

TASER INTERNATIONAL INC

FORM 10-K (Annual Report)

Filed 03/07/16 for the Period Ending 12/31/15

Address	17800 N. 85TH ST. SCOTTSDALE, AZ 85255
Telephone	480-991-0797
CIK	0001069183
Symbol	TASR
SIC Code	3480 - Ordnance And Accessories, Except Vehicles And
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2015
or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File Number: 001-16391
-

TASER International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

17800 North 85 th Street
Scottsdale, Arizona
(Address of principal executive offices)

86-0741227
(I.R.S. Employer
Identification No.)

85255
(Zip Code)

Registrant's telephone number, including area code:
(480) 991-0797

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

Title of each class	Name of exchange on which registered
Common Stock, \$0.00001 par value per share	The Nasdaq Global Select Market

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

None
(Title of Class)

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer

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

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

The aggregate market value of the common stock held by non-affiliates of the registrant, based on the last sales price of the issuer's common stock on June 30, 2015, which was the last business day of the registrant's most recently completed second fiscal quarter, as reported by NASDAQ, was approximately

\$1,763,000,000 . Solely for purposes of this disclosure, shares of common stock held by executive officers and directors of the Registrant as of such date have been excluded because such persons may be deemed to be affiliates. This determination of executive officers and directors as affiliates is not necessarily a conclusive determination for any other purposes.

The number of shares of the registrant’s common stock outstanding as of February 12, 2016 was 53,694,071

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant’s definitive proxy statement for its 2016 annual meeting of stockholders to be prepared and filed with the Securities and Exchange Commission not later than 120 days after December 31, 2015 are incorporated by reference into Part III of this Form 10-K.

**TASER INTERNATIONAL, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2015**

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PART I

Statements contained in this report that are not historical are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including statements regarding our expectations, beliefs, intentions and strategies regarding the future. We intend that such forward-looking statements be subject to the safe-harbor provided by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to, among other things:

- our intentions about future development efforts and activities, including our intentions to invest in research and development as well as the development of new product and service lines and enhanced features for our existing product and service lines;
- our need and the willingness of customers to upgrade and replace existing conducted electrical weapons (“CEW”) units;
- that we may have more sales denominated in foreign currencies in 2016 ;
- our intention to increase our investment in the development of sales in the international, military and law enforcement market;
- our plans to expand our sales force;
- that cloud and mobile technologies are fundamentally changing the police environment;
- our plan to invest in web activities and law enforcement trade shows in 2016 ;
- our intention to not pay dividends;
- that increases in marketing and sales activities will lead to an increase in sales;
- our belief that the video evidence capture and management market will grow significantly in the near future and the reasons thereto;
- our intentions to continue to pursue the personal security market;
- our intention to grow direct sales;
- the sufficiency of our facilities and our strategy to expand manufacturing capacity if needed;
- that we may lease facilities from parties that specialize in handling and manufacturing of firearm materials;
- that we expect to continue to depend on sales of our X2 and X26P CEW devices;
- our strategy and plans, and the expected benefits relating thereto, to expand our international sales;
- that we expect further increases in our trial Axon programs and that these programs will lead to additional sales;
- our intention to apply for and prosecute our patents;
- that selling, general and administrative expense will increase in 2016 ;
- that research and development expenses will increase in 2016 ;
- the timing of the resolution of uncertain tax positions;
- our intention to hold investments to maturity;
- the effect of interest rate changes on our annual interest income;
- that we may engage in currency hedging activities;
- our intentions concerning, and the effectiveness of, our ongoing marketing efforts through web activities, trial programs, tech summits and law enforcement trade shows;
- the benefits of our CEW products compared to other lethal and less-lethal alternatives;
- the benefits of our Axon products compared to our competitors’;
- our belief that customers will honor multi-year contracts despite the existence of appropriations (or similar) clauses;
- our belief that customers will renew their Evidence.com.com service subscriptions at the end of the contractual term;
- our insulation from competition and our competitive advantage in the weapons business;
- estimates regarding the size of our target markets and our competitive position in existing markets;
- the availability of alternative materials and components suppliers;
- the benefits of the continued automation of our production process;
- the sufficiency and availability of our liquid assets and capital resources;
- our financing and growth strategies, including: our decision not to pay dividends, potential joint ventures, mergers and acquisitions, stock repurchases and hedging activities;
- the safety of our products;

