, a reseller, that accounted for 15% and 14% of the revenue recognized, respectively. For the nine months ended September 30, 2007, the Company had one significant customer that accounted for 10% of the revenue recognized. For the nine months ended September 30, 2006, the Company had no significant customers that accounted for greater than 10% of the revenue recognized.

Warranty

The Company warrants that its software will perform in accordance with its documentation for a period of 90 days from the date of shipment. Similarly, the Company warrants that the hardware will perform in accordance with its documentation for a period of one year from date of shipment. The Company further agrees to repair or replace software or products that do not conform to those warranties. The one year warranty on hardware coincides with the hardware warranty that the Company obtains from the manufacturer. The Company estimates the costs that may be incurred under its warranties and records a liability at the time product revenue is recognized. Factors that affect the Company s warranty liability include the number of installed units, historical and anticipated rates of warranty claims and the estimated cost per claim. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the amounts as necessary. While warranty costs have historically been within the Company s expectations, it is possible that warranty rates will change in the future based on new product introductions and other factors.

Income Taxes

The Company accounts for income taxes in accordance with FASB Statement No. 109, *Accounting for Income Taxes.* Deferred income taxes are recorded for the expected tax consequences of temporary differences between the tax basis of assets and liabilities for financial reporting purposes and amounts recognized for income tax purposes. The Company records a valuation allowance to reduce the Company s deferred tax assets to the amount of future tax benefit that is more likely than not to be realized. At September 30, 2007 and December 31, 2006, the Company recorded a valuation allowance equal to the full recorded amount of the Company s net deferred tax assets since it was not more likely than not that such benefits would be realized. The Company recorded a provision for income taxes of $50,000 and $120,000 for the three and nine month periods ended September 30, 2007, respectively, principally related to foreign income taxes.

Acquired Intangible Assets

In conjunction with the ClamAV acquisition in 2007, the Company acquired certain marketing related intangible assets totaling $634,000 that will be amortized over their respective estimated useful lives.

The intangible assets acquired in the ClamAV acquisition were determined to have useful lives of 5 years, with a weighted-average useful life of 5 years. We are amortizing these assets using the straight-line method.

Stock-Based Compensation

On January 1, 2006, the Company adopted the fair value recognition provisions of SFAS No. 123(R) which requires the Company to expense the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The expense must be recognized ratably over the requisite service period following the date of grant. The Company applied the prospective transition method, which requires the Company to apply its provisions only to awards granted, modified, repurchased or cancelled after the effective date. Under this transition method, stock-based compensation expense recognized beginning January 1, 2006 is based on the grant date fair value of stock awards granted or modified after January 1, 2006. As the Company had used the minimum value method for valuing its stock options under the disclosure requirements of Statement of Financial Accounting Standard (SFAS) No. 123, *Accounting for Stock Based Compensation* (SFAS No. 123), all options granted prior to January 1, 2006 continue to be accounted for under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25). Additionally, the pro forma disclosures that were required under the original provisions of SFAS No. 123 are no longer provided for outstanding awards accounted for under the intrinsic-value method of APB No. 25 beginning in periods after the adoption of SFAS No. 123(R).

Based on the estimated grant date fair value of employee stock options subsequently granted or modified, the Company recognized aggregate compensation expense of $626,000 and $109,000 for the three months ended September 30, 2007 and 2006, respectively, and $1,480,000 and $239,000 for the nine months ended September 30, 2007 and 2006, respectively. The Company uses the Black-Scholes option pricing model to estimate the fair value of granted stock options. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. However, the Company currently does not have sufficient information available on which to base a reasonable and supportable estimate of the expected volatility of its share prices. Accordingly, the Company uses an alternative method (defined as calculated value) that incorporates each of the inputs required by SFAS No. 123(R), with the exception of the expected volatility of its stock. Rather than use the expected volatility of the Company s own stock, the Company has identified similar public entities for which sufficient historical share price information is available and has considered the volatility of those entities share prices in estimating expected volatility. Additionally, the Company has estimated the expected term of granted options to be the weighted-average mid-point between the vesting date and the end of the contractual term of an award, in accordance with SEC Staff Accounting Bulletin No. 107.

The weighted-average estimated fair value of stock options granted during the three months ended September 30, 2007 was $6.80 per share, and there were no stock options granted during the three months ended September 30, 2006. The weighted-average estimated fair value of stock options granted during the nine months ended September 30, 2007 and 2006 was $8.68 and $4.46 per share, respectively, calculated using the following weighted average assumptions:

	Three Months Ended September 30	**Nine Months Ended September 30**	
	2007	**2007**	**2006**
Average risk-free interest rate	4.3%	4.6%	4.7%
Expected dividend yield			
Expected useful life (years)	6.25	6.25	6.25
Expected volatility	71.1%	74.9%	80.1%

The grant date aggregate fair value of options, net of estimated forfeitures, not yet recognized as expense as of September 30, 2007 was $5.7 million, which will be recognized over a weighted-average period of 3.03 years.

The fair value of the unvested restricted stock awards is measured using the closing price of the Company s stock on the date of grant, or the estimated fair value of the common stock if granted prior to the Company s initial public offering. The total compensation expense related to restricted stock awards was $93,000 and $32,000 for the three months ended September 30, 2007 and 2006, respectively, and $431,000 and $42,000 for the nine months ended September 30, 2007 and 2006, respectively.

As of September 30, 2007, there was $2.5 million of unrecognized equity-based compensation expense related to unvested restricted stock awards. The cost is expected to be recognized over a weighted-average remaining period of 3.38 years.

Compensation cost under SFAS 123(R) for the three and nine months ended September, 2007 and 2006 is included in the accompanying consolidated statement of operations as follows (in thousands except per share data):

	Three Months Ended September 30		**Nine Months Ended September 30**	
	2007	**2006**	**2007**	**2006**
Cost of sales product	11		16	
Cost of sales services	38		50	
Stock based compensation expense included in cost of sales	49		66	
Research and development	88	20	257	43

Sales and marketing	300	55	755	119
General and administrative	282	67	833	120
Stock-based compensation included in operating expenses	670	142	1,845	282
Total stock-based compensation	719	142	1,911	282
Effect on net loss per share:				
Basic and diluted	$ 0.03	$ 0.04	$ 0.10	$ 0.08

The Company accounts for stock option grants to non-employees who are not directors in accordance with SFAS No. 123(R) and Emerging Issues Tax Force (EITF) Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*, which require that the estimated fair value of these instruments measured at the earlier of the performance commitment date or the date at which performance is complete be recognized as an expense ratably over the period in which the related services are rendered. The Company determines the fair value of these instruments using the Black-Scholes option pricing model.

Net Loss Attributable to Common Stockholders Per Share

Basic net loss attributable to common stockholders per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net loss attributable to common stockholders per share includes the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The following summarizes the potential outstanding common stock of the Company as of the end of each period:

	September 30	
	2007	**2006**
Options to purchase common stock	3,313,532	2,744,991
Shares of common stock into which outstanding warrants are convertible	36,944	36,944
Shares of common stock into which outstanding preferred stock is convertible		14,302,056
Unvested shares of restricted common stock	12,315	81,588
Total	3,362,791	17,165,579

If the outstanding options, warrants, unvested restricted stock, and preferred stock were exercised or converted into common stock, the result would be anti-dilutive. Accordingly, basic and diluted net loss attributable to common stockholders per share are identical for all periods presented in the accompanying consolidated statements of operations.

Fair Value of Financial Instruments

The Company s financial instruments consist primarily of cash and cash equivalents, held-to-maturity investments, accounts receivable, accounts payable and long-term debt. The fair value of these financial instruments approximates their carrying amounts reported in the consolidated balance sheets.

Recent Accounting Pronouncements

In June 2006, FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of SFAS No. 109, Accounting for Income Taxes* (FIN 48), to create a single model to address accounting for uncertainty in tax positions. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. As of January 1, 2007, the Company adopted FIN 48. The adoption of FIN 48 did not have an impact on the Company s financial position and results of operations.

In September 2006, FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS No. 157). This statement defines fair value and provides guidance for measuring fair value and the necessary disclosures. SFAS No. 157 does not require any new fair value measurements but rather applies to all other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 will be effective for the fiscal year ending December 31, 2008. The Company does not currently expect any material impact from adoption of this new accounting pronouncement on the consolidated financial statements.

4. Acquisition

During the quarter, the Company closed on the acquisition of the intellectual property assets of ClamAV, an open source gateway anti-virus and anti-malware project. At closing, the Company paid $3.5 million in cash to the former owners, and deposited an additional $1 million in cash in escrow, which will be paid to the sellers, if at all, upon the completion of the remaining source code.

The Company allocated $2.9 million of the purchase price to in-process research and development and allocated the remaining $634,000 to certain marketing related intangible assets, with the assistance of a third party valuation. The estimated fair value of the in-process research and development project was determined by the use of a discounted cash flow model, using a discount rate that took into account the stage of completion, and the risks surrounding the successful development and commercialization of the technology and product. The amounts allocated to in-process research and development were immediately expensed, as there is no alternative future use for the acquired technology.

The $1 million in escrow, if paid to the sellers, will be accounted for as compensation expense in our financial statements, as the sellers are now employees. The Company will evaluate the status of the sellers efforts in completing the source code at each reporting date and record a liability when the obligation of payment becomes probable as the payment is contingent upon the completion of the remaining source code. Additionally, the Company will evaluate whether any amount should be capitalized depending on the stage of development that results in the establishment of technological feasibility.

5. Property and Equipment

Property and equipment consists of the following (dollars in thousands):

	September 30 2007 (unaudited)	December 31 2006
Furniture, fixtures and equipment	$ 6,789	$ 5,025
Leasehold improvements	1,699	969
Total property and equipment	8,488	5,994
Less accumulated depreciation and amortization	4,640	3,448
Net property and equipment	$ 3,848	$ 2,546

6. Stock Incentive Plans

During 2002, the Company adopted the Sourcefire, Inc. 2002 Stock Incentive Plan. The plan provides for the granting of equity-based awards, including stock options, restricted or unrestricted stock awards, and stock appreciation rights to employees, officers, directors, and other individuals as determined by the Board of Directors. The Company has reserved 5,100,841 shares of common stock under the 2002 plan.

In March 2007, in connection with the Company s IPO, the Board of Directors approved the 2007 Stock Incentive Plan. The plan provides for the granting of equity-based awards, including stock options, restricted or unrestricted stock awards, and stock appreciation rights to employees, officers, directors, and other individuals as determined by the Board of Directors. The Company has reserved 3,142,452 shares of common stock under the 2007 plan.

The plan administrator determines the vesting period for awards under each plan, which generally ranges from three to four years, and options granted have a maximum term of 10 years. The exercise price of the awards is equal to or greater than the fair value of the common stock as estimated by the Board of Directors on the date of grant. Following the Company s IPO, the fair value of the common stock is determined by the closing trading price of such stock on the NASDAQ Global Market on the date of grant.

The restricted stock awards are subject to various restrictions including time-based vesting provisions, performance-based vesting provisions and provisions for acceleration of vesting upon change in control and in certain other circumstances. The compensation expense associated with these awards is evaluated on a quarterly basis based upon the criteria stated above. The compensation expense is recognized ratably over the estimated vesting period. The vesting restrictions for outstanding restricted stock lapse over a period of 6 to 48 months.

The following table summarizes the aggregate activity of the plans (dollars in thousands, except per share data):

	Number of Shares	Range of Exercise Prices	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding at December 31, 2006	3,199,903	$ 0.24 to $11.34	$ 2.96	
Granted	414,514	$ 9.72 to $15.49	$ 12.40	
Exercised	(172,998)	$ 0.24 to $5.26	$ 1.24	
Forfeited	(127,887)	$ 0.24 to $13.10	$ 7.00	
Outstanding at September 30, 2007	3,313,532	$ 0.24 to $15.49	$ 4.06	$ 18,237
Exercisable at September 30, 2007	2,001,981	$ 0.24 to $10.41	$ 1.55	$ 15,111
Vested and expected to vest at September 30, 2007	3,007,002		$ 3.72	$ 17,352

The total intrinsic value of options exercised during the nine months ended September 30, 2007 was $1,479,000.

The following table summarizes information about stock options outstanding at September 30, 2007:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares	Weighted Average Exercise Prices	Weighted Average Remaining Contractual Life (Years)	Number of Shares	Weighted Average Exercise Prices
$0.24 $0.32	938,143	$ 0.29	5.6	935,447	$ 0.29
$1.14 $2.03	1,150,417	$ 1.63	7.2	820,590	$ 1.54
$3.69 $10.05	829,153	$ 7.64	8.9	242,610	$ 6.32
$10.41 $15.49	395,819	$ 12.61	9.0	3,334	$ 10.41
	3,313,532	$ 4.06	7.4	2,001,981	$ 1.55

Unvested restricted stock awards as of September 30, 2007 and changes during the nine months then ended are as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2006	27,709	$ 7.63
Granted	296,404	10.66
Restrictions Lapsed	(27,709)	7.63
Forfeited		
Unvested at September 30, 2007	296,404	10.66

7. Business and Geographic Segment Information

The Company manages its operations on a consolidated basis for purposes of assessing performance and making operating decisions. Accordingly, the Company does not have reportable segments of its business.

Revenues by geographic area are as follows (dollars in thousands):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	**2006**	**2007**	**2006**
United States	11,415	9,287	27,981	23,184
All foreign countries	3,391	1,580	8,540	5,750
Consolidated total	$ 14,806	$ 10,867	$ 36,521	$ 28,934

8. Legal Proceedings

On May 8, 2007, a putative class action lawsuit was filed in the United States District Court for the District of Maryland (the Court), against us and certain of our officers and directors, captioned Howard Katz v. Sourcefire, Inc., et al., Case No. 1:07-cv-01210-WMN. Since then, two other putative class action lawsuits were filed in the United States District Court of Maryland against us and certain of our officers and directors and other parties making similar allegations, captioned Mark Reaves v. Sourcefire, Inc. et al, Case No. 1:07-cv-01351-JFM and Joan Raveill v. Sourcefire, Inc. et al, Case No. 1:07-cv-01425-WMN. In addition, a fourth putative class action lawsuit was filed in the United States District Court for the Southern District of New York against us and certain of our officers and directors and other parties making similar allegations, captioned Barry Pincus v. Sourcefire, Inc., et al., Case No. 1:07-cv-04720-RJH. Pursuant to a stipulation of the parties, in an order entered on or about June 29, 2007 by the United States District Court of the Southern District of New York, the court ordered that the Pincus case should be transferred to the United States District Court for the District of Maryland.

These actions claim to be filed on behalf of all persons or entities who purchased our common stock pursuant to the registration statement and prospectus issued in connection with the Company s initial public offering. These lawsuits allege violations of Section 11, Section 12 and Section 15 of the Securities Act of 1933, as amended, in connection with allegedly material misleading statements and/or omissions contained in the registration statement and prospectus. The plaintiffs seek, among other things, a determination of class action status, compensatory and rescission damages, a rescission of the initial public offering, as well as fees and costs on behalf of a putative class.

On September 4, 2007, the Court granted a motion to consolidate the four putative class action lawsuits into a single civil action. In that same Order, the Court also appointed Ms. Amrheim as lead plaintiff, the law firm of Kaplan Fox & Kilsheimer LLP as lead counsel, and Tydings & Rosenberg LLP as liaison counsel. On October 4, 2007, Ms. Amrheim filed an Amended Consolidated Class Action Complaint asserting legal claims that previously had been asserted in one or more of the four original actions. Pursuant to a Stipulated Motion filed on October 22, 2007, the Company and the Individual Defendants will file a motion to dismiss the Amended Consolidated Class Action Complaint on or before November 20, 2007.

The Court has not made a determination of whether a putative class can be certified. At this time, plaintiffs have not specified the amount of damages they are seeking in these actions. We intend to vigorously defend these actions.

9. Commitments and Contingencies

The Company has entered into a purchase commitment with a hardware manufacturing vendor with whom it has a current arrangement. Under the terms of this commitment, the Company has agreed to purchase a fixed quantity of inventory over an 18-month period beginning in May of 2007. The value of the purchase commitment is approximately $800,000 of which $160,000 has been purchased to date.