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- our litigation strategy; including the outcome of legal proceedings in which we are currently involved;
- our ability to maintain secure and consistent customer data access and storage, including the use of third party data storage providers, and the impact of a loss of customer data, a breach of security or an extended outage;
- our ability to attract and retain the qualified professional services necessary to implement and maintain our business, both through employment and through other partnership arrangements;
- the effect of current and future tax strategies;
- the impact of recently adopted and future accounting standards;
- that the complaint filed by Digital Ally is frivolous;
- that Axon Fleet will ship during fiscal 2016; and
- the ultimate resolution of financial statement items requiring critical accounting estimates.

These statements are qualified by important factors that could cause our actual results to differ materially from those reflected by the forward-looking statements. Such factors include, but are not limited to, those factors detailed in ITEM 1A of this annual report entitled “Risk Factors.” The risks included in the foregoing list are not exhaustive. Other sections of this report may include additional factors that could adversely affect our business and financial performance. New risk factors emerge from time to time, and it is not possible for management to predict all such factors, nor can it assess the impact of all such risk factors or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We undertake no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to expectations over time.

TASER International, Inc. owns the following trademarks: ADVANCED TASER, CHECKLOK, TASER, XREP, C2, X2, X3, Pulse, the bolt on West Hemisphere logo, the bolt on ball logo, the bolt on circle logo, and the bolt within circle logo, all registered in the United States. All other trademarks and service marks including M18, M26, X26, X26C, X26P, Axon, Axon Flex, Axon Body, Axon Body 2, Axon Interview, Axon Fleet, Axon Signal, Shockwave, TASER CAM and designs belong to TASER International, Inc., except as expressly indicated as belonging to another.

Item 1. *Business*

Company Background and Business Strategy

TASER International, Inc.'s (the "Company" or "TASER" or "we" or "our") core mission is to protect life and to protect truth through innovative technologies that make communities safer. We are the market leader in the development, manufacture and sale of conducted electrical weapons ("CEWs") designed for use by law enforcement, corrections, military forces, private security personnel and by private individuals for personal defense. We are also the market leader in connected wearable on-officer cameras which utilize our cloud-based digital evidence management solution which we refer to as our Axon solution. The Axon products help agencies capture, store, utilize, manage and share digital evidence.

Technological innovation is the foundation of our long-term growth. By investing in research and development, we will continue to develop novel, high-value solutions across our product platforms. In 2015, we primarily focused on refining our Evidence.com services and exploring next generation hardware for our CEWs and body-worn cameras. In addition to research and development, we are increasingly utilizing strategic partnerships and acquisitions, such as our February 2016 partnership with Amped Software and May 2015 acquisition of MediaSolv Solutions Corporation, to expand our product and services portfolio.

Our core strategy is to increase market penetration in domestic and international law enforcement markets.

- In the United States, our focus is on ensuring that our CEWs are standard issue for all patrol officers, and we have developed purchasing programs that allow agencies to spread the cost of ownership over extended time-periods to help alleviate the need to make large up-front capital expenditures. By doing so, our goal is to provide law enforcement officers on-going access to our latest technologies at predictable prices.
- In international markets, our focus is on demonstrating the benefits of large-scale adoptions of our CEWs and Axon products. In 2014, to facilitate sales and customer service for large-scale adoptions in foreign markets, we established TASER International, B.V. located in Amsterdam, Netherlands. In 2015, the United Kingdom ("UK") and Australia became benchmarks of successful large-scale deployments of TASER technology. In 2016 and 2017, we plan to continue to develop our pipeline in both number and size of opportunities. In particular, we will be focusing investments on target countries, such as France, the UK, Canada, and Australia, where large police forces represent considerable opportunity for increased sales.

In the near future, we expect the video evidence capture and management market to grow significantly. Therefore, in 2016, we will be devoting significant resources towards enhancing the functionality of our existing software as a service ("SaaS") and developing our next revenue generating Axon product.

Company Organization

Our products are sold directly to law enforcement agencies and through a network of distribution channels we developed for selling and marketing our products and services to law enforcement agencies. The Company manages its business primarily on a geographic basis. Domestic law enforcement agencies are served through the Company's headquarters in Scottsdale, Arizona and its Axon business unit located in Seattle, Washington, with various sales reps strategically located throughout the United States. In 2014, the Company established TASER International, B.V. located in Amsterdam, Netherlands, that serves as a permanent international headquarters to facilitate transactions with existing customers as well as allow for continued expansion into other foreign markets. During 2015, TASER International B.V. acquired Tactical Safety Responses Limited ("TSR"), its licensed distributor of TASER weapons and Axon cameras and related accessories in the UK as a way of expanding the Company's growth across the UK. Also during 2015, the Company formed Axon Public Service Canada, Inc., a wholly owned subsidiary, to facilitate transactions for Axon products and services with new and existing customers located in Canada.

The Company's operations are comprised of two reportable segments: the sale of CEWs, accessories and other related products and services (the "TASER Weapons" segment); and the Axon business, focused on wearables, cloud and mobile products, including Axon video products, TASER Cam and Evidence.com (the "Axon" segment). Within the Axon segment, the Company includes only revenues and costs attributable to that segment which include: costs of sales for both products and services, direct labor, selling expense for the segment sales team, segment product management and marketing expenses, segment trade shows and related expenses, segment finance and accounting expenses, and research and development for products included, or to be included, within the Axon segment. All other costs are included in the TASER Weapons segment. Further information about our reportable segments and sales by geographic region is included in Notes 1(p) and 16 of the consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

Products

TASER Weapons Products

We make CEWs that use our proprietary Neuro Muscular Incapacitation (“NMI”) effects for two main types of market segments: (i) the law enforcement, military, corrections and professional security markets; and (ii) the consumer market. Our products use a replaceable cartridge containing compressed nitrogen to deploy and propel two small probes that are attached to the CEW by insulated conductive wires with lengths ranging from 15 to 35 feet. Our CEWs transmit electrical pulses along the wires and into the body affecting the sensory and motor functions of the peripheral nervous system. The basic design is to provide incapacitating effects that last in cycles of five seconds for our law enforcement, military, corrections and private security products and up to thirty seconds for our consumer market models. This effect can be extended, if necessary, by the operator.

The benefits of using CEWs in the field have been undeniable and powerful. By some studies, TASER CEWs have prevented death or serious injury more than 160,000 times from the first deployment in 2000 to the end of 2015. In addition to protecting life, the use of these devices instead of other force options has significantly reduced injuries for suspects and officers with substantial liability and workers’ compensation savings to government agencies around the world.

The following products are core to the Company's TASER Weapons product line:

TASER X26P - The X26P is currently our smallest and most compact Smart Weapon for law enforcement, and is ergonomically designed with ease of performance in mind. TASER Smart Weapons are built on an all-digital platform, and have the ability to regulate charge output, perform health checks, update firmware over the Internet and provide analytics displaying how and when someone uses a device. Through the Company's Evidence.com platform important records, such as event logs and pulse logs, can be viewed and analyzed. Event logs save every user action for record-keeping, including safety activation, and trigger event duration with times, dates, and battery life. Pulse logs display a pulse-by-pulse record of weapon output.