Additionally, the Company purchases components for its products from a variety of suppliers and uses several contract manufacturers to provide manufacturing services for its products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, the Company enters into agreements with contract manufacturers and suppliers that allow them to procure inventory based upon information provided by the Company. In certain instances, these agreements allow the Company the option to cancel, reschedule, and adjust the Company s requirements based on its business needs prior to firm orders being placed. Consequently, a portion of the Company s reported purchase commitments arising from these agreements are firm, non-cancelable, and unconditional commitments. As of September 30, 2007, the Company had total purchase commitments for inventory of approximately $5.5 million, exclusive of the commitment described above.

The Company maintains office space in the United Kingdom which it intends to vacate within five years. The lease agreement requires that the Company return the office space to its original shell condition upon vacating the premises. The present value of the costs associated with this retirement obligation is approximately $140,000, payable upon termination of the lease. This cost is being accreted based on estimated discounted cash flows over the five year period.

10. Subsequent Event

On October 3, 2007, the stockholders of the Company approved the 2007 Employee Stock Purchase Plan (the 2007 ESPP). The Board approved the 2007 ESPP to provide a means by which the Company s employees (and employees of any parent or subsidiary of the Company as may be designated by the Board) will be given an opportunity to purchase shares of the Company s common stock. The 2007 ESPP will be administered by the Board or an authorized committee of the Board. An aggregate of one million shares of the Company s common stock has been reserved for issuance under the 2007 ESPP.

ITEM 2. ***MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

Certain statements contained in this Quarterly Report on From 10-Q may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words or phrases would be, will allow, intends to, will likely result, are expected to, will continue, is anticipated, estimate, project, or similar expressions, or the negative of such words or phrases, are intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report on Form 10-Q, particularly in Risk Factors, and our other filings with the Securities and Exchange Commission. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim, any obligation to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this Quarterly Report on Form 10-Q and in our other Securities and Exchange Commission filings, including our final prospectus dated March 8, 2007, which we filed in connection with our IPO. Our actual results could differ materially from those discussed in or implied by the forward-looking statements.

Overview

Sourcefire is a world leader in Enterprise Threat Management (ETM) solutions. The Company is transforming the way Global 2000 organizations and government agencies manage and minimize network security risks with its 3D Approach Discover, Determine, Defend to securing real networks. The Sourcefire 3D System is the first to unify IPS, NBA, NAC and Vulnerability Assessment technologies under a common management framework. This ETM approach equips customers with an efficient and effective layered security defense protecting network assets before, during and after an attack.

The Company sells its network security solutions to a diverse customer base that includes 29 of the Fortune 100 and over half of the 30 largest U.S. government agencies. The Company also manages one of the security industry s leading open source initiatives, Snort.

The Sourcefire 3D System is comprised of the following hardware and software product offerings:

Sourcefire Defense Center The nerve center of the Sourcefire 3D System, Defense Center unifies critical network security functions including event monitoring, correlation, and prioritization with network and user intelligence for forensic analysis, trends analysis, reporting and alerting. Defense Center is highly extensible, providing application programming interfaces (APIs) to interoperate with a variety of third-party systems (e.g., firewalls, routers, SIEMs, trouble ticketing and patch management systems). Using Defense Center, customers can control multiple Sourcefire 3D Sensors from a single management console while aggregating and analyzing security and compliance events from across the organization.

Sourcefire 3D Sensors Scaling from 5 Mbps to 10 Gbps, Sourcefire 3D Sensors are highly scalable, fault-tolerant appliances responsible for processing Sourcefire IPS, RNA, RUA and NetFlow Analysis software applications. Sourcefire 3D Sensors are available with a variety of copper and fiber interfaces to meet the connectivity needs of virtually any organization.

Sourcefire IPS (Intrusion Prevention System) Built on the foundation of Snort, the world s most popular open source intrusion prevention technology (also created by Sourcefire), Sourcefire s IPS uses a rules-based language a powerful combination of signature-, protocol-, and vulnerability-based inspection methods to examine network packets for threats. Sourcefire s IPS allows users to create, edit, and view detection rules, and full packet payloads are logged for every event so users can see exactly what threatening traffic has been detected. Sourcefire 3D Sensors equipped with Sourcefire IPS software can be placed in passive IDS mode to notify users of incoming threats or in inline IPS mode to block incoming threats.

15

Sourcefire RNA (Real-time Network Awareness) At the heart of the Sourcefire 3D System is RNA, Sourcefire s network intelligence product that provides persistent visibility into the composition, behavior, topology (the relationship of network components) and risk profile of the network. Network intelligence derived by RNA provides a platform for Defense Center s automated decision-making and network policy compliance enforcement. The ability to continuously discover characteristics and vulnerabilities of virtually any computing device communicating on a network enables Sourcefire s IPS to more precisely identify and block threatening traffic and to more efficiently classify threatening and/or suspicious behavior.

Sourcefire RUA (Real-time User Awareness) Sourcefire RUA enables customers to link user identity to security and compliance events. RUA leverages existing investments in Active Directory or LDAP systems by pairing usernames with host IP addresses involved in security and compliance events. Additional user attributes including first name, last name, email address, phone number and department are also available at one s fingertips. Now security and compliance events can be addressed quicker than ever, when time is of the essence.

Sourcefire NetFlow Analysis Sourcefire NetFlow (NetFlow) aggregates data from Cisco routers and switches, thus extending the reach of Sourcefire s network behavior analysis, or NBA, solution to corners of the network where Sourcefire 3D Sensors previously did not exist. The combination of RNA and NetFlow data provides customers with the ability to baseline normal network traffic across the enterprise, enabling security analysts to detect suspicious deviations (i.e., worm propagation) from established baselines. Further, the ability to analyze NetFlow also provides network managers with the network usage intelligence required to identify performance bottlenecks and/or areas of the network where too much bandwidth has been allocated.

Sourcefire Intrusion Agent for Snort Many Sourcefire commercial customers start out as open source Snort users. To ease the migration from Snort to the more scalable and manageable Sourcefire 3D System, Sourcefire offers Intrusion Agent software that can be placed on open source Snort Sensors. This enables customers with Defense Center appliances to aggregate and analyze intrusion events from both open source Snort Sensors and commercial 3D Sensor appliances.

In addition to its commercial product offerings, Sourcefire also derives revenue from the following service offerings:

Sourcefire Customer Support Sourcefire s customer support is designed to ensure customer satisfaction with Sourcefire products. Sourcefire s comprehensive support services include technical support online and over the phone, hardware repair/advanced replacement, and ongoing software updates to Sourcefire products.

Sourcefire Product Services Sourcefire offers a variety of professional services solutions to provide customers with best practices for planning, installing, configuring, and managing all components of the Sourcefire 3D System. The Sourcefire Product Services Team provides customers with individualized, highly concentrated attention that gives organizations a running start and lasting knowledge transfer.

Sourcefire Education & Certification Sourcefire offers a variety of training programs to help security professionals using Sourcefire commercial or open source security solutions get the most out of their investment. Sourcefire training includes instructor-led and custom classes delivered at various locations around the world, onsite at customer premises, and online. In addition, Sourcefire provides a path for interested candidates to distinguish themselves through a certification program. Certification can be achieved on both Sourcefire products and open source Snort, including an expert-level exam for those security professionals who want to obtain certification on both technologies. Through testing and training, certification provides customers and their employees with an understanding of individual skills and experience with Snort and Sourcefire products.

Sourcefire Vulnerability Research Team (VRT) Subscriptions The Sourcefire VRT is a team of experienced network security developers responsible for writing, testing and publishing Snort rules to defend against both known and zero-day exploits. Snort rules published by the Sourcefire VRT are made available to open source Snort users at no charge on a 30-day delayed basis. Real-time VRT rules updates are made available to Sourcefire commercial IPS customers with an active customer support agreement and to open source Snort users on a subscription basis.

Initial Public Offering

In March 2007, we completed the initial public offering or IPO of our common stock in which we sold and issued 6,185,500 shares of our common stock, including 865,500 shares sold by us pursuant to the underwriters full exercise of their over-allotment option, at an issue price of $15.00 per share. We raised a total of $92.8 million in gross proceeds from the IPO, or approximately $83.9 million in net proceeds after deducting underwriting discounts and commissions of $6.5 million and other offering costs of $2.4 million. Upon the closing of the IPO, all shares of convertible preferred stock outstanding automatically converted into an aggregate of 14,302,056 shares of common stock.

Acquisition

During the quarter, we closed on our acquisition of the intellectual property assets of ClamAV, an open source gateway anti-virus and anti-malware project. We paid $3.5 million in cash to the former owners, and deposited $1 million in cash in escrow, which will be paid to the sellers upon the completion of the remaining source code, which we currently expect in the first quarter of 2008. We allocated $2.9 million of the purchase price to in-process research and development and allocated the remaining $634,000 to certain marketing related intangible assets, with the assistance of a third party valuation. The estimated fair value of the in-process research and development project was determined by the use of a discounted cash flow model, using a discount rate that took into account the stage of completion, and the risks surrounding the successful development and commercialization of the technology and product. The amounts allocated to in-process research and development were immediately expensed as there is no alternative future use for the acquired technology.

The $1 million in escrow, if paid to the sellers, will be accounted for as compensation expense, as the sellers are now our employees. We will evaluate the status of the sellers efforts in completing the source code at each reporting date and record a liability when the obligation of payment becomes probable as the payment is contingent upon the completion of the remaining source code. Additionally, we will evaluate whether any amount should be capitalized depending on the stage of development that results in the establishment of technological feasibility.

Key Financial Metrics and Trends

Pricing and Discounts

We maintain a standard price list for all our products. Additionally, we have a corporate policy that governs the level of discounts our sales organization may offer on our products based on factors such as transaction size, volume of products, federal or state programs, reseller or distributor involvement and the level of technical support commitment. Our total product revenue and the resulting cost of revenue and gross profit percentage are directly affected by our ability to manage our product pricing policy. Although we have not experienced pressure to reduce our prices, competition is increasing and, in the future, we may be forced to reduce our prices to remain competitive.

Revenue

We currently derive revenue from product sales and services. Product revenue is principally derived from the sale of our network security solutions. Our network security solutions include a perpetual software license bundled with a third-party hardware platform. Services revenue is principally derived from technical support and professional services. We typically sell technical support to complement our network security solutions. Technical support entitles a customer to product updates, new Rules releases and both telephone and web assistance for using our products. Our professional services revenue includes optional installation, configuration and tuning (network security deployment services). These network security deployment services typically occur on-site after delivery has occurred.

Product sales are typically recognized as revenue at shipment of the product to the customer, whether sold directly or through resellers. For sales made through distributors and original equipment manufacturers, or OEMs, we do not recognize revenue until we receive the monthly sales report which indicates the sell-through volume to end user customers. Revenue from services is recognized when the services are performed. For technical support services, revenue is recognized ratably over the term of the support arrangement, which is usually a 12-month agreement providing for payment in advance and automatic renewals.

We sell our network security solutions globally. However, over 80% of our revenue for 2006 and 77% of our revenue for the nine months ended September 30, 2007 was generated by sales to U.S.-based customers. We expect that our revenue from customers based outside of the United States will increase in amount and as a percentage of total revenue as we execute our strategy to strengthen our international presence. We also expect that our revenue from sales through OEMs and distributors will increase in amount and as a percentage of total revenue as we execute our strategy to expand such relationships. We manage our operations on a consolidated basis for purposes of assessing performance and making operating decisions. Accordingly, our business does not have reportable segments.

Revenue from product sales has historically been highly seasonal, with more than one-third of our total product revenue in recent fiscal years generated in the fourth quarter. The timing of our year-end shipments could materially affect our fourth quarter product revenue in any fiscal year and sequential quarterly comparisons. Revenue from our government customers has occasionally been influenced by the September 30th fiscal year-end of the U.S. federal government, which has historically resulted in our revenue from government customers being highest in the third quarter. Although we do not expect these general seasonal patterns to change substantially in the future, our revenue within a particular quarter is often affected significantly by the unpredictable procurement patterns of our customers. Our prospective customers usually spend a long time evaluating and making purchase decisions for network security solutions. Historically, many of our customers have not finalized their purchasing decisions until the final weeks or days of a quarter. We expect these purchasing patterns to continue in the future. Therefore, a delay in even one large order beyond the end of the quarter could materially reduce our anticipated revenue for a quarter. Because many of our expenses must be incurred before we expect to generate revenue, delayed orders could negatively impact our results of operations for the period and cause us to fail to meet the financial performance expectations of securities industry research analysts or investors.

Cost of Revenue

Cost of product revenue includes the cost of the hardware platform bundled into our network security solution, royalties for third-party software included in our network security solution, materials and labor that are incorporated in the quality assurance of our products, logistics, warranty, shipping and handling costs and, in the limited instance where we lease our network security solutions to our customers, depreciation and amortization. For the three months ended September, 2007 and 2006, cost of product revenue was 28% and 26% of total product revenue for each period, respectively. For the nine months ended September, 2007 and 2006, cost of product revenue was 28% and 27% of total product revenue for each period, respectively. Hardware costs, which are our most significant cost item, generally have not fluctuated materially as a percentage of revenue in recent years because competition among hardware platform suppliers has remained strong and, therefore, per unit hardware cost has remained consistent. Because of the competition among hardware suppliers and our outsourcing of the manufacture of our products to three separate domestic contract manufacturers, we currently have no reason to expect that our cost of product revenue as a percentage of total product revenue will change significantly in the foreseeable future due to hardware pricing increases. However, hardware or other costs of manufacturing may increase in the future. We incur labor and associated overhead expenses, such as occupancy costs and fringe benefits costs, as part of managing the outsourced manufacturing process. These costs are included as a component of our cost of product revenue, but they have not been material.

Cost of service revenue includes the direct labor costs of professionals and outside consultants engaged to furnish those services, as well as their travel and associated direct material costs. Additionally, we include in cost of service revenue an allocation of overhead expenses such as occupancy costs, fringe benefits and supplies as well as the cost of time and materials to service or repair the hardware component of our products covered under a renewed support arrangement beyond the manufacturer s warranty. For the three months ended September 30, 2007 and 2006, cost of service revenue was 15% and 18%, respectively, of total service revenue. For the nine months ended September 30, 2007 and 2006, cost of service revenue was 15% and 19%, respectively, of total service revenue. We anticipate incurring an increasing amount of costs in the future for additional personnel to support and service our growing customer base.

Gross Profit

Our gross profit is affected by a variety of factors, including competition, the mix and average selling prices of our products, our pricing policy, technical support and professional services, new product introductions, the cost of hardware platforms, the cost of labor to generate such revenue and the mix of distribution channels through which our products are sold. Although we have not had to reduce the prices of our products or vary our pricing policy in recent years, our gross profit would be adversely affected by price declines if we are unable to reduce costs on existing products and fail to introduce new products with higher margins. Currently, product sales typically have a lower gross profit as a percentage of revenue than our services due to the cost of the hardware platform. Our gross profit for any particular quarter could be adversely affected if we do not complete a sufficient level of sales of higher-margin products by the end of the quarter. As discussed above, many of our customers do not finalize purchasing decisions until the final weeks or days of a quarter, so a delay in even one large order of a higher-margin product could reduce our total gross profit percentage for that quarter. For the three months ended September 30, 2007 and 2006, gross profit was 77% of total revenue for both periods. For the nine months ended September 30, 2007 and 2006, gross profit was 78% and 76%, respectively, of total revenue. Based on current market conditions, we do not expect these percentages to change significantly in the foreseeable future, although unexpected pricing pressures or an increase in hardware or other costs would cause our gross profit percentage to decline.

Operating Expenses

Research and Development. Research and development expenses consist primarily of payroll, benefits and related occupancy and other overhead for our engineers, costs for professional services to test our products, and costs associated with data used by us in our product development.

We have significantly expanded our research and development capabilities and expect to continue to expand these capabilities in the future. We are committed to increasing the level of innovative design and development of new products as we strive to enhance our ability to serve our existing commercial and federal government markets as well as new markets for security solutions. To meet the changing requirements of our customers, we will need to fund investments in several development projects in parallel. Accordingly, we anticipate that our research and development expenses will continue to increase in absolute dollars for the foreseeable future, but should decline moderately as a percentage of total revenue as we expect to grow our revenues more rapidly than our research and development expenditures. For the three months ended September 30, 2007 and 2006, research and development expense was $2.9 million and $2.1 million, or 20% and 19% of total revenue, respectively. For the nine months ended September 30, 2007 and 2006, research and development expense was $8.1 million and $6.3 million, or 22% of total revenue for both periods.

Sales and Marketing. Sales and marketing expenses consist primarily of salaries, incentive compensation, benefits and related costs for sales and marketing personnel; trade show, advertising, marketing and other brand-building costs; marketing consultants and other professional services; training, seminars and conferences; travel and related costs; and occupancy and other overhead costs.

As we focus on increasing our market penetration, expanding internationally and continuing to build brand awareness, we anticipate that selling and marketing expenses will continue to increase in absolute dollars, but decrease as a percentage of our revenue, in the future.

For the three months ended September 30, 2007 and 2006, sales and marketing expense was $6.7 million and $4.9 million, or 46% of total revenue for both periods. For the nine months ended September 30, 2007 and 2006, sales and marketing expense was $18.6 million and $14.5 million, or 51% and 50% of total revenue, respectively.

General and Administrative. General and administrative expenses consist primarily of salaries, incentive compensation, benefits and related occupancy costs for executive, finance, information system and administrative personnel; legal, accounting and tax preparation and advisory fees; travel and related costs; information systems and infrastructure costs; and corporate insurance.

General and administrative expenses have increased during the period of time leading up to our IPO, and as we operate as a public company, we expect to incur additional expenses for costs associated with compliance with Section 404 of the Sarbanes-Oxley Act of 2002, directors and officers liability insurance, and our investor relations function.

For the three months ended September 30, 2007 and 2006, general and administrative expense was $2.5 million and $1.1 million, or 16% and 10% of total revenue, respectively. For the nine months ended September 30, 2007 and 2006, general and administrative expense was $7.3 million and $3.6 million, or 20% and 13% of total revenue, respectively.

Acquired in-process research and development costs. Acquired in-process research and development costs consists of amounts allocated to acquired assets for which technological feasibility has not yet been reached and no alternative future use exists.

As we consider merger and acquisition opportunities in the future, the purchase price for any such completed transactions must be allocated to the assets acquired on the basis of their relative fair value. We plan to determine these allocations using the assistance of third party valuation practitioners. These allocations may result in assigning a portion of the purchase price to in-process research and development which is then immediately expensed.

For the three and nine months ended September 30, 2007 acquired in-process research and development costs were $2.9 million for both periods. There was no corresponding expense during the same periods in 2006.

Stock-Based Compensation. Effective January 1, 2006, we adopted the fair value recognition provisions of the Financial Accounting Standards Board s SFAS No. 123(R), Share-Based Payment, using the prospective transition method, which requires us to apply its provisions only to awards granted, modified, repurchased or cancelled after the effective date. Under this transition method, stock-based compensation expense recognized beginning January 1, 2006 is based on the grant date fair value of stock awards granted or modified after January 1, 2006.

As a result of adopting SFAS No. 123(R) on January 1, 2006, based on the estimated grant date fair value of employee stock options subsequently granted or modified, we recognized aggregate stock-based compensation expense of $719,000 and $142,000 for the three months ended September 30, 2007 and 2006, respectively and $1,911,000 and $282,000 for the nine months ended September 30, 2007 and 2006, respectively. We use the Black-Scholes option pricing model to estimate the calculated value of granted stock options. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility.

The grant date fair value of options not yet recognized as expense as of September 30, 2007 aggregated approximately $5.7 million, net of estimated forfeitures, which will be recognized over a weighted-average period of 3.03 years. We expect to record aggregate amortization of stock-based compensation related to granted stock options of approximately $0.5 million for the remainder of fiscal year 2007 and $1.9 million, $1.8 million, $1.3 million and $0.2 million during fiscal years 2008, 2009, 2010 and 2011, respectively, from these outstanding awards, subject to continued vesting.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates.

We believe that, of our significant accounting policies, which are described in Note 3 to our unaudited consolidated financial statements contained in this report, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, we believe that the following accounting policies are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.

Revenue Recognition. We recognize substantially all of our revenue in accordance with Statement of Position No. 97-2, Software Revenue Recognition, or SOP 97-2, as amended by SOP 98-4 and SOP 98-9. For each arrangement, we defer revenue recognition until all of the following criteria have been met:

- persuasive evidence of an arrangement exists (*e.g.*, a signed contract);
- delivery of the product has occurred and there are no remaining obligations or substantive customer acceptance provisions;
- the fee is fixed or determinable; and
- collection of the fee is probable.

We allocate the total value of the arrangement among each deliverable based on its fair value as determined by vendor-specific objective evidence, such as standard product discount levels, daily service rates and consistent support level renewal pricing. If vendor-specific objective evidence of fair value does not exist for each of the deliverables, all revenue from the arrangement is further deferred until the earlier of the point at which sufficient vendor-specific objective evidence of fair value can be determined or all elements of the arrangement have been delivered. However, if the only undelivered elements are those for which we currently have established vendor specific objective evidence of fair value, we recognize revenue for the delivered elements using the residual method. Changes in judgments and estimates about these assumptions could materially impact the timing of revenue recognition.

Accounting for Stock-Based Compensation. In December 2004, the Statement of Financial Accounting Standard (SFAS) No. 123(R), *Share-Based Payment* (SFAS No. 123(R)) was issued. SFAS No. 123(R) focuses primarily on transactions in which an entity obtains employee services in exchange for share-based payments. Under SFAS No. 123(R), we generally are required to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award, with such cost recognized over the applicable requisite service period. In addition, SFAS No. 123(R) requires us to provide certain disclosures in order to assist in understanding the nature of share-based payment transactions and the effects of those transactions on the financial statements.

Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R) using the prospective transition method, which requires us to apply its provisions only to awards granted, modified, repurchased or cancelled after the effective date. Under this transition method, stock-based compensation expense recognized beginning January 1, 2006 is based on the grant date fair value of stock awards granted or modified after January 1, 2006. As we had used the minimum value method for valuing our stock options under the disclosure requirements of Statement of Financial Accounting Standard (SFAS) No. 123, *Accounting for Stock Based Compensation* (SFAS No. 123), all options granted prior to January 1, 2006 continue to be accounted for under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25). Additionally, the pro forma disclosures that were required under the original provisions of SFAS No. 123 are no longer provided for outstanding awards accounted for under the intrinsic-value method of APB No. 25 beginning in periods after the adoption of SFAS No. 123(R).

Prior to March 8, 2007, we did not have any class of capital stock that was covered by an effective registration statement, and thus we had no public market from which we could determine fair value of any share based payments. Accordingly, for share-based payments made prior to March 8, 2007, we conducted contemporaneous valuations relying on the guidance prescribed by the American Institute of Certified Public Accountants in its practice aid, Valuation of Privately-Held-Company Equity Securities Issued as Compensation, or the Practice Aid, in order to determine the grant date fair value of such share-based payments. In each instance where we made such a valuation determination, and as more fully described below, we generally first determined a fair value of the enterprise using one or both of the market approach or the income approach, as described in the Practice Aid. Once we determined an estimated fair value of the enterprise, we then allocated that enterprise value to each of our classes of stock based upon a consideration of those classes relative economic and control rights, using a methodology consistent with the Practice Aid, as discussed in further detail below.

We did not obtain contemporaneous valuations by an unrelated valuation specialist that we could rely on during the periods outlined below. Instead, we relied on the experience of our management team and our board of directors, which includes several venture capitalists who have considerable experience in the valuation of emerging companies and one member with extensive experience as a chief financial officer of a publicly traded company who joined our board in August 2006.

In January 2007, we granted options to purchase a total of 67,730 shares of our common stock to our employees at an exercise price of $12.26 per share. In accordance with SFAS 123(R), we measured share-based compensation expense with respect to these grants using the Black-Scholes option pricing model using a fair value of our common stock of $12.26 per share. In concluding that $12.26 was the fair value of our common stock, we calculated an enterprise value of $250.0 million using a market approach, which we corroborated using both an income approach that considered discounted cash flows and valuation discussions that we conducted with our underwriters with respect to other recent technology initial public offerings, and our perceptions of the then-current market conditions.

In allocating the $250.0 million enterprise value, we followed the probability-weighted expected return method. Thus, we assigned a 100% likelihood that the IPO scenario would occur and a 0% likelihood that the M&A scenario would occur. Under the IPO scenario, we calculated the fair value of approximately $12.26 per share assuming conversion of all securities into shares of common stock. Thus, in January 2007, our board of directors considered the foregoing analysis and concluded that $12.26 was the best estimate of the fair value of our common stock for purposes of granting options at that time.

On March 9, 2007, we granted certain executives options to purchase an aggregate of 57,243 shares of common stock at an exercise price of $15.49. Additionally, on March 9, 2007, we granted certain of our executives and our board members an aggregate of 60,126 shares of restricted stock. Our board of directors determined that $15.49 was the best estimate of the fair value of our common stock for the purposes of granting options at that time because that was the per share price of our common stock as reported on NASDAQ Global Market as of close of business on March 9, 2007, and that approach was consistent with the terms and conditions of our 2007 Stock Incentive Plan.

For the period after March 9, 2007 and through September 30, 2007, we granted additional options to employees to purchase an aggregate of 289,541 shares of common stock. In accordance with the terms of our 2007 Stock Incentive Plan, the exercise prices for these grants are equal to the per share price of our common stock as reported on

NASDAQ Global Market as of the close of business on the respective grant dates.

As noted above, we use the Black-Scholes option pricing model to estimate the calculated value of granted stock options. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. Additionally, the recognition of expense requires the estimation of the number of options that will ultimately vest and the number of options that will ultimately be forfeited. Accordingly, the use of different estimates and assumptions can have a significant impact on the amount of stock-based compensation that is measured and recognized.

Accounting for Income Taxes. We account for income taxes in accordance with FASB Statement No. 109, *Accounting for Income Taxes.* Deferred income taxes are recorded for the expected tax consequences of temporary differences between the tax basis of assets and liabilities for financial reporting purposes and amounts recognized for income tax purposes. We record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized. At September 30, 2007 and December 31, 2006, we recorded a valuation allowance equal to our net deferred tax assets since it was not more likely than not that such benefits would be realized. We recorded a provision for income taxes of $50,000 for the three month period ended September 30, 2007 and $120,000 for the nine month period ended September 30, 2007 principally related to foreign income taxes. For the year ending December 31, 2007, we anticipate an overall effective income tax rate of (13)%, consisting of state and foreign income taxes, and alternative minimum tax. The change in the overall effective income tax rate from the prior quarter was due to changes in forecasted net income(loss) for the year and tax projections for the Company s various tax jurisdictions.

Warranty. We warrant that our software will perform in accordance with its documentation for a period of ninety days from the date of shipment. Similarly, we warrant that the hardware will perform in accordance with its documentation for a period of one year from date of shipment. We further agree to repair or replace software or products that do not conform to those warranties. The one year warranty on hardware coincides with the hardware warranty that we obtain from the manufacturer. We estimate the costs that may be incurred under our warranties, currently at less than 1.5% of product revenue, and record a liability at the time product revenue is recognized. Factors that affect our warranty liability include the number of installed units, historical and anticipated rates of warranty claims and the estimated cost per claim. We periodically assess the adequacy of our recorded warranty liability and adjust the amounts as necessary. While warranty costs have historically been within management s expectations, it is possible that warranty rates will change in the future based on new product introductions and other factors.

Bad Debt Reserve. We have historically used a rate of 1.0%-2.0% of outstanding accounts receivable to estimate our reserve for bad debts based on analysis of past due balances and historical experiences of write-offs. As we expand our business, we expect our accounts receivable balance to grow. If our future experience of actual write-offs for bad debts exceeds 1.0%-2.0% of our accounts receivable balance, we will have to increase our reserve accordingly.

Inventory Valuation. We outsource our manufacturing and our products are generally drop-shipped directly to our customers by the manufacturers. Therefore, we usually carry relatively little inventory. The inventory on our balance sheet also includes products that we use for demonstration purposes at customer locations. We value our inventory at the lower of the actual cost of our inventory or its current estimated market value. We write down inventory for obsolescence or lack of marketability based upon condition of the inventory and our view about future demand and market conditions. Because of the seasonality of our product sales, obsolescence of technology and product life cycles, we generally write down inventory to net realizable value based on forecasted product demand. Actual demand and market conditions may be lower than those that we project and this difference could have a material adverse effect on our gross profit if inventory write-downs beyond those initially recorded become necessary.

Results of Operations

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

	Three Months Ended September 30		Variance		Nine Months Ended September 30		Variance	
	2007	**2006**	**$**	**%**	**2007**	**2006**	**$**	**%**
Revenue:								
Products	$ 9,403	$ 6,927	$ 2,476	36%	$ 21,103	$ 18,390	$ 2,713	15%
Technical Support and Professional Services	5,403	3,940	1,463	37%	15,418	10,544	4,874	46%
Total revenue	14,806	10,867	3,939	36%	36,521	28,934	7,587	26%
Cost of revenue:								
Products	2,665	1,813	852	47%	5,809	4,931	878	18%
Technical Support and Professional Services	800	725	75	10%	2,277	2,016	261	13%
Total cost of revenue	3,465	2,538	927	37%	8,086	6,947	1,139	16%
Gross profit	11,341	8,329	3,012	36%	28,435	21,987	6,448	29%
Operating expenses:								
Research and development	2,895	2,082	813	39%	8,076	6,334	1,742	28%
Sales and marketing	6,746	4,929	1,817	37%	18,563	14,512	4,051	28%
General and administrative	2,540	1,103	1,437	130%	7,288	3,587	3,701	103%

Depreciation and amortization	427	306	121	40%	1,177	912	265	29%
Write-off of acquired in-process research and development costs	2,947		2,947	100%	2,947		2,947	100%
Total operating expenses	15,555	8,420	7,135	85%	38,051	25,345	12,706	50%
Operating loss	(4,214)	(91)	(4,123)	4531%	(9,616)	(3,358)	(6,258)	(186%)
Other income (expense), net	1,420	296	1,124	380%	3,307	442	2,865	648%
Income (loss) before income taxes	(2,794)	205	(2,999)	(1463%)	(6,309)	(2,916)	(3,393)	(116%)
Income tax expense	(50)		(50)	100%	(120)		(120)	100%
Net Income (loss)	$ (2,844)	$ 205	$ (3,049)	(1487%)	$ (6,429)	$ (2,916)	$ (3,513)	(120%)

22

The following table sets forth our results of operations as a percentage of total revenue for the periods shown:

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Revenue:				
Products	64%	64%	58%	64%
Technical Support and Professional Services	36%	36%	42%	36%
Total revenue	100%	100%	100%	100%
Cost of revenue:				
Products	18%	17%	16%	17%
Technical Support and Professional Services	5%	6%	6%	7%
Total cost of revenue	23%	23%	22%	24%
Gross profit	77%	77%	78%	76%
Operating expenses:				
Research and development	20%	19%	22%	22%
Sales and marketing	46%	46%	51%	50%
General and administrative	16%	10%	20%	13%
Depreciation and amortization	3%	3%	3%	3%
Write-off of acquired in-process research and development costs	20%	0%	8%	0%
Total operating expenses	105%	78%	104%	88%
Operating loss	(28)%	(1)%	(26)%	(12)%
Other income (expense), net	10%	3%	9%	2%
Income (loss) before income taxes	(18)%	2%	(17)%	(10)%
Income tax expense	(1)%	0%	(1)%	0%
Net income (loss)	(19)%	2%	(18)%	(10)%

Comparison of Three Months Ended September 30, 2007 and 2006

Revenue. Total revenue increased 36% to $14.8 million in the three months ended September 30, 2007 from $10.9 million in the three months ended September 30, 2006. Product revenue increased to $9.4 million in the three months ended September 30, 2007 from $6.9 million in the three months ended September 30, 2006. We did not ship any new products that had a material effect on revenue during the three months ended September 30, 2007, nor did we change the prices of our products significantly during the three months ended September 30, 2007. The increase in product revenue was driven primarily due to higher demand for our sensor products which increased $2.6 million and additional royalty sales which increased $400,000. These increases were offset by a decrease in sales of our RNA Host License products of $520,000. Our services revenue increased 37% to $5.4 million in the three months ended September 30, 2007 from $3.9 million in the three months ended September 30, 2006. The increase in service revenue was attributable primarily to the fact that our support services are being provided to a larger installed customer base comprised of new customers as well as current customers who have renewed their maintenance subscriptions.