TASER X2 - The X2, designed for law enforcement but available to the professional consumer, provides users with the same Smart Weapon features as the X26P. Additionally, the X2 incorporates agencies' most requested features such as a backup shot, dual lasers to ensure accuracy, and a warning arc to ensure accuracy and effectiveness. The warning arc, a visible electric charge, increases voluntary surrenders and helps stop conflicts from escalating. It issues an audible and visual warning directly over the front of live cartridges.

TASER C2 - The C2 is the currently the Company's primary model for the consumer market. The C2 features the same NMI effects as those available to law enforcement in a discreet appearance and compact and light form factor. The TASER C2 provides incapacitating effects that lasts in cycles of 30 seconds which is intended to allow adequate time for the user to escape the threat.

TASER Pulse - During January 2016, the Company introduced its newest consumer product, the TASER Pulse CEW, which is a sub-compact model with a newly designed form factor with additional features as compared to the TASER C2, all at a comparable price point. The TASER Pulse became available for sale in the first quarter of 2016.

Replacement Cartridges - We manufacture multiple cartridge types for varying ranges and purposes. Types of cartridges include, among others, standard cartridges, smart cartridges and training cartridges. Smart cartridges communicate with the fire control system within the TASER X2 indicating the type of cartridge loaded in each bay and its deployment status. Standard cartridges are designed for use within the X26P CEW systems and are also used in our legacy X26E and M26 products. The Company also offers standard replacement cartridges for the C2 and Pulse consumer models. Our cartridges are available in unique variations for warm and cold climates, training scenarios, and tactical situations.

Axon Connected Solutions

Axon creates connected technologies for truth in public safety. As a segment of TASER International, we're building on a history of innovation in policing. Axon isn't just a collection of individual technologies; it's a cohesive ecosystem. Every product works together, built by the same team of engineers and supported by the same technicians. Every product from our Smart Weapons to our body-worn cameras to our digital evidence management system integrates seamlessly with one another, and often complements the systems and processes a customer already uses. Below are the products and features that are core to the Axon platform.

Hardware Products:

Axon Body - Axon Body is a simple, low-priced body-worn camera for law enforcement, designed for customers seeking deployment at a lower price-point.

Axon Body 2 - Axon Body 2 builds upon the original platform bringing officers new features such as high-definition ("HD") video, wireless fidelity ("Wi-Fi") offload capabilities, longer battery life, and additional security enhancements. Both the original Axon Body and Axon Body 2 eliminate the need for the camera to be mounted above the shoulder of the individual and rather hooks into the shirt of the officer at mid-chest level. These cameras also eliminate all wires from the wearer's body. Axon Body 2 was available for shipment in limited quantities during the first quarter of 2016.

Axon Flex - The Axon flex camera system records video and audio of critical incidents from the visual perspective of the officer. Axon flex provides complete flexibility in how an officer chooses to wear the device, including an option to deploy as an attachment to Oakley Flak Jacket™ eyewear.

TASER Cam HD - Is a recording device, which integrates with Evidence.com, that captures both video and audio of potential and actual TASER use incidents as an accessory to a TASER CEW. The device can capture video and audio before, during and after a TASER CEW deployment, which provides law enforcement with a greater level of accountability to support their use of TASER weapons against a resistant subject.

Axon Fleet - Axon Fleet is a breakthrough in-car video system with advanced capabilities and a price that's 90% less than traditional systems. Axon Fleet includes automatic activation, HD video and a flexible design. It is also upgraded continuously behind the scenes with new software features, and is part of a powerful platform that connects mobile, cloud, and wearable technologies. Axon Fleet is expected to ship during fiscal 2016.

Axon Interview - Axon Interview is a video and audio recording system designed for the critical context of the interview room. The system records crucial interviews with redundant, high-quality video and audio technology, ensuring that every moment is captured. The system is available with a 24/7 buffering option that allows agencies to capture key dialogue even after it occurs.

Axon Signal - Body-worn cameras have been protecting the truth in agencies across the country, but they're only able to clarify events when they're activated. With manual activation, officers are sometimes unable to hit record in intense and stressful situations. We've developed Axon Signal, an automatic activation technology for Axon cameras.