Cost of Revenue. Total cost of revenue increased 37% to $3.5 million in the three months ended September 30, 2007, compared to $2.5 million in the three months ended September 30, 2006. Product cost of revenue was $2.7 million for the three months ended September 30, 2007 and $1.8 million for the three months ended

September 30, 2006. The increase in product cost of revenue was driven primarily due to higher volume demand for our sensor products for which we must procure and provide the hardware platform to our customers. During the three months ended September 30, 2007, we did not experience a material increase in our cost per unit of hardware platforms, which is the largest component of our product cost of revenue. Our services cost of revenue increased 10% to $800,000 in the three months ended September 30, 2007, compared to $725,000 in the three months ended September 30, 2006. This increase was attributable to our hiring of additional personnel to both service our larger installed customer base and to provide training and professional services to our customers.

Gross Profit. Gross profit increased $3.0 million, or 36%, to $11.3 million in the three months ended September 30, 2007, from $8.3 million in the three months ended September 30, 2006. Gross profit as a percentage of total revenue was 77% for the three months ended September 30, 2007 and September 30, 2006. Our service revenue gross margin increased as service revenues grew at a higher rate than our service expenses. This was offset, however, by a decrease in our product revenue gross margin as we incurred additional hardware platform costs primarily due to the product mix sold being more appliance based. This resulted in the gross margin percentage between periods remaining flat.

Research and Development. Research and development expenses increased 39% to $2.9 million, or 20% of total revenue, in the three months ended September 30, 2007 from $2.1 million, or 19% of total revenue, in the three months ended September 30, 2006. The increase in the amount of research and development expenses was primarily due to an increase in payroll, benefits and overhead expenses of $547,000, an increase of consulting expenses of $142,000 and an increase in stock-based compensation expense of $68,000 all of which resulted from adding personnel in our research and development department to support the release of updates and enhancements to our 3D products.

Sales and Marketing. Sales and marketing expenses increased 37% to $6.7 million, or 46% of total revenue, in the three months ended September 30, 2007 from $4.9 million, or 46% of total revenue, in the three months ended September 30, 2006. The increase in the amount of sales and marketing expenses was primarily due to an increase of $632,000 in payroll and benefit expenses for additional sales and marketing personnel, an increase of $111,000 in sales travel and entertainment expenses, an increase of $245,000 for stock-based compensation expense and an increase in $234,000 for advertising, promotion, partner marketing programs and trade show expenses in support of our network security solutions.

General and Administrative. General and administrative expenses increased 130% to $2.5 million, or 16% of total revenue in the three months ended September 30, 2007 from $1.1 million, or 10% of total revenue in the three months ended September 30, 2006. This increase in general and administrative expense was primarily due to increase of payroll and benefits of $409,000 for personnel hired in our accounting, information technology, human resources and legal departments, an increase of $215,000 for stock-based compensation expense, an increase of $403,000 in consultant fees related to audit, tax and regulatory compliance, and an increase of $136,000 in insurance premiums primarily due to an increase in our D&O insurance coverage.

Depreciation and Amortization. Depreciation and amortization expenses increased 40% to $427,000 in the three months ended September 30, 2007 from $306,000 in the three months ended September 30, 2006. These expenses increased principally due to amortization of leasehold improvements to our UK office, additional lab and testing equipment purchased for the engineering department and personal computers purchased for personnel hired since September 30, 2006.

Acquired in-process research and development costs. For the three month period ended September 30, 2007 charges for in-process research and development totaled $2.9 million with no corresponding expense during the same period in 2006. The charge in 2007 is attributable to the August 2007 acquisition of certain assets of ClamAV for which technological feasibility had not yet been reached and no alternative future use existed.

Other income (expense). Other income (expense) increased $1.1 million to $1.4 million during the three months ended September 30, 2007 from $296,000 in the three months ended September 30, 2006. The increase was primarily due to an increase in interest and investment income as a result of higher cash balances resulting from our March 2007 IPO.

Provision for income taxes. The provision for income taxes was $50,000 for the three months ended September 30, 2007 as compared to no provision for the three months ended September 30, 2006. We record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized. At September 30, 2007 and 2006, our net deferred tax assets were fully reserved. The provision for income taxes of $50,000 for the three months ended September 30, 2007 principally relates to foreign income taxes.

Comparison of Nine Months Ended September 30, 2007 and 2006

Revenue. Total revenue increased 26% to $36.5 million in the nine months ended September 30, 2007 from $28.9 million in the nine months ended September 30, 2006. Product revenue increased 15% to $21.1 million in the nine months ended September 30, 2007 from $18.4 million in the nine months ended September 30, 2006. We did not ship any new products that had a material effect on revenue during the nine months ended September 30, 2007, nor did we change the prices of our products significantly during the nine months ended September 30, 2007. The increase in product revenue was driven primarily due to higher demand for our defense center and sensor products which increased $2.3 million and royalty sales which increased $661,000; these increases were offset by a decrease in sales of our RNA Host License products of $433,000. Our services revenue increased 46% to $15.4 million in the nine months ended September 30, 2007 from $10.5 million in the nine months ended September 30, 2006. The increase in service revenue was attributable primarily to the fact that our support services are being provided to a larger installed customer base comprised of new customers as well as current customers who have renewed their maintenance subscriptions.

Cost of Revenue. Total cost of revenue increased 16% to $8.1 million in the nine months ended September 30, 2007, compared to $6.9 million in the nine months ended September 30, 2006. Product cost of revenue increased 18% to $5.8 million in the nine months ended September 30, 2007, compared to $4.9 million in the nine months ended September 30, 2006. The increase in product cost of revenue was primarily due to higher volume demand for our sensor and defense center products for which we must procure and provide the hardware platform to our customers. During the nine months ended September 30, 2007, we did not experience a material increase in our overall cost per unit of hardware platforms, which is the largest component of our product cost of revenue. Our services cost of revenue increased 13% to $2.3 million in the nine months ended September 30, 2007, compared to $2.0 million in the nine months ended September 30, 2006. This increase was attributable to our hiring of additional personnel to both service our larger installed customer base and to provide training and professional services to our customers.

Gross Profit. Gross profit increased $6.4 million, or 29%, to $28.4 million in the nine months ended September 30, 2007, from $22.0 million in the nine months ended September 30, 2006. Gross profit as a percentage of total revenue increased to 78% in the nine months ended September 30, 2007, from 76% in the nine months ended September 30, 2006. The increase in the gross profit percentage was due primarily to our service revenue growing at a higher rate than our service expenses.

Research and Development. Research and development expenses increased 28% to $8.1 million, or 22% of total revenue, in the nine months ended September 30, 2007 from $6.3 million, or 22% of total revenue, in the nine months ended September 30, 2006. The increase in the amount of research and development expenses was primarily due to an increase in payroll and benefits of $1.3 million, an increase in facility overhead of $311,000 and an increase in stock-based compensation expense of $214,000 all of which resulted from adding personnel in our research and development department to support the release of updates and enhancements to our 3D products. These increases were offset by a reduction in consulting expenses of $77,000.

Sales and Marketing. Sales and marketing expenses increased 28% to $18.6 million, or 51% of total revenue, in the nine months ended September 30, 2007 from $14.5 million, or 50% of total revenue, in the nine months ended September 30, 2006. The increase in the amount of sales and marketing expenses was primarily due to an increase of $1.9 million in salary and benefit expenses for additional sales and marketing personnel, an increase of $636,000 for stock-based compensation expense, an increase of $350,000 in sales travel and entertainment expenses and an increase in $558,000 for advertising, promotion, partner marketing programs and trade show expenses in support of our network security solutions.

General and Administrative. General and administrative expenses increased 103% to $7.3 million, or 20% of total revenue in the nine months ended September 30, 2007 from $3.6 million, or 13% of total revenue in the nine months ended September 30, 2006. This increase in general and administrative expense was primarily due to an increase in payroll and benefits of $928,000 for personnel hired in our accounting, information technology, human resources and legal departments, an increase of $713,000 for stock-based compensation expense, an increase of $703,000 in consultant fees related to audit, tax and regulatory compliance, and an increase of $334,000 in insurance premiums primarily due to an increase in our D&O insurance coverage.

Depreciation and Amortization. Depreciation and amortization expenses increased 29% to $1.2 million in the nine months ended September 30, 2007 from $912,000 in the nine months ended September 30, 2006. These expenses increased principally due to amortization of leasehold improvements to our UK office, additional lab and testing equipment purchased for the engineering department and personal computers purchased for personnel hired since September 30, 2006.

Acquired in-process research and development costs. For the nine month period ended September 30, 2007 charges for in-process research and development totaled $2.9 million with no corresponding expense during the same period in 2006. The charge in 2007 is attributable to the August 2007 acquisition of certain assets of ClamAV for which technological feasibility had not yet been reached and no alternative future use existed.

Other income (expense). Other income (expense) increased $2.9 million to $3.3 million during the nine months ended September 30, 2007 from $442,000 in the nine months ended September 30, 2006. The increase was primarily due to an increase in interest and investment income as a result of higher cash and investment balances resulting from our March 2007 IPO.

Provision for income taxes. The provision for income taxes was $120,000 for the nine months ended September 30, 2007. We did not record a provision for the nine months ended September 30, 2006. We record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized. At September 30, 2007 and 2006, our net deferred tax assets were fully reserved. The provision for income taxes of $120,000 for the nine months ended September 30, 2007 principally relates to foreign income taxes.

Seasonality

Our product revenue has tended to be seasonal. In our third quarter, we have historically benefited from the Federal government s fiscal year end purchasing activity. This increase has been partially offset by European sales, which have tended to decline significantly in the summer months due to the practice of many Europeans taking extended vacation time and delaying capital purchase activities until their return in the fall. We have historically generated a significant portion of product revenue in the fourth quarter due to the combination of increased activity in Europe coupled with North American enterprise customers who often wait until the fourth quarter to extract favorable pricing terms from their vendors, including Sourcefire. The timing of these shipments could materially affect our year-end product revenue. Currently, we do not see any indication that these seasonal patterns will change significantly in the foreseeable future.

Quarterly Timing of Revenue

On a quarterly basis, we have usually generated the majority of our product revenue in the final month of each quarter. We believe this occurs for two reasons. First, many customers wait until the end of the quarter to extract favorable pricing terms from their vendors, including Sourcefire. Second, our sales personnel, who have a strong incentive to meet quarterly sales targets, have tended to increase their sales activity as the end of a quarter nears, while their participation in sales management review and planning activities are typically scheduled at the beginning of a quarter.

Liquidity and Capital Resources

At September 30, 2007 our principal sources of liquidity were cash and cash equivalents of $27.2 million, held-to-maturity investments of $76.1 million and accounts receivable of $13.9 million. At September 30, 2007, we had working capital of approximately $98.3 million.

Prior to our IPO in March 2007, we funded our operations primarily through private sales of our convertible preferred stock and collections from our customers and, to a lesser extent, borrowings under a credit facility. In March 2007, we completed our IPO which provided us with aggregate net proceeds of $83.9 million.

We manufacture and distribute our products through contract manufacturers and OEMs. We believe that this approach gives us the advantages of relatively low capital investment and significant flexibility in scheduling production and managing inventory levels. By leasing our office facilities, we also minimize the cash needed for expansion. Our capital spending is generally limited to leasehold improvements, computers, office furniture and product-specific test equipment. The majority of our products are delivered to our customers directly from our contract manufacturers. Accordingly, our contract manufacturers are responsible for purchasing and stocking the components required for the production of our products and they invoice us when the finished goods are shipped.

Our product sales are, and are expected to continue to be, highly seasonal. This seasonality typically results in a significant amount of cash provided by our operating activities during the first half of the year with lower to negative cash flow during the second half of the year. We believe that our current cash reserves are sufficient for any short-term cash needs resulting from the seasonality of our business.

Operating Activities

The decrease of $2.6 million in net cash provided by operating activities during the nine months ended September 30, 2007, as compared to the same period in 2006, was primarily due to an increase of cash used to purchase inventory of long lead time items, an increase of our net loss and an increase in pre-payments by us for service contracts, licensing agreements and marketing events. These uses of cash were offset partially by cash provided by an increase in deferred revenue, an increase in stock-based compensation expense and the write-off of acquired in-process research and development costs due to the ClamAV acquisition.

Investing Activities

The increase of $68.8 million in net cash used in investing activities during the nine months ended September 30, 2007, as compared to the same period in 2006, was primarily due to an increase in purchases of short and long-term held-to-maturity investments, the cash paid for the ClamAV acquisition, an increase in leasehold improvements for our office space in the U.K. and computer and network equipment for additional personnel.

Financing Activities

The increase of $61.5 million in net cash provided by financing activities during the nine months ended September 30, 2007, as compared to the same period in 2006, was primarily due to the $83.9 million net cash proceeds of our IPO, offset by the retirement of indebtedness in 2007 in the amount of $1.4 million and proceeds received from a private equity financing of $23.0 million in May and June of 2006.

Working Capital and Capital Expenditure Needs

We believe that the anticipated net proceeds from our future operations, together with our cash balance at September 30, 2007 will be sufficient to fund our projected operating requirements for at least the next 12 months. Except as disclosed in the Contractual Obligations table below, we currently have no material cash commitments, except for normal recurring trade payables and expense accruals. In addition, we do not currently anticipate significant investment in property, plant and equipment, and we believe that our outsourced approach to manufacturing provides us with significant flexibility in both managing inventory levels and financing our inventory. In the event that our revenue plan does not meet our expectations, we may be required to eliminate or curtail expenditures to mitigate the impact on our working capital. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our marketing and sales activities, the timing and extent of spending to support product development efforts, the timing of introductions of new products and enhancements to existing products, the acquisition of new capabilities or technologies, and the continuing market acceptance of our products and services. Moreover, to the extent that existing cash, cash equivalents, held-to-maturity investments and cash from operations are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing.

Although we are currently not a party to any binding commitments with respect to potential investments in, or acquisitions of, businesses, services or technologies, we may enter into these types of arrangements in the future, which could also require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

Contractual Obligations

Our principal commitments consist of obligations under our equipment facility, leases for office space and minimum contractual obligations for services. The following table describes our commitments to settle contractual obligations in cash as of September 30, 2007 (in thousands):

		Payments Due by Period		
	Total	**Less than One Year**	**1-3 Years**	**3-5 Years**
Operating Leases	$4,802	$1,516	$2,509	$777
Purchase Commitments[(1)]	6,140	6,140		

(1)

We entered into a purchase commitment with a hardware manufacturing vendor with whom we have a current arrangement. Under the terms of this commitment, we have agreed to purchase a fixed quantity of inventory over an 18-month period. The value of the purchase commitment is approximately $800,000 of which $160,000 has been purchased to date. Additionally, we purchase components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that allow them to procure inventory based upon information provided by us. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. Consequently, a portion of our reported purchase commitments arising from these agreements are firm, non-cancelable, and unconditional commitments. As of September 30, 2007, we had total purchase commitments for inventory of approximately $5.2 million, exclusive of the commitments described above.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FAS 109, Accounting for Income Taxes* (FIN 48), to create a single model to address accounting for uncertainty in tax positions. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. As of January 1, 2007, we adopted FIN 48. The adoption of FIN 48 did not have an impact on our financial position and results of operations.

In September 2006, FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS No. 157). This statement defines fair value and provides guidance for measuring fair value and the necessary disclosures. SFAS No. 157 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 will be effective for our fiscal year ending December 31, 2008. We do not currently expect any material impact from adoption of this new accounting pronouncement on our financial statements.

ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Foreign Currency Risk

Nearly all of our revenue is derived from transactions denominated in U.S. dollars, even though we maintain sales and business operations in foreign countries. As such, we have exposure to adverse changes in exchange rates associated with operating expenses of, and cash held in, our foreign operations, but we believe this exposure to be immaterial at this time. As we grow our international operations, our exposure to foreign currency risk could become more significant.

Interest Rate Sensitivity

We had unrestricted cash, cash equivalents and held-to-maturity investments totaling $103.3 million at September 30, 2007. The unrestricted cash and cash equivalents are held for working capital purposes while investments, made in accordance with our low-risk investment policy, take advantage of higher interest income yields. In accordance with our investment policy, we do not enter into investments for trading or speculative purposes. Some of the securities in which we invest, however, may be subject to market risk. This means that a change in prevailing interest rates may cause the principal amount of the investment to fluctuate. To minimize this risk in the future, we intend to maintain our portfolio of cash equivalents and long-term investments in a variety of securities, including commercial paper, money market funds, debt securities and certificates of deposit. Due to the nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates.

ITEM 4. *CONTROLS AND PROCEDURES*

Evaluation of Sourcefire s Disclosure Controls and Internal Controls. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) pursuant to Rule 13a-15(c) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms and is accumulated and communicated to our management, including Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Limitations. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with our policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. We continuously evaluate our internal controls and make changes to improve them.

Changes in Internal Controls Over Financial Reporting. There was no change in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. *LEGAL PROCEEDINGS*

Securities Class Action Lawsuits

On May 8, 2007, a putative class action lawsuit was filed in the United States District Court for the District of Maryland (the Court), against us and certain of our officers and directors, captioned Howard Katz v. Sourcefire, Inc., et al., Case No. 1:07-cv-01210-WMN. Since then, two other putative class action lawsuits were filed in the United States District Court of Maryland against us and certain of our officers and directors and other parties making similar allegations, captioned Mark Reaves v. Sourcefire, Inc. et al, Case No. 1:07-cv-01351-JFM and Joan Raveill v. Sourcefire, Inc. et al, Case No. 1:07-cv-01425-WMN. In addition, a fourth putative class action lawsuit was filed in the United States District Court for the Southern District of New York against us and certain of our officers and directors and other parties making similar allegations, captioned Barry Pincus v. Sourcefire, Inc., et al., Case No. 1:07-cv-04720-RJH. Pursuant to a stipulation of the parties, in an order entered on or about June 29, 2007 by the United States District Court of the Southern District of New York, the court ordered that the Pincus case should be transferred to the United States District Court for the District of Maryland.

These actions claim to be filed on behalf of all persons or entities who purchased our common stock pursuant to the registration statement and prospectus issued in connection with the Company s initial public offering. These lawsuits allege violations of Section 11, Section 12 and Section 15 of the Securities Act of 1933, as amended, in connection with allegedly material misleading statements and/or omissions contained in the registration statement and prospectus. The plaintiffs seek, among other things, a determination of class action status, compensatory and rescission damages, a rescission of the initial public offering, as well as fees and costs on behalf of a putative class.

On September 4, 2007, the Court granted a motion to consolidate the four putative class action lawsuits into a single civil action. In that same Order, the Court also appointed Ms. Amrheim as lead plaintiff, the law firm of Kaplan Fox & Kilsheimer LLP as lead counsel, and Tydings & Rosenberg LLP as liaison counsel. On October 4, 2007, Ms. Amrheim filed an Amended Consolidated Class Action Complaint asserting legal claims that previously had been asserted in one or more of the four original actions. Pursuant to a Stipulated Motion filed on October 22, 2007, the Company and the Individual Defendants will file a motion to dismiss the Amended Consolidated Class Action Complaint on or before November 20, 2007.

ITEM 1A. *RISK FACTORS*

Set forth below and elsewhere in this Quarterly Report on Form 10-Q, and in other documents we file with the Securities and Exchange Commission, are risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements contained in this Quarterly Report on Form 10-Q. Because of the following factors, as well as other variables affecting our operating results, past financial performance should not be considered as a reliable indicator of future performance and investors should not use historical trends to anticipate results or trends in future periods.

We have had operating losses since our inception and we expect operating expenses to increase in the foreseeable future and we may never reach or maintain profitability.

We have incurred operating losses each year since our inception in 2001. Our net loss was approximately $2.9 million for the nine months ended September 30, 2006 and $6.4 million for the nine months ended September 30, 2007. Our accumulated deficit as of September 30, 2007 is approximately $45.3 million. Becoming profitable will depend in large part on our ability to generate and sustain increased revenue levels in future periods. Although our revenue has generally been increasing and our losses have generally been decreasing when compared to prior periods, there can be no assurances that we will become profitable in the near future or at any other time. We may never achieve profitability and, even if we do, we may not be able to maintain or increase our level of profitability. We expect that our operating expenses will continue to increase in the foreseeable future as we seek to expand our customer base, increase our sales and marketing efforts, continue to invest in research and development of our technologies and product enhancements and incur significant new costs associated with becoming a public company. These efforts may be more costly than we expect and we may not be able to increase our revenue enough to offset our higher operating expenses. In addition, if our new products and product enhancements fail to achieve adequate market acceptance, our revenue will suffer. If we cannot increase our revenue at a greater rate than our expenses, we will not become and remain profitable.

We face intense competition in our market, especially from larger, better-known companies, and we may lack sufficient financial or other resources to maintain or improve our competitive position.

The market for network security monitoring, detection, prevention and response solutions is intensely competitive, and we expect competition to increase in the future. We may not compete successfully against our current or potential competitors, especially those with significantly greater financial resources or brand name recognition. Our chief competitors include large software companies, software or hardware network infrastructure companies, smaller software companies offering relatively limited applications for network and Internet security monitoring, detection, prevention or response and small and large companies offering point solutions that compete with components of our product offerings.

Mergers or consolidations among these competitors, or acquisitions of our competitors by large companies, present heightened competitive challenges to our business. For example, Symantec Corporation, Cisco Systems, Inc., McAfee, Inc., 3Com Corporation and Juniper Networks, Inc. have acquired, during the past several years, smaller companies, which have intrusion detection or prevention technologies, and IBM closed its acquisition of Internet Security Systems, Inc. in the fourth quarter of 2006. These acquisitions will make these combined entities potentially more formidable competitors to us if such products and offerings are effectively integrated. Large companies may have advantages over us because of their longer operating histories, greater brand name recognition, larger customer bases or greater financial, technical and marketing resources. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements. They also have greater resources to devote to the promotion and sale of their products than we have. In addition, these companies have reduced and could continue to reduce, the price of their security monitoring, detection, prevention and response products and managed security services, which intensifies pricing pressures within our market.

Several companies currently sell software products (such as encryption, firewall, operating system security and virus detection software) that our customers and potential customers have broadly adopted. Some of these companies sell products that perform the same functions as some of our products. In addition, the vendors of operating system software or networking hardware may enhance their products to include functions similar to those that our products currently provide. The widespread inclusion of comparable features to our software in operating system software or networking hardware could render our products less competitive or obsolete, particularly if such features are of a high quality. Even if security functions integrated into operating system software or networking hardware are more limited than those of our products, a significant number of customers may accept more limited functionality to avoid purchasing additional products such as ours.

One of the characteristics of open source software is that anyone can offer new software products for free under an open source licensing model in order to gain rapid and widespread market acceptance. Such competition can develop without the degree of overhead and lead time required by traditional technology companies. It is possible for new competitors with greater resources than ours to develop their own open source security solutions, potentially reducing the demand for our solutions. We may not be able to compete successfully against current and future competitors. Competitive pressure and/or the availability of open source software may result in price reductions, reduced revenue, reduced operating margins and loss of market share, any one of which could seriously harm our business.

New competitors could emerge or our customers or distributors could internally develop alternatives to our products and either development could impair our sales.

We may face competition from emerging companies as well as established companies who have not previously entered the market for network security products. Established companies may not only develop their own network intrusion detection and prevention products, but they may also acquire or establish product integration, distribution or other cooperative relationships with our current competitors. Moreover, our large corporate customers and potential customers could develop network security software internally, which would reduce our potential revenue. New competitors or alliances among competitors may emerge and rapidly acquire significant market share due to factors such as greater brand name recognition, a larger installed customer base and significantly greater financial, technical, marketing and other resources and experience. For example, one of our competitors, Internet Security Systems, Inc., has recently been acquired by IBM and the combined company, if successfully integrated, could become a formidable competitor to us. In addition, the acquisition could result in a loss of our current sales to IBM if IBM were to discontinue reselling our products and services. If these new competitors are successful, we would lose market share and our revenue would likely decline.

Our quarterly operating results are likely to vary significantly and be unpredictable, in part because of the purchasing and budget practices of our customers, which could cause the trading price of our stock to decline.

Our operating results have historically varied significantly from period to period, and we expect that they will continue to do so as a result of a number of factors, most of which are outside of our control, including:

- the budgeting cycles, internal approval requirements and funding available to our existing and prospective customers for the purchase of network security products;
- the timing, size and contract terms of orders received, which have historically been highest in the fourth quarter (representing more than one-third of our total revenue in recent years), but may fluctuate seasonally in different ways;
- the level of perceived threats to network security, which may fluctuate from period to period;
- the level of demand for products sold by original equipment manufacturers, or OEMs, resellers and distributors that incorporate and resell our technologies;
- the market acceptance of open-source software solutions;
- the announcement or introduction of new product offerings by us or our competitors, and the levels of anticipation and market acceptance of those products;
- price competition;
- general economic conditions, both domestically and in our foreign markets;
- the product mix of our sales; and
- the timing of revenue recognition for our sales.

In particular, the network security technology procurement practices of many of our customers have had a measurable influence on the historical variability of our operating performance. Our prospective customers usually exercise great care and invest substantial time in their network security technology purchasing decisions. As a result, our sales cycles are long, generally between six and twelve months and often longer, which further impacts the variability of our results. Additionally, many of our customers have historically finalized purchase decisions in the last weeks or days of a quarter. A delay in even one large order beyond the end of a particular quarter can substantially diminish our anticipated revenue for that quarter. In addition, many of our expenses must be incurred before we generate revenue. As a result, the negative impact on our operating results would increase if our revenue fails to meet expectations in any period.

The cumulative effect of these factors will likely result in larger fluctuations and unpredictability in our quarterly operating results than in the operating results of many other software and technology companies. This variability and unpredictability could result in our failing to meet the revenue or operating results expectations of securities industry analysts or investors for any period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our shares could fall substantially and we could face costly securities class action suits. Therefore, you should not rely on our operating results in any quarter as being indicative of our operating results for any future period, nor should you rely on other expectations, predictions or projections of our future revenue or other aspects of our results of operations.

The market for network security products is rapidly evolving and the complex technology incorporated in our products makes them difficult to develop. If we do not accurately predict, prepare for and respond promptly to technological and market developments and changing customer needs, our competitive position and prospects will be harmed.

The market for network security products is relatively new and is expected to continue to evolve rapidly. Moreover, many customers operate in markets characterized by rapidly changing technologies and business plans, which require them to add numerous network access points and adapt increasingly complex enterprise networks, incorporating a variety of hardware, software applications, operating systems and networking protocols. In addition, computer hackers and others who try to attack networks employ increasingly sophisticated new techniques to gain access to and attack systems and networks. Customers look to our products to continue to protect their networks against these threats in this increasingly complex environment without sacrificing network efficiency or causing significant network downtime. The software in our products is especially complex because it needs to effectively identify and respond to new and increasingly sophisticated methods of attack, while not impeding the high network performance demanded by our customers. Although the market expects speedy introduction of software to respond to new threats, the development of these products is difficult and the timetable for commercial release of new products is uncertain. Therefore, we may in the future experience delays in the introduction of new products or new versions, modifications or enhancements of existing products. If we do not quickly respond to the rapidly changing and rigorous needs of our customers by developing and introducing on a timely basis new and effective products, upgrades and services that can respond adequately to new security threats, our competitive position and business prospects will be harmed.

If our new products and product enhancements do not achieve sufficient market acceptance, our results of operations and competitive position will suffer.

We spend substantial amounts of time and money to research and develop new products and enhanced versions of Snort, the Defense Center and our Intrusion Sensors and RNA products to incorporate additional features, improved functionality or other enhancements in order to meet our customers rapidly evolving demands for network security in our highly competitive industry. When we develop a new product or an advanced version of an existing product, we typically expend significant money and effort upfront to market, promote and sell the new offering. Therefore, when we develop and introduce new or enhanced products, they must achieve high levels of market acceptance in order to justify the amount of our investment in developing and bringing the products to market.

Our new products or enhancements could fail to attain sufficient market acceptance for many reasons, including:

- delays in introducing new, enhanced or modified products;
- defects, errors or failures in any of our products;
- inability to operate effectively with the networks of our prospective customers;
- inability to protect against new types of attacks or techniques used by hackers;
- negative publicity about the performance or effectiveness of our intrusion prevention or other network security products;
- reluctance of customers to purchase products based on open source software; and
- disruptions or delays in the availability and delivery of our products, which problems are more likely due to our just-in-time manufacturing and inventory practices.

If our new products or enhancements do not achieve adequate acceptance in the market, our competitive position will be impaired, our revenue will be diminished and the effect on our operating results may be particularly acute because of the significant research, development, marketing, sales and other expenses we incurred in connection with the new product.

If existing customers do not make subsequent purchases from us or if our relationships with our largest customers are impaired, our revenue could decline.

In 2004, 2005 and 2006, existing customers that purchased additional products and services from us, whether for new locations or additional technology to protect existing networks and locations, generated a majority of our total revenue for each respective period. Part of our growth strategy is to sell additional products to our existing customers and, in particular, to up-sell our RNA products to customers that previously bought our Intrusion Sensor products. We may not be effective in executing this or any other aspect of our growth strategy. Our revenue could decline if our current customers do not continue to purchase additional products from us. In addition, as we deploy new versions of our existing Snort, Intrusion Sensors and RNA products or introduce new products, our current customers may not require the functionality of these products and may not purchase them.

We also depend on our installed customer base for future service revenue from annual maintenance fees. Our maintenance and support agreements typically have durations of one year. No single customer contributed greater than 10% of our recurring maintenance and support revenues in 2005 or 2006. For the nine months ended September 30, 2007, one customer accounted for 10% of our support revenue recognized. If customers choose not to continue their maintenance service, our revenue may decline.

If we cannot attract sufficient government agency customers, our revenue and competitive position will suffer.

Contracts with the U.S. federal and state and other national and state government agencies accounted for 13% and 12% of our total revenue for the nine months ended September 30, 2006 and September 30, 2007, respectively. We lost many government agency customers when a foreign company tried unsuccessfully to acquire us in late 2005 and early 2006. Since then, we have been attempting to regain government customers, which subjects us to a number of risks, including:

Procurement. Contracting with public sector customers is highly competitive and can be expensive and time-consuming, often requiring that we incur significant upfront time and expense without any assurance that we will win a contract;

Budgetary Constraints and Cycles. Demand and payment for our products and services are impacted by public sector budgetary cycles and funding availability, with funding reductions or delays adversely impacting public sector demand for our products, including delays caused by continuing resolutions or other temporary funding arrangements resulting from the current congressional transition;

Modification or Cancellation of Contracts. Public sector customers often have contractual or other legal rights to terminate current contracts for convenience or due to a default. If a contract is cancelled for convenience, which can occur if the customer s product needs change, we may only be able to collect for products and services delivered prior to termination. If a contract is cancelled because of default, we may only be able to collect for products and alternative products and services delivered to the customer;

Governmental Audits. National governments and other state and local agencies routinely investigate and audit government contractors administrative processes. They may audit our performance and pricing and review our compliance with applicable rules and regulations. If they find that we improperly allocated costs, they may require us to refund those costs or may refuse to pay us for outstanding balances related to the improper allocation. An unfavorable audit could result in a reduction of revenue, and may result in civil or criminal liability if the audit uncovers improper or illegal activities.

Replacing Existing Products. After we announced in October 2005 that we had agreed to be acquired by a foreign company, many government agencies were unwilling to buy products from us and instead purchased and installed products sold by our competitors. The proposed acquisition was terminated in April 2006 following objections from the Committee on Foreign Investment in the United States. Since that time, we have been attempting to retain government agency customers. Many government agencies, however, already have installed network security products of our competitors. It can be very difficult to convince government agencies or other prospective customers to replace their existing network security solutions with our products, even if we can demonstrate the superiority of our products.

We are subject to risks of operating internationally that could impair our ability to grow our revenue abroad.