Axon Dock - With the Axon Dock, the camera charging station is also the automatic data downloader. At the end of a shift, the Dock syncs video from the user's Axon Flex or Axon Body camera during routine charging. Videos are uploaded directly to Evidence.com, eliminating manual filing processes and freeing the user to focus on more important duties.

Axon Software and Mobile Technologies:

Evidence.com - As the sources of digital evidence expand, storage alone isn't enough to keep track of the body-worn camera videos, photos, audio recordings, and other data that is overwhelming agency servers and systems. Evidence.com is a robust end-to-end solution that not only allows agencies to store all that data, but also enables new workflows for managing and sharing that data. Officers and command staff can upload content from Axon and TASER devices or other systems easily, manage it simply with search and retrieval features, and then collaborate effortlessly with prosecutors by using powerful sharing features. When storage needs or users increase, the cloud-based system allows agencies to scale instantly and cost-effectively. Evidence.com offers several license options, ranging in price, that tailors to the needs of agencies of all sizes. We currently offer our Basic, Standard and Pro licenses that contain incremental feature sets with Pro license containing all of the advanced features currently available. The Company also offers its Ultimate license that includes the Pro license features with Axon camera upgrades and extended warranty services. The Company's Unlimited plan contains the offerings under the Ultimate tier, and includes unlimited HD storage of Axon digital evidence uploads. Finally, the Company offers its Officer Safety Plan tier that provides the highest value by bundling a TASER Smart Weapon with all of the features offered in the Unlimited Plan. All product and service revenues described above, with the exception of the TASER Smart Weapon, are included in the Company's calculation of Axon segment bookings.

Evidence.com for Prosecutors - The same end-to-end evidence management solutions of Evidence.com now allow prosecutors to manage evidence of any type, from any agency, all in one place. Ramp-up time is immediate, and scaling to meet future needs is effortless. Files can be shared during discovery, complete chain of custody is maintained, and all evidence is encrypted. Plus, for prosecuting attorneys working with agencies already using Evidence.com, standard prosecutor licenses are provided at no cost.

Evidence Sync - Is a desktop-based application that enables evidence in any format, from any source to be uploaded to Evidence.com. TASER Smart Weapon logs, Axon camera videos, dash cam and interview room footage, still photos and more can be uploaded, stored, and managed in one location, accessible anytime, anywhere. Sources new and old—from TASER devices or other brands—are equally supported. Network servers, SD cards, CDs, and computer folders can be synced with ease, and frequently used folders or drives can be set up to automatically sync on schedule.

Axon Capture - Is a mobile application built specifically to allow officers to capture digital evidence right from the field. The app eliminates the need to carry three separate devices for photo, video, and audio recording. Instead, it builds upon the capabilities

of an officer's mobile phone with the security and organization needed to protect truth. Officers can add tags, titles or GPS coordinates to any recordings before uploading the data to Evidence.com.

Axon View - Is a mobile application that wirelessly connects with an Axon camera to provide instant playback of unfolding events from the field, in the field. The app's live display to ensure the camera is well-placed, and the playback function helps eliminate the "he said, she said" on the spot.

Axon Five - Is the most complete software application available to help you enhance and analyze images and videos. An unmatched feature set lets a customer uncover details that assists officers in solving crimes. Since time is valuable, Axon Five also automates time-consuming tasks like removing duplicated or mismatched frames, making officers more productive at work.

Axon Convert - Is a local software solution that gives customers the power to convert unplayable file formats with ease. It ingests and converts files in minutes with only a few clicks, making manual conversion a thing of the past. Since we know maintaining an evidence trail is important, Axon Convert not only produces a playable file, but also preserves the original and creates a report detailing the exact changes.

Axon Detect - Is a photo analysis program for tamper detection. It goes beyond image-matching to offer a robust suite of authentication tools to certify evidence in-house. This reduces the need for external consultants, shortens turnaround time, and allows for use of evidence captured by the public.

Markets and Distribution

Law Enforcement and Corrections

Our primary target market for both our weapon and video products is federal, state and local law enforcement agencies in the U.S. and throughout the world. In the law enforcement market, more than 17,000 law enforcement agencies in nearly 150 countries have made initial purchases of our TASER brand devices for testing or deployment. Our belief is that in the U.S., approximately two-thirds of all law enforcement patrol officers carry a TASER CEW and internationally, approximately one out of every fifty eligible law enforcement officers carries a TASER CEW. Our goal is to have our CEWs be standard issue equipment for all domestic and international law agencies.

Other Markets

We also target military forces, private security, and consumer personal protection markets to provide technologies that offer a less lethal force of protection.

U.S. Distribution

The Company sells directly to law enforcement agencies in the U.S. as well as through a distribution network. Distributors are selected based upon their reputation within their respective industries, their contacts and their distribution network. Our regional sales managers work closely with the distributors in their territory to inform and educate the law enforcement communities. We continue to monitor our law enforcement distributors closely to help ensure that our service standards are achieved. Where appropriate, we intend to grow our direct sales over time. Distributors often allow us to penetrate regions at lower fixed costs; however, direct sales allow us greater control over the customer relationship.

Sales in the private citizen market are primarily made through our distributors and our website. We have implemented a variety of marketing initiatives to support sales of our consumer products, with a focus on web, public relations and consumer trade shows. We have consulted with professional digital media and public relations professionals to assist us in media and press events, and editorial placements along with attending numerous tradeshows specifically to target the consumer market.

International Distribution

We market and distribute our CEW products to foreign markets through our international subsidiaries as well as through a network of distributors. For geographical and cultural reasons, our distributors usually have a territory defined by their country's borders. These distributors market both our law enforcement, military, and corrections products, and our consumer products where allowed by law. Our distributors work with local law enforcement, military and corrections agencies in the same manner as our domestic market distributors. For example, they may perform demonstrations, attend industry tradeshows, maintain country specific websites, engage in print advertising and arrange training classes.

In order to more effectively engage customers internationally, we have also implemented direct sales teams strategically located throughout each major geographic region of the world. Having dedicated sales personnel stationed full time in these regions will allow us to better serve existing customers as well as execute our sales and marketing strategies more efficiently in order to continue to grow our customer base in new markets.

Manufacturing

We perform light manufacturing, final assembly, and final test operations at our headquarters in Scottsdale, Arizona, and own substantially all of the equipment required to develop, prototype, manufacture and assemble our finished products. This includes critical injection molds, schematics, automation equipment, test equipment and prototypes utilized by our supply chain for the conversion of raw materials into sub-assemblies. We have implemented lean/six sigma methodologies to optimize most direct and indirect resources within the organization, which has helped boost capacity for existing products, as well as provide flexibility to accommodate production of new TASER and Axon product introductions. We are currently operating one to two production shifts depending on inventory levels and demand. However, other capacity options, including the use of additional shifts, will be considered should we experience higher demand resulting from large orders of legacy or new product releases. We continue to maintain our ISO 9001 certification.

Although most components essential to the Company's business are generally available from multiple sources, a number of components are currently obtained from single or limited sources. In addition, the Company competes for various components with other participants in our markets. Therefore, many components used by the Company, are at times subject to industry-wide shortage, and significant pricing fluctuations that could materially adversely affect the Company's financial condition and operating results.

Business Seasonality and Product Introductions

The Company has historically experienced higher net sales in its second and fourth quarters compared to other quarters in its fiscal year due to municipal budget cycles. Additionally, new product introductions can significantly impact net sales, product costs and operating expenses. However, historical seasonal patterns, municipal budgets or historical patterns of product introductions should be considered reliable indicators of the Company's future net sales or financial performance.