We market and sell our software in North America, South America, Europe, Asia and Australia and we plan to establish additional sales presence in these and other parts of the world. Therefore, we are subject to risks associated with having worldwide operations. Sales to customers located outside of the United States accounted for 20% of our total revenue for the nine months ended September 30, 2006 and 23% for the nine months ended September 30, 2007. The expansion of our existing operations and entry into additional worldwide markets will require significant management attention and financial resources. We are also subject to a number of risks customary for international operations, including:

economic or political instability in foreign markets;

greater difficulty in accounts receivable collection and longer collection periods;

unexpected changes in regulatory requirements;

difficulties and costs of staffing and managing foreign operations;

import and export controls;

the uncertainty of protection for intellectual property rights in some countries;

costs of compliance with foreign laws and laws applicable to companies doing business in foreign jurisdictions;

management communication and integration problems resulting from cultural differences and geographic dispersion;

multiple and possibly overlapping tax structures; and

foreign currency exchange rate fluctuations.

To date, a substantial portion of our sales have been denominated in U.S. dollars, and we have not used risk management techniques or hedged the risks associated with fluctuations in foreign currency exchange rates. In the future, if we do not engage in hedging transactions, our results of operations will be subject to losses from fluctuations in foreign currency exchange rates.

In the future, we may not be able to secure financing necessary to operate and grow our business as planned.

We expect that the net proceeds from our initial public offering that we completed in March 2007, together with current cash, cash equivalents, borrowings under our credit facility and short-term investments should be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. However, our business and operations may consume resources faster than we anticipate. In the future, we may need to raise additional funds to expand our sales and marketing and research and development efforts or to make acquisitions. Additional financing may not be available on favorable terms, if at all. If adequate funds are not available on acceptable terms, we may be unable to fund the expansion of our sales and marketing and research and development efforts or take advantage of acquisition or other opportunities, which could seriously harm our business and operating results. If we issue debt, the debt holders would have rights senior to common stockholders to make claims on our assets and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock.

Our inability to acquire and integrate other businesses, products or technologies could seriously harm our competitive position.

In order to remain competitive, we intend to acquire additional businesses, products or technologies. If we identify an appropriate acquisition candidate, we may not be successful in negotiating the terms of the acquisition, financing the acquisition, or effectively integrating the acquired business, product or technology into our existing business and operations. Any acquisitions we are able to complete may not be accretive to earnings or result in the realization of any expected strategic benefits. Further, completing a potential acquisition and integrating an acquired business will significantly divert management time and resources.

If other parties claim commercial ownership rights to Snort, our reputation, customer relations and results of operations could be harmed.

While we created a majority of the current Snort code base, a portion of the current Snort code was created by the combined efforts of the Company and the open source software community and a portion was created solely by the open source community. We believe that the portions of the Snort code base created by anyone other than by us are required to be licensed by us pursuant to the GNU General Public License, or GPL, which is how we currently license Snort. There is a risk, however, that a third party could claim some ownership rights in Snort, and attempt to prevent us from commercially licensing Snort in the future (rather than pursuant to the GPL as it is currently licensed) and claim a right to licensing royalties. Any such claim, regardless of its merit or outcome, could be costly to defend, harm our reputation and customer relations and result in our having to pay substantial compensation to the party claiming ownership.

Our products contain third party open source software, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products.

Our products are distributed with software programs licensed to us by third party authors under open source licenses, which may include the GPL, the GNU Lesser Public License, or LGPL, the BSD License and the Apache License. These open source software programs include, without limitation, Snort(R), Linux, Apache, Openssl, Etheral, IPTables, Tcpdump and Tripwire. These third party open source programs are typically licensed to us for a minimal fee or no fee at all, and the underlying license agreements generally require us to make available to the open source user community the source code for such programs, as well as the source code for any modifications or derivative works we create based on these third party open source software programs. With the exception of Snort, we have not created any modifications or derivative works to any other open source software programs referenced above. We regularly release updates and upgrades to the Snort software program under the terms and conditions of the GNU GPL version 2.

Included with our software and/or appliances are copies of the relevant source code and licenses for the open source programs. Alternatively, we include instructions to users on how to obtain copies of the relevant open source code and licenses. Additionally, if we combine our proprietary software with third party open source software in a certain manner, we could, under the terms of certain of these open source license agreements, be required to release the source code of our proprietary software. This could also allow our competitors to create similar products, which would result in a loss of our product sales. We do not provide end users a copy of the source code to our proprietary software because we believe that the manner in which our proprietary software is aligned with the relevant open source programs does not create a modification or derivative work of that open source program requiring the distribution of our proprietary source code. Our ability to commercialize our products by incorporating third party open source software may be restricted because, among other reasons:

- the terms of open source license agreements may be unclear and subject to varying interpretations, which could result in unforeseen obligations regarding our proprietary products;

- it may be difficult to determine the developers of open source software and whether such licensed software infringes another party s intellectual property rights;

- competitors will have greater access to information by obtaining these open source products, which may help them develop competitive products; and

- open source software potentially increases customer support costs because licensees can modify the software and potentially introduce errors.

The software program Linux is included in our products and is licensed under the GPL. The GPL is the subject of litigation in the case of The SCO Group, Inc. v. International Business Machines Corp., pending in the United States District Court for the District of Utah. It is possible that the court could rule that the GPL is not enforceable in such litigation. Any ruling by the court that the GPL is not enforceable could have the effect of limiting or preventing us from using Linux as currently implemented.

Efforts to assert intellectual property ownership rights in our products could impact our standing in the open source community which could limit our product innovation capabilities.

When we undertake actions to protect and maintain ownership and control over our proprietary intellectual property, including patents, copyrights and trademark rights, our standing in the open source community could be diminished which could result in a limitation on our ability to continue to rely on this community as a resource to identify and defend against new viruses, threats and techniques to attack secure networks, explore new ideas and concepts and further our research and development efforts.

Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our products without compensating us.

We rely primarily on copyright, trademark, patent and trade secrets laws, confidentiality procedures and contractual provisions to protect our proprietary rights. As of the date hereof, we have 1 patent issued and 33 applications pending for examination in the U.S. and foreign jurisdictions. We also hold numerous registered United States and foreign trademarks and have a number of trademark applications pending in the United States and in foreign jurisdictions. Valid patents may not be issued from pending applications, and the claims allowed on any patents may not be sufficiently broad to protect our technology or products. Any issued patents may be challenged, invalidated or circumvented, and any rights granted under these patents may not actually provide adequate protection or competitive advantages to us. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our technologies or products is difficult. Our products incorporate open source Snort software, which is readily available to the public. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as do the laws of the United States, and many foreign countries do not enforce these laws as diligently as U.S. government agencies and private parties. It is possible that we may have to resort to litigation to enforce and protect our copyrights, trademarks, patents and trade secrets, which litigation could be costly and a diversion of management resources. If we are unable to protect our proprietary rights to the totality of the features in our software and products (including aspects of our software and products protected other than by patent rights), we may find ourselves at a competitive disadvantage to others who need not incur the additional expense, time and effort required to create the innovative products that have enabled us to be successful to date.

In limited instances we have agreed to place, and in the future may place, source code for our software in escrow, other than the Snort source code which is publicly available. In most cases, the source code may be made available to certain of our customers and OEM partners in the event that we file for bankruptcy or materially fail to support our products. This may increase the likelihood of misappropriation or other misuse of our software. We have agreed to source code escrow arrangements in the past only rarely and usually only in connection with prospective customers considering a significant purchase of our products and services.

Claims that our products infringe the proprietary rights of others could harm our business and cause us to incur significant costs.

Technology products such as ours, which interact with multiple components of complex networks, are increasingly subject to infringement claims as the functionality of products in different industry segments overlaps. In particular, our RNA technology is a new technology for which we have yet be issued a patent. It is possible that other companies have patents with respect to technology similar to our technology, including RNA. Ten of our 33 pending patent applications relate to our RNA technology and were filed in 2003, 2004 and 2005. If others filed patent applications before us, which contain allowable claims within the scope of our RNA technology, then we may be found to infringe on such patents, if and when they are issued. We are aware of at least one company that has filed an application for a patent that, on its face, contains claims that may be construed to be within the scope of the same broad technology area as our RNA technology. That company, NetClarity, previously filed a suit against us for misappropriation and incorporation in our products of its proprietary rights, as well as making claims that our RNA technology and 3D security solutions are covered by claims in its pending patent application. This pending patent application has not issued as a patent. On June 7, 2007, we reached a definitive agreement with NetClarity, Inc. to settle this lawsuit and on June 13, 2007, the Superior Court of Suffolk County, Massachusetts entered a Stipulation of Dismissal with prejudice.

Unless and until the U.S. Patent and Trademark Office, or PTO, issues a patent to an applicant, there can be no way to assess a potential patentee s right to exclude. Depending on the timing and substance of these patents and patent applications, our products, including our RNA technology, may infringe the proprietary rights of others, and we may be subject to litigation with respect to any alleged infringement. The application of patent law to the software industry is particularly uncertain as the PTO has only recently begun to issue software patents in large numbers and there is a backlog of software related patent applications pending claiming inventions whose priority dates may pre-date development of our own proprietary software. Additionally, in our customer contracts we typically agree to indemnify our customers if they incur losses resulting from a third party claim that their use of our products infringes upon the intellectual property rights of a third party. Any potential intellectual property claims against us, with or without merit, could:

- be very expensive and time consuming to defend;
- require us to indemnify our customers for losses resulting from such claims;
- cause us to cease making, licensing or using software or products that incorporate the challenged intellectual property;
- cause product shipment and installation delays;
- require us to redesign our products, which may not be feasible;
- divert management s attention and resources; or
- require us to enter into royalty or licensing agreements in order to obtain the right to use a necessary product or component.

Royalty or licensing agreements, if required, may not be available on acceptable terms, if at all. A successful claim of infringement against us and our failure or inability to license the infringed or similar technology could prevent us from distributing our products and cause us to incur great expense and delay in developing non-infringing products.

We rely on software licensed from other parties, the loss of which could increase our costs and delay software shipments.

We utilize various types of software licensed from unaffiliated third parties. For example, we license database software from MySQL that we use in our Intrusion Sensors, our RNA Sensors and our Defense Centers. Our Agreement with MySQL permits us to distribute MySQL software on our products to our customers worldwide until December 31, 2010. We amended our MySQL agreement on December 29, 2006 to give us the unlimited right to distribute MySQL software in exchange for a one-time lump-sum payment. We believe that the MySQL agreement is material to our business because we have spent a significant amount of development resources to allow the MySQL software to function in our products. If we were forced to find replacement database software for our products, we would be required to expend resources to implement a replacement database in our products, and there would be no guarantee that we would be able to procure the replacement on the same or similar commercial terms.

In addition to MySQL, we rely on other open source software, such as the Linux operating system, the Apache web server and OpenSSL, a secure socket layer implementation. These open source programs are licensed to us under various open source licenses. For example, Linux is licensed under the GNU General Public License Version 2, while Apache and OpenSSL are licensed under other forms of open source license agreements. If we could no longer rely on these open source programs, the functionality of our products would be impaired and, we would be required to expend significant resources to find suitable alternatives.

Our business would be disrupted if any of the software we license from others or functional equivalents of this software were e">5,000,000 shares of the Company’s common stock. The registration statement was filed on March 25, 2016. The registration became effective April 7, 2016. Under the Purchase Agreement and at Company's sole discretion, the institutional investor has committed to invest up to $20,000,000 in common stock over a 36-month period. The Company issued 350,000 shares of restricted common stock to the institutional investor as an initial commitment fee valued at $237,965, fair value and 650,000 shares of common stock are reserved for additional commitment fees to the institutional investor in accordance with the terms of the agreement. During three and nine month period ending September 30 2016, the institutional investor purchased 1,400,000 shares of common stock for proceeds of $964,200 and the Company issued 31,338 shares of common stock as additional commitment fee, valued at $22,177, fair value, leaving 618,662 in reserve for additional commitment fees. During October and November 2016, the institutional investor purchased 500,000 shares of common stock for proceeds of 246,320 and the Company issued 9,897 shares of common stock as additional commitment fee, valued at $6,241, fair value, leaving 608,765 in reserve for additional commitment fees.

In February 2016, under the 2007 Employee Stock Option Plan, the Company issued options to the Company’s six independent directors to each purchase 50,000 shares of common stock at a purchase price of $0.68 per share. The options were each valued at $21,475, fair value, using the Black-Scholes Option Pricing Formula. The options expire in 10 years with an aggregate of 20,000 vesting immediately and the remaining vest in quarterly equal installments of 10,000 commencing April 1, 2016. The options are expensed over the vesting terms. For the nine month ending September 30, 2016, the Company recognized $128,562 of expense. For the three months ending September 30, 2016, the Company recognized $25,770 of expense. As of September 30, 2016, the options to purchase 300,000 shares of common stock are still outstanding.

For the three months ending September 30, 2016 the Company issued 8,517 shares, with a fair value of $6,000, to a director serving as a member of the Company’s Operations Committee commencing August 2015. For the three months ending September 30, 2016, the Company recognized $6,000 of expense. For the nine months ending September 30, 2016 the Company issued 28,744 shares, with a fair value of $18,000. For the nine months ending September 30, 2016, the Company recognized $18,000 of expense. During October 2016, the Company issued 3,182 additional shares of common stock valued at $2,000.

In May 2016, under the 2007 Employee Stock Option Plan, the Company issued an option to a director to purchase 200,000 shares of common stock at a purchase price of $0.60 per share. The option was valued at $67,376, fair value, using the Black-Scholes Option Pricing Formula. The option expires in 10 years and vests immediately. The option is expensed over the vesting terms. For the nine month ending September 30, 2016, the Company recognized $67,376 of expense. For the three months ending September 30, 2016, the Company recognized $0 of expense. As of September 30, 2016, the option to purchase 200,000 shares of common stock is still outstanding.

12

LIGHTWAVE LOGIC, INC.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2016 AND 2015

NOTE 6 – STOCKHOLDERS' EQUITY (CONTINUED)

Common Stock Options and Warrants (Continued)

In May 2016, under the 2007 Employee Stock Option Plan, the Company issued an option to an employee to purchase 5,000 shares of common stock at a purchase price of $0.60 per share. The option was valued at $1,738, fair value, using the Black-Scholes Option Pricing Formula. The option expires in 10 years and vesting in quarterly equal installments of 625 commencing August 4, 2016. The option is expensed over the vesting terms. For the nine month ending September 30, 2016, the Company recognized $354 of expense. For the three months ending September 30, 2016, the Company recognized $223 of expense. As of September 30, 2016, the option to purchase 5,000 shares of common stock is still outstanding.

During the three month period ending June 30, 2016, an option issued in May 2011 to purchase 200,000 shares of common stock at an exercise price of $1.12 expired and warrants issued in April 2011 to purchase 150,000 shares of common stock at an exercise price of $1.18 expired.

In July 2016, under the 2016 Equity Incentive Plan, the board of directors approved a grant to a new employee of an option to purchase up to 15,000 shares of common stock at a purchase price of $0.63 per share. Using the Black-Scholes Option Pricing Formula, the option was valued at $6,216, fair value. The option expires in 10 years and vests 1,875 on September 27, 2016 and the remaining in equal quarterly installments of 1,875 over the next 21 months. The option is expensed over the vesting terms. For the three month and nine months ending September 30, 2016, the Company recognized $803 of expense. As of September 30, 2016, the option to purchase 15,000 shares of common stock is still outstanding.

During July 2016, the Company issued a warrant to purchase 150,000 shares of common stock at a purchase price of $0.63 per share for accounting services to be rendered over a twelve month period commencing July 1, 2016. The warrant was valued at $60,272, fair value, using the Black-Scholes Option Pricing Formula, vesting over the next twelve months with 12,500 vesting immediately, 12,500 vesting per month on the first day of the next ten months and 12,500 vesting on the first day of the twelfth month of the corresponding service agreement. The warrant expires in five years. The expense is being recognized based on service terms of the agreement over a twelve month period. For the three and nine months ending September 30, 2016, the Company recognized $14,768 of expense. As of September 30, 2016, the warrants to purchase 150,000 shares of common stock are still outstanding.

Effective June 24, 2016, the 2007 Employee Stock Plan was terminated. The Board of Directors approved a new 2016 Equity Incentive Plan in the amount of 3,000,000 shares on April 15, 2016, which the Company’s shareholders approved on May 20, 2016.

LIGHTWAVE LOGIC, INC.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2016 AND 2015

NOTE 7 – STOCK BASED COMPENSATION

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award, with the following assumptions for 2016: no dividend yield, expected volatility, based on the Company's historical volatility, 65% to 78%, risk-free interest rate 1.05% to 1.80% and expected option life of 5 to 5.6 years.

As of September 30, 2016, there was $153,669 of unrecognized compensation expense related to non-vested market-based share awards that is expected to be recognized through September 2018.

The following tables summarize all stock option and warrant activity of the Company during the nine months ended September 30, 2016:

	Non-Qualified Stock Options and Warrants Outstanding and Exercisable		
	Number of Shares	**Exercise Price**	**Weighted Average Exercise Price**
Outstanding, December 31, 2015	18,528,367	$0.63 - $1.69	$ 0.92
Granted	895,000	$0.60 - $0.86	$ 0.66
Expired	(385,000)	$1.00 - $1.18	$ 1.13
Forfeited			
Exercised			
Outstanding, September 30, 2016	19,038,367	$0.60 - $1.69	$ 0.90
Exercisable, September 30, 2016	18,545,242	$0.60 - $1.69	$ 0.91

The aggregate intrinsic value of options and warrants outstanding and exercisable as of September 30, 2016 was $26,575. The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying options and warrants and the closing stock price of $.665 for the Company’s common stock on September 30, 2016. No options or warrants were exercised during the three and nine months periods ending September 30, 2016.

Non-Qualified Stock Options and Warrants Outstanding

Range of Exercise Prices	**Number Outstanding Currently Exercisable at June 30, 2016**	**Weighted Average Remaining Contractual Life**	**Weighted Average Exercise Price of Options and Warrants Currently Exercisable**
$0.60 - $1.69	18,545,242	4.38 Years	$0.91

14

LIGHTWAVE LOGIC, INC.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2016 AND 2015

NOTE 8 – RELATED PARTY

At September 30, 2016 the Company had a legal accrual to related party of $4,300 and travel and office expense accruals of officers in the amount of $3,651. At December 31, 2015 the Company had a legal accrual to related party of $1,420 and travel and office expense accruals of officers in the amount of $3,649.

NOTE 9 – RETIREMENT PLAN

The Company established a 401(k) retirement plan covering all eligible employees beginning November 15, 2013. A contribution of $15,000 was charged to expense and accrued for the nine months ending September 30, 2016 to all eligible non-executive participants. A contribution of $5,000 was charged to expense and accrued for the three months ending September 30, 2016 to all eligible non-executive participants. There were no contributions charged to expense in 2015.

NOTE 10 – SUBSEQUENT EVENTS

During November 2016, under the 2016 Equity Incentive Plan, the Company issued options to an employee to purchase 15,000 shares of common stock at a purchase price of $0.60 per share. The option was valued at $5,674, fair value, using the Black-Scholes Option Pricing Formula. The options expire November 9, 202610 Years with 1,875 shares vesting on December 1, 2016 and the remaining vesting in seven equal quarterly installments of 1,875. The option is expensed over the vesting terms.

15

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

Overview

Lightwave Logic, Inc. (the "**Company**") is a development stage, electro-optical device and organic nonlinear materials company. Our primary area of expertise is the chemical synthesis of chromophore dyes used in the development of organic Application Specific Electro-Optic Polymers (ASEOP) and organic Non-Linear All-Optical Polymers (NLAOP) that have high electro-optic and optical activity. Our family of materials are thermally and photo-chemically stable, which we believe could have utility across a broad range of applications in devices that address markets such as telecommunication, data communications, high-speed computing and photovoltaic cells. Secondarily, our Company is developing proprietary electro-optical and all-optical devices utilizing the advanced capabilities of our materials for applications in the fields mentioned above.

Electro-optic devices convert data from electric signals into optical signals for use in communications systems and in optical interconnects for high-speed data transfer. We expect our patented and patent-pending optical materials (chromophores), when combined with selected polymers to make ASEOP and NLAOP material systems and when completed and tested, to be the core of the future generations of optical devices, modules, sub-systems and systems that we will develop or be licensed by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies and government agencies.

Our ASEOP material systems are property-engineered at the molecular level (nanotechnology level) to meet the exacting thermal, environmental and performance specifications demanded by electro-optic devices. We believe that our patented and patent pending technologies will enable us to design polymer based material systems that are free from the numerous diverse and inherent flaws that plague competitive polymer technologies employed by other companies and research groups. We engineer our polymer based material systems with the intent to have temporal, thermal, chemical and photochemical stability within our patented and patent pending molecular chromophore architectures.

Our non-linear all optical NLAOP material systems have demonstrated resonantly enhanced third-order properties approximately 2,630 times larger than fused silica, which means that they are highly photo-optically active in the absence of an RF circuit. In this way they differ from other polymer technologies and are considered more advanced next-generation materials.

Our revenue model relies substantially on the assumption that we will be able to successfully develop our polymer based material systems and photonic device products, which will use our polymer based material systems, for applications within the industries named below. When appropriate, we intend to create specific materials for each of these applications and use our proprietary knowledge base to continue to enhance its discoveries.

- Cloud computing and data centers
- Telecommunications/data communications
- Backplane optical interconnects
- Photovoltaic cells
- Medical applications
- Satellite reconnaissance
- Navigation systems
- Radar applications
- Optical filters
- Spatial light modulators
- All-optical switches

To be successful, we must, among other things:

- Develop and maintain collaborative relationships with strategic partners;
- Continue to expand our research and development efforts for our products;
- Develop and continue to improve on our manufacturing processes and maintain stringent quality controls;
- Produce commercial quantities of our products at commercially acceptable prices;
- Rapidly respond to technological advancements;
- Attract, retain and motivate qualified personnel; and
- Obtain and retain effective intellectual property protection for our products and technology.

16

We believe that Moore's Law (a principle which states the number of transistors on a silicon chip doubles approximately every eighteen months) will create markets for our high-performance electro-optic materials and photonic device products.

Plan of Operation

Since inception, we have been engaged primarily in the research and development of our electro-optic polymer based material systems and photonic device products. We are devoting significant resources to engineer next-generation electro-optic polymer based material systems for future applications to be utilized by electro-optic device manufacturers, such as telecommunications component and systems manufacturers, networking and switching suppliers, semiconductor companies, aerospace companies, government agencies and internal device development. We expect to continue to develop products that we intend to introduce to these rapidly changing markets and to seek to identify new markets. We expect to continue to make significant operating and capital expenditures for research and development activities.

As we move from a development stage company to a product supplier, we expect that our financial condition and results of operations will undergo substantial change. In particular, we expect to record both revenue and expense from product sales, to incur increased costs for sales and marketing and to increase general and administrative expense. Accordingly, the financial condition and results of operations reflected in our historical financial statements are not expected to be indicative of our future financial condition and results of operations.

Some of our more significant milestones that we achieved during 2014-2016 include:

In January 2014 we created a new methodology to combine multiple chromophores into a single polymer host that significantly improves their ability to generate more powerful organic, nonlinear electro-optical polymer systems. The new synthetic chemistry process can enable multiple chromophores (dyes) to work in concert with each other within a single polymer host. This proprietary process has created two new material systems, which have demonstrated outstanding electro-optic values. In addition, we now have a significant amount of data on the thermal aging of our materials. We have demonstrated that our materials can withstand more than 2,000 hours at 110 degrees C with little to no change in electro-optic activity in our materials, which is a significant milestone. To our knowledge, this is something that has not been achieved before in any polymer. We are also concurrently creating prototype waveguides with our proprietary material system.

In February 2014 we received our first purchase order for our advanced organic nonlinear electro-optic polymer from Boulder Nonlinear Systems (BNS) of Boulder, Colorado in connection with the development of a next generation LADAR system. A LADAR system is a radar system that utilizes a pulse laser to calculate the distance to a target, but is also capable of rendering a 3-D image. In the event BNS continues to move forward with the development of this LADAR system, we expect to receive additional purchase orders from BNS.

In March 2014 we began the process of manufacturing an advanced design Silicon Organic Hybrid Transceiver prototype and we released the completed chip design to the OpSIS Center at the University of Delaware who contracted with a third party to produce the initial silicon chips, which were delivered to us in December 2014 and January 2015. We will look at similar designs to these chips for utilization in our Silicon Organic Transceiver as our device development program continues. The initial application will target inter and intra-data center interconnections of more than 500 meters.

In April 2014 we entered into a sole worldwide license agreement with Corning Incorporated enabling us to integrate Corning's organic electro-optical chromophores into our portfolio of electro-optic polymer materials. The agreement allows us to use the licensed patents within a defined license field that includes communications, computing, power, and power storage applications utilizing the nonlinear optical properties of their materials.

In August 2014 the University of Colorado successfully fabricated and tested a bleached electro-optic waveguide modulator designed and fabricated through a sponsored collaborative research agreement. The results of this initial bleached waveguide modulator correlated well with previous electro-optic thin film properties. These initial results of our first in-house device were significant to our entire device program and were an important starting point for our current modulators being developed for target markets.

17

In October 2014 we submitted an order with Reynard Corporation to produce gold-layered fused silica substrates for our bleached waveguide modulators to be coated with several of our organic electro-optical polymers, which we received in early November 2014 and performance tested throughout December 2014. In May, 2015, we subsequently decided to eliminate this product from our commercial development plans due to its limited commercial value, low speed characteristics, difficulty to mass-produce and limited ability to integrate with existing architectures. In lieu of this development program, a commercially viable prototype ridge waveguide modulator program was started to replace the bleached waveguide development. We believe that the ridge waveguide modulator represents a viable telecom device opportunity for the Company that does not have the inherent limitations seen in bleached waveguide structures.

In May 2015 we achieved operating capability of our in-house Class 100 Clean Room where we do thin film processing and expect to complete the development of prototype photonic devices enabled by our advanced organic electro-optic polymer material systems in a timelier manner. Additionally, the Joint Institute for Laboratory Astrophysics (JILA) certified three of our employees, which allows us access to JILA’s world-class semiconductor facility located at the University of Colorado, Boulder. Access to this facility provides us with better control over the quality of our development work and the speed at which it progresses.

In August 2015 we completed 2,000+ hours of thermal aging tests on several blends of materials created by our multi-chromophore process, which included lengthy exposure to high temperatures (85^0C and 110^0C). The data collected indicated minimal loss of electro-optical activity (R_{33}) of our materials, which means that our organic polymers are expected to provide decades of operational performance. These results exceed previously published efforts for other organic polymers and are an important part of our commercialization effort as we begin to implement these material systems into advanced photonic devices for the telecom and datacom markets.

Additionally, in August 2015, we completed 500+ hours of photochemical stability testing of our material candidates by exposing them to the visible light spectrum. The data collected indicated no discernible change in the chemical structures in an oxygen free environment. An accepted industry standard is 2,000 hours. This stability testing was begun to help us understand more clearly the processing and manufacturing requirements of our future commercial products, and provide initial assurances to expect the same results as we move these materials into actual photonic device structures.

In October 2015, we successfully surpassed 2,000 hours of photochemical stability testing of our material candidates with little to no change in the electro-optic characteristics (R_{33}) of our material; and, in January 2016, we successfully surpassed 4,000 hours of photochemical stability testing of our material candidates with little to no change in the optical density of our material. These photochemical stability test results, along with the thermal stability at 110°C, should enable the Company to demonstrate that organic polymers can compete head-to-head with inorganic crystalline legacy telecom and datacom devices which currently provide the backbone for the entire infrastructure that converts almost incalculable amounts of electronic (binary) data into pulses of light and back on a daily basis.

electro-optic

In February 2016, we

electro-optic

In April 2016, we

electro-optic

18

In May 2016, we broadened our photonic device development to include our new P^2IC™ (Polymer Photonics Integrated Circuit) design platform. The P^2IC™ design platform utilizes high-speed ridge waveguide and slot waveguide modulator designs that scale up in performance as well as down in cost structure. Furthermore, the Lightwave Logic P^2IC™ design platform combines the best of Polymer Photonics with the best of Silicon Photonics (SiP) to create a powerful, yet scalable platform that addresses the desires of both the telecom and datacom industries.

In August 2016, we gained enormous industry exposure for our first organic electro-optic polymer-enabled prototype photonic device when our board member, Michael Lebby, Ph.D., presented to the Prestigious European Conference on Optical Communication (ECOC) Exhibition, the scientific and economic case for our Company's high-performance polymer photonics for next-generation photonic integrated circuits as future competition for installed legacy photonic devices and emerging silicon photonic systems. We expect to demonstrate our prototype during the last quarter of 2016.

In August 2016, we obtained highly successful independent third party verification of our organic polymer thin film properties from Metricon, a company that specializes in making precision instruments designed to obtain optical measurements on thin film materials and optical waveguides. Metricon concluded a battery of scientific tests to verify the inherent properties of several of our advanced organic electro-optic polymer materials, which are currently being implemented into a series of photonic devices. Measurements by Metricon of several planar waveguide samples determined that our polymer thin film materials at 1550 nm (Telecom frequency band) should exceed industry requirements that target overall device loss at <4 dB/cm. Additionally, Metricon was also able to provide very accurate refractive index measurements on our Company's materials, which is very important for designing high-speed multi-layer polymer modulators.

Presently, we are continuing to move towards completion of our operating organic electro-optic polymer-enabled ridge waveguide modulator prototype using our new multi-chromophore material systems.

We ultimately intend to use our next-generation electro-optic polymer material systems and non-linear all-optical polymer material systems for future applications vital to the following industries. We expect to create specific materials for each of these applications as appropriate:

- Cloud computing and data centers
- Telecommunications/data communications
- Backplane optical interconnects
- Photovoltaic cells
- Medical applications
- Satellite reconnaissance
- Navigation systems
- Radar applications
- Optical filters
- Spatial light modulators

- All-optical switches

In an effort to maximize our future revenue stream from our electro-optic polymer material systems and non-linear all-optical polymer material systems, our business model anticipates that our revenue stream will be derived from one or some combination of the following: (i) technology licensing for specific product applications; (ii) joint venture relationships with significant industry leaders; (iii) the production and direct sale of our own photonic device components; or (iv) the vertical integration of our modulator into a transceiver device. Our objective is to be a leading provider of proprietary technology and know-how in the photonic device markets. In order to meet this objective, subject to successful testing of our technology and having available financial resources, we intend to:

- Develop electro-optic polymer material systems and non-linear all-optical polymer material systems and photonic devices;
- Continue to develop proprietary intellectual property;
- Streamline our product development process;
- Develop a comprehensive marketing plan;
- Maintain/develop strategic relationships with government agencies, private firms, and academic institutions; and
- Continue to attract and retain high-level science and technology personnel to our Company.

19

Our Proprietary Products in Development

As part of a two-pronged marketing strategy, our Company is developing several devices, which are in various stages of development that utilize our organic nonlinear optical materials. They include:

- Ridge waveguide modulator
- Slot waveguide modulator
- 100 Gbps telecommunications modulator
- 200 Gbps datacomm/telecomm photonic transceiver
- Integrated photonic system

Additionally, we must continue to create and maintain an infrastructure, including operational and financial systems, and related internal controls, and recruit qualified personnel. Our failure to do so could adversely affect our ability to support our operations.

Capital Requirements

As a development stage company, we do not generate revenues. We have incurred substantial net losses since inception. We have satisfied our capital requirements since inception primarily through the issuance and sale of our common stock.

Results of Operations

Comparison of three months ended September 30, 2016 to three months ended September 30, 2015

Revenues

As a development stage company, we had no revenues during the three months ended September 30, 2016 and September 30, 2015. The Company is in various stages of material and photonic device development and evaluation. The Company expects to obtain a revenue stream from datacom and telecom devices, sales of non-linear optical polymers, and product development agreements prior to moving into full-scale production.

Operating Expenses

Our operating expenses were $943,326 and $1,929,924 for the three months ended September 30, 2016 and 2015, respectively, for a decrease of $986,598. This decrease in operating expenses is primarily due to decreases in non-cash stock option and warrant amortization, legal expenses, disposal of material and obsolete equipment, investor relations expenses, laboratory materials and supplies and research and development salaries and wages offset by increases in research and development consulting fees and general and administrative salaries and wages.