Backlog

Our backlog for products and services includes all orders that have been received and are believed to be firm. As of December 31, 2015 and 2014 our backlog was \$183.9 million and \$75.3 million, respectively. Included in our backlog as of December 31, 2015 and 2014 was deferred revenue of \$51.0 million and \$35.7 million, respectively. Of the deferred revenue balances recorded at December 31, 2015 and 2014, current deferred revenue was \$20.9 million and \$14.0 million, respectively.

Competition

Law Enforcement, Corrections and Private Security Markets

Law enforcement customers partner with TASER for the long-term. The primary competitive factors in the law enforcement and corrections market include a weapon's accuracy, effectiveness, safety, cost, ease of use and an exceptional customer experience. We are aware of competitors providing competing CEW products, primarily in international markets.

We also believe our CEWs compete indirectly with a variety of other less-lethal alternatives. These alternatives include, but are not limited to, pepper spray, batons and impact weapons sold by companies such as Defense Technology. We believe our TASER brand devices' advanced technology, versatility, portability, effectiveness, built-in accountability systems, and low injury rate enable us to compete effectively against these other less-lethal alternatives.

Private Citizen Market

CEWs have gained limited acceptance in the private citizen market. These devices primarily compete with guns, but also with other less lethal weapons such as pepper spray. The primary competitive factors in the private citizen market include a weapon's cost, effectiveness, safety and ease of use.

Video Evidence Market

The video evidence capture and management market segment is a highly fragmented and competitive market. Continued evolution in the industry and technology shifts are creating opportunities for both established and new competitors. Key competitive factors include: product performance; product features; product quality and warranty; total cost of ownership; data security; data and information work flows; company reputation and financial strength; and relationship with customers.

Our digital evidence management system, Evidence.com, is a cloud-based platform. Cloud computing fundamentally changes the way local, state and federal government agencies will develop and deploy software applications. Applications used by these agencies have historically required the agency to deploy their own infrastructure of servers, storage, network devices and operating systems. With a cloud-based system, the entire storage infrastructure is managed by third parties who specialize in infrastructure management. Agencies use Internet web browsers to access the application. Our cloud-based Evidence.com service enables agencies to store, manage and analyze digital evidence. We believe our end-to-end solution of Axon and Evidence.com is a compelling value proposition for law enforcement agencies to implement.

Regulatory Matters

U.S. Regulation

The majority of TASER weapons, as well as the cartridges used by these devices, are subject to regulations; however, most are not considered to be a “firearm” by the U.S. Bureau of Alcohol, Tobacco, Firearms and Explosives. The TASER XREP, a non-core shotgun CEW product, does use a propellant system which falls under the definition of a “firearm” and is, therefore, subject to federal firearms-related regulations. Many states have regulations restricting the sale and use of stun guns, hand-held shock devices and electronic weapons. We believe existing stun gun laws and regulations apply to our devices.

In many cases, the law enforcement and corrections market is subject to different regulations than the private citizen market. Where different regulations exist, we assume the regulations affecting the private citizen market also apply to the private security markets, except as the applicable regulations otherwise specifically provide.

As of December 31, 2015, the possession of stun guns by the general public, including TASER CEWs, is prohibited in five states: Hawaii, Massachusetts, New Jersey, New York, and Rhode Island, as well as in the District of Columbia. Some cities and municipalities also prohibit private citizen possession or use of our products.

We are also subject to environmental laws and regulations, including restrictions on the presence of certain substances in electronic products. Reference is made to Section 1A, Risk Factors under the heading “Environmental laws and regulations subject us to a number of risks and could result in significant liabilities and costs.”

Evidence.com is subject to government regulation of the Internet in many areas, including telecommunications, data protection, user privacy and online content.

U.S. Export Regulation

CEWs are considered a crime control product by the U.S. government. Accordingly, the export of our devices is regulated under export administration regulations. As a result, we must obtain export licenses from the Department of Commerce for all shipments to foreign countries other than Canada. Most of our requests for export licenses have been granted, and the need to obtain these licenses has not caused a material delay in our shipments. Export regulations also prohibit the further shipment of our products from foreign markets in which we hold a valid export license to foreign markets in which we do not hold an export license for our products.