Included in our operating expenses for the three months ended September 30, 2016 was $589,038 for research and development expenses compared to $1,047,963 for the three months ended September 30, 2015, for a decrease of $458,925. The decrease in research and development expenses is primarily due to decreases in non-cash stock option and warrants amortization, disposal of material and obsolete equipment, laboratory materials and supplies and salaries and wages, offset by an increase in consulting fees.

Research and development expenses currently consist primarily of compensation for employees and consultants engaged in internal research, product development activities; laboratory operations, internal material and device testing and prototype electro-optic device design, development and prototype device processing; costs; and related operating expenses.

We expect to continue to incur substantial research and development expenses to develop and commercialize our photonic devices and electro-optic materials platform. These expenses will increase as a result of accelerated development effort to support commercialization of our non-linear optical polymer materials technology; to build photonic device prototypes in our in-house laboratories; hiring additional technical and support personnel; engaging a senior technical advisor; pursuing other potential business opportunities and collaborations; customer testing and evaluation; and incurring related operating expenses.

Research and development non-cash stock option amortization decreased $486,466 from $530,032 for the three months ended September 30, 2015 to $43,566 for the three months ended September 30, 2016.

Disposal of material and obsolete equipment decreased $21,706 from $22,379 for the three months ended September 30, 2015 to $673 for the three months ended September 30, 2016.

Laboratory materials and supplies decreased $8,042 from $48,340 for the three months ended September 30, 2015 to $40,298 for the three months ended September 30, 2016.

Wages and salaries, including benefits decreased $7,148 from $281,258 for the three months ended September 30, 2015 to $274,110 for the three months ended September 30, 2016.

Consulting expenses increased $67,101 from $11,926 for the three months ended September 30, 2015 to $79,027 for the three months ended September 30, 2016.

General and administrative expense consists primarily of compensation and support costs for management staff, and for other general and administrative costs, including executive, sales and marketing, investor relations, accounting and finance, legal, consulting and other operating expenses.

General and administrative expenses decreased $527,673 to $354,288 for the three months ended September 30, 2016 compared to $881,961 for the three months ended September 30, 2015. The decrease is due primarily to decreases in non-cash stock option and warrant amortization, legal expenses and investor relations expenses offset by an increase in salaries and wages.

General and administrative non-cash stock option amortization decreased $503,301 from $548,180 for the three months ended September 30, 2015 to $44,879 for the three months ended September 30, 2016.

Legal fees decreased $29,979 to $15,001 for the three months ending September 30, 2016 from $44,980 for the three months ended September 30, 2015.

Investor relation expenses decreased $12,513 to $4,780 for the three months ending September 30, 2016 from $17,293 for the three months ended September 30, 2015.

Wages and salaries, including benefits increased $10,045 from $149,550 for the three months ended September 30, 2015 to $159,595 for the three months ended September 30, 2016.

We expect general and administrative expense to increase in future periods as we increase the level of corporate and administrative activity, including increases associated with our operation as a public company; and significantly increase expenditures related to the future production and sales of our products.

Other Income (Expense)

Other expense increased $22,177 to $22,177 for the three months ending September 30, 2016 from $0 for the three months ending September 30, 2015, relating to the commitment fee associated with the purchase of shares by an institutional investor for sale under a stock purchase agreement during the three-month period.

Net Loss

Net loss was $965,441 and $1,929,861 for the three months ended September 30, 2016 and 2015, respectively, for a decrease of $964,420, due primarily to decreases in non-cash stock option and warrant amortization, legal expenses, disposal of material and obsolete equipment, investor relations expenses, laboratory materials and supplies and research and development salaries and wages offset by increases in research and development consulting, commitment fee associated with the purchase of shares by an institutional investor for sale under a stock purchase agreement and general and administrative salaries and wages.

Comparison of nine months ended September 30, 2016 to nine months ended September 30, 2015

Revenues

As a development stage company, we had no revenues during the nine months ended September 30, 2016 and September 30, 2015. The Company is in various stages of material and photonic device development and evaluation. The Company expects to obtain a revenue stream from datacom and telecom devices, sales of non-linear optical polymers, and product development agreements prior to moving into full-scale production.

Our operating expenses were $3,041,967 and $4,047,715 for the nine months ended September 30, 2016 and 2015, respectively, for a decrease of $1,005,748. The decrease in operating expenses is primarily due to decreases in non-cash stock option and warrant amortization, outsourced testing and product development expenses, investor relations expenses, laboratory materials and supplies, disposal of material and obsolete equipment and research and development travel expenses offset by increases in research and development consulting expenses, salaries and wages, legal and depreciation.

Included in our operating expenses for the nine months ended September 30, 2016 was $1,784,871 for research and development expenses compared to $2,312,662 for the nine months ended September 30, 2015, for a decrease of $527,791. The decrease in research and development expenses is primarily due to decreases in non-cash stock option and warrant amortization, outsourced testing and product development expenses, laboratory materials and supplies, disposal of material and obsolete equipment and travel expenses offset by increases in consulting expenses, salaries and wages and depreciation.

Research and development expenses currently consist primarily of compensation for employees and consultants engaged in internal research, product development activities; laboratory operations, internal material and device testing and prototype electro-optic device design, development and prototype device processing; costs; and related operating expenses.

We expect to continue to incur substantial research and development expense to develop and commercialize our photonic devices and electro-optic materials platform. These expenses will increase as a result of accelerated development effort to support commercialization of our non-linear optical polymer materials technology; to build photonic device prototypes in our in-house laboratories; hiring additional technical and support personnel; engaging a senior technical advisor; pursuing other potential business opportunities and collaborations; customer testing and evaluation; and incurring related operating expenses.

Non-cash stock compensation and stock option and warrant amortization decreased $458,605 from $703,335 for the nine months ended September 30, 2015 to $244,730 for the nine months ended September 30, 2016.

Laboratory material testing expense and electro-optic device development decreased $152,654 from $245,768 for the nine months ended September 30, 2015 to $93,114 for the nine months ended September 30, 2016.

Laboratory materials and supplies decreased $42,224 from $159,307 for the nine months ended September 30, 2015 to $117,083 for the nine months ended September 30, 2016.

Disposal of material and obsolete equipment decreased $21,246 from $23,817 for the nine months ended September 30, 2015 to $2,571 for the nine months ended September 30, 2016.

Travel expenses decreased $19,107 from $62,429 for the nine months ending September 30, 2015 to $43,322 for the nine months ending September 30, 2016.

Consulting expenses increased $139,158 from $57,493 for the nine months ending September 30, 2015 to $196,651 for the nine months ending September 30, 2016.

Wages and salaries increased $18,851 from $800,043 for the nine months ended September 30, 2015 to $818,894 for the nine months ended September 30, 2016.

Depreciation expense increased $18,323 from $110,317 for the nine months ended September 30, 2015 to $128,640 for the nine months ended September 30, 2016.

General and administrative expense consists primarily of compensation and support costs for management staff, and for other general and administrative costs, including executive, sales and marketing, investor relations, accounting and finance, legal, consulting and other operating expenses.

General and administrative expenses decreased $477,957 to $1,257,096 for the nine months ended September 30, 2016 compared to $1,735,053 for the nine months ended September 30, 2015. The decrease is due primarily to decreases in non-cash stock option and warrant amortization and investor relations expenses offset by increases in salaries and wages and legal expenses.

General and administrative non-cash stock option and warrant amortization decreased by $497,014 to $155,028 for the nine months ended September 30, 2016 compared to $652,042 for the nine months ended September 30, 2015.

Investor relations expenses decreased by $53,910 from $87,238 for the nine months ended September 30, 2015 to $33,328 for the nine months ended September 30, 2016.

Salaries and wages increased $37,151 from $446,100 for the nine months ending September 30, 2015 to $483,251 for the nine months ending September 30, 2016.

Legal fees increased $21,225 from $140,188 for the nine months ended September 30, 2015 to $161,413 for the nine months ended September 30, 2016.

General and administrative expense consists primarily of compensation and support costs for management staff, and for other general and administrative costs, including executive, sales and marketing, investor relations, accounting and finance, legal, consulting and other operating expenses.

Other Income (Expense)

Other expense increased $260,142 to $260,142 for the nine months ending September 30, 2016 from $0 for the nine months ending September 30, 2015, relating to the commitment fee associated with the purchase of shares by an institutional investor for sale under a stock purchase agreement during the nine-month period.

Net Loss

Net loss was $3,301,918 and $4,047,528 for the nine months ended September 30, 2016 and 2015, respectively, for a decrease of $745,610, due primarily to decreases in non-cash stock option and warrant amortization, outsourced testing and product development expenses, investor relations expenses, laboratory materials and supplies, disposal of material and obsolete equipment and research and development travel expenses offset by increases in research and development consulting expenses, salaries and wages, legal, commitment fee associated with the purchase of shares by an institutional investor for sale under a stock purchase agreement and depreciation.

Significant Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates based upon historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates.

We believe our significant accounting policies affect our more significant estimates and judgments used in the preparation of our financial statements. Our Annual Report on Form 10-K for the year ended December 31, 2015 contains a discussion of these significant accounting policies.
See our Note 1 in our unaudited financial statements for the nine months ended September 30, 2016 as set forth herein for a complete discussion of our Company's accounting policies.

Liquidity and Capital Resources

For the nine months ended September 30, 2016

During the nine months ended September 30, 2016, net cash used in operating activities was $2,271,725 and net cash used in investing activities was $121,104, which was due primarily to the Company's research and development activities and general and administrative expenditures. Net cash provided by financing activities for the nine months ended September 30, 2016 was $964,200. At September 30, 2016, our cash and cash equivalents totaled $2,302,076, our assets totaled $3,560,474, our liabilities totaled $213,224, and we had stockholders' equity of $3,347,250.

Sources and Uses of Cash

Our future expenditures and capital requirements will depend on numerous factors, including: the progress of our research and development efforts; the rate at which we can, directly or through arrangements with original equipment manufacturers, introduce and sell products incorporating our polymer materials technology; the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights; market acceptance of our products and competing technological developments; and our ability to establish cooperative development, joint venture and licensing arrangements. We expect that we will incur approximately $3,600,000 of expenditures over the next 12 months. Our cash requirements are expected to increase at a rate consistent with the Company's path to revenue growth as we expand our activities and operations with the objective of commercializing our electro-optic polymer technology during 2016.

Our business does not presently generate the cash needed to finance our current and anticipated operations. We believe we have raised sufficient capital to finance our operations through June 2017; however, we will need to obtain additional future financing after that time to finance our operations until such time that we can conduct profitable revenue-generating activities. Such future sources of financing may include cash from equity offerings, exercise of stock options, warrants and proceeds from debt instruments; but we cannot assure you that such equity or borrowings will be available or, if available, will be at rates or prices acceptable to us.

On January 29, 2016, we signed a purchase agreement with Lincoln Park Capital Fund, LLC ("Lincoln Park") to sell up to $20,000,000 of common stock whereby subject to certain conditions and at our sole discretion, Lincoln Park has committed to purchase up to $20,000,000 of our common stock over a 36-month period. In April 2016 our registration statement became effective, which registered for resale by Lincoln Park under the purchase agreement 5,000,000 shares of our common stock, 350,000 of which were previously issued as a commitment fee and 4,650,000 of which may be sold by us to Lincoln Park during the term of the purchase agreement. Pursuant to the purchase agreement, Lincoln Park is obligated to make purchases as the Company directs in accordance with the purchase agreement, which may be terminated by the Company at any time, without cost or penalty. Sales of shares will be made in specified amounts and at prices that are based upon the market prices of our common stock immediately preceding the sales to Lincoln Park. We expect this financing to provide us with sufficient funds to maintain our operations for the foreseeable future. With the additional capital, we expect to achieve a level of revenues attractive enough to fulfill our development activities and adequate enough to support our business model for the foreseeable future. We cannot assure you that we will meet the conditions of the purchase agreement with Lincoln Park in order to obligate Lincoln Park to purchase our shares of common stock. In the event we fail to do so, and other adequate funds are not available to satisfy long-term capital requirements, or if planned revenues are not generated, we may be required to substantially limit our operations. This limitation of operations may include reductions in capital expenditures and reductions in staff and discretionary costs.

There are no trading volume requirements or restrictions under the purchase agreement and we will control the timing and amount of any sales of our common stock to Lincoln Park. Lincoln Park has no right to require any sales by us, but is obligated to make purchases from us as we direct in accordance with the purchase agreement. We can also accelerate the amount of common stock to be purchased under certain circumstances. There are no limitations on use of proceeds, financial or business covenants, restrictions on future funding, rights of first refusal, participation rights, penalties or liquidated damages in the purchase agreement. Lincoln Park may not assign or transfer its rights and obligations under stock the purchase agreement.

We expect that our cash used in operations will increase during 2016 and beyond as a result of the following planned activities:

- The addition of management, sales, marketing, technical and other staff to our workforce;
- Increased spending for the expansion of our research and development efforts, including purchases of additional laboratory and production equipment;

- Increased spending in marketing as our products are introduced into the marketplace;
- Developing and maintaining collaborative relationships with strategic partners;
- Developing and improving our manufacturing processes and quality controls; and
- Increases in our general and administrative activities related to our operations as a reporting public company and related corporate compliance requirements.

Analysis of Cash Flows

For the nine months ended September 30, 2016

Net cash used in operating activities was $2,271,725 for the nine months ended September 30, 2016, primarily attributable to the net loss of $3,301,918 adjusted by $73,804 in warrants issued for services, $325,954 in options issued for services, $278,142 in common stock issued for services, $145,658 in depreciation expenses and patent amortization expenses, $97,012 in prepaid expenses and $110,267 in accounts payable and accrued expenses and $644 gain on disposal of property and equipment. Net cash used in operating activities consisted of payments for research and development, legal, professional and consulting expenses, rent and other expenditures necessary to develop our business infrastructure.

Net cash used by investing activities was $121,104 for the nine months ended September 30, 2016, consisting of $42,799 for intangibles, $97,805 in asset additions primarily for the new lab facility and $19,500 in proceeds from sale of equipment.

Net cash provided by financing activities was $964,200 for the nine months ended September 30, 2016 and consisted of $964,200 in proceeds from the sale of common stock to an institutional investor.

Inflation and Seasonality

We do not believe that our operations are significantly impacted by inflation. Our business is not seasonal in nature.

Item 4 Controls and Procedures

Evaluation of Disclosure Controls and Procedures. The Company’s management, with the participation of the Company’s Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2016. Based on this evaluation, the Company's Principal Executive Officer and Principal Financial Officer concluded that, as of September 30, 2016 the Company's disclosure controls and procedures were effective, in that they provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to the Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

Date	Security/Value
July 2016	Options – right to buy 15,000 shares of common stock at $0.63 per share issued for services.
July 2016	Warrant – right to buy 150,000 shares of common stock at $0.63 per share issued for services.
July – Sept. 2016	Common Stock – 8,517 shares of common stock at average price of $.70 per share issued for services.

No underwriters were utilized and no commissions or fees were paid with respect to any of the above transactions. We relied on Section 4(a)(2) and/or Regulation D of the Securities Act of 1933, as amended, since the transactions did not involve any public offering.

Item 6 Exhibits

The following exhibits are included herein:

Exhibit No.	Description of Exhibit	Location
10.1	Operations Committee Charter – August 2016	Incorporated by reference to the Company's Form 10-Q as filed with the SEC on August 15, 2016
31.1	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, executed by the Principal Executive Officer of the Company.	Filed herewith
31.2	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, executed by the Principal Financial Officer of the Company.	Filed herewith
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Principal Executive Officer of the Company.	Filed herewith
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Principal Financial Officer of the Company.	Filed herewith
101	XBRL	Filed herewith

26

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.

LIGHTWAVE LOGIC, INC.

Registrant

By: /s/ Thomas E. Zelibor
Thomas E. Zelibor,
Chief Executive Officer
(Principal Executive Officer)

Date: November 14, 2016

By: /s/ James S. Marcelli
James S. Marcelli,
President, Chief Operating Officer
(Principal Financial Officer)

Date: November 14, 2016