The Department of Commerce restricts the export of technology used in our CEWs. These regulations apply to both the technology incorporated in our CEW systems and to the processes used to produce them. The technology export regulations do not apply to production that takes place within the U.S. but is applicable to some sub-assemblies and controlled items manufactured outside the U.S.

Foreign Regulation

Foreign regulations, which may affect our devices, and sale thereof, are numerous and often unclear. We prefer to work with a distributor who is familiar with the applicable import regulations in each of our foreign markets. Experience with foreign distributors in the past indicates that restrictions may prohibit certain sales of our products in a number of countries. The vast majority of countries permit TASER devices to be sold and used by law enforcement. We maintain strong communication channels with our distributors to ensure we are aware of those countries where TASER CEW devices are prohibited or restricted.

Contracts

Our business is affected by numerous laws and regulations, including those related to the award, administration and performance of contracts. Governmental agencies generally have the ability to terminate our contracts, in whole or in part, for reasons including, but not limited to, non-appropriation of funds. We monitor our policies and procedures with respect to our

contracts on a regular basis to enhance consistent application under similar terms and conditions, as well as compliance with all applicable laws and regulations.

Intellectual Property

We protect our intellectual property with U.S. and foreign patents and trademarks. Our patents and pending patent applications relate to technology used by us in connection with our products. We also rely on international treaties, organizations and foreign laws to protect our intellectual property. As of December 31, 2015, we hold 94 U.S. patents and 92 foreign patents and also have numerous patents and trademarks pending. We continuously assess whether and where to seek formal protection for particular innovations and technologies based on such factors as the commercial significance of our operations and our competitors' operations in particular countries and regions, our strategic technology or product directions in different countries and the degree to which intellectual property laws exist and are meaningfully enforced in different jurisdictions. TASER has the exclusive rights to many Internet domain names primarily including 'TASER.com', 'Evidence.com' and 'Axon.io.'

Confidentiality agreements are used with employees, consultants and key suppliers to help ensure the confidentiality of our trade secrets.

Research and Development

Our research and development initiatives focus on next generation technology. Internally funded research has been primarily focused on improvements to existing TASER products and digital evidence management systems, or the development of new applications for TASER technology that we believe generally will have broad market appeal. Our investment in internally funded research and development totaled \$23.6 million, \$14.9 million and \$9.9 million in 2015, 2014, and 2013, respectively.

Within the Axon segment, the Company's team of application developers conduct research and development initiatives for cloud applications, wearable and mobile technologies in law enforcement, focused specifically on new revenue opportunities that align with our Axon product solutions. We're investing in having the best software and technology talent because we believe this market has suffered from sub par technology for decades and we believe our leading edge gives us a well-appreciated product advantage to disrupt more established technology companies.

Within the TASER Weapons segment, current research and development initiatives include bio-medical research and electrical, mechanical and software engineering. We expect that future CEW development projects will focus on extending the range, reducing the size, improving the functionality and developing new delivery options for our products.

Our return on investment is intended to be realized over the long term, although new systems and technologies often can have a more immediate impact on our business.

Employees

As of December 31, 2015, we had 549 full-time employees and 121 temporary employees. The breakdown of our full-time employees by department is as follows: 151 direct manufacturing employees and 398 administrative and manufacturing support employees. Of the 398 administrative and manufacturing support employees, 156 were involved in sales, marketing, communications and training. Of the 121 temporary employees, more than 90% worked in direct manufacturing roles. Our employees are not covered by any collective bargaining agreement, and we have never experienced a work stoppage. We believe that our relations with our employees are good.

Available Information

We were incorporated in Arizona in September 1993 as ICER Corporation. We changed our name to AIR TASER, Inc. in December 1993 and to TASER International, Incorporated in April 1998. In January 2001, we reincorporated in Delaware as TASER International, Inc.

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge on our website at <http://www.TASER.com> as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the SEC. The SEC maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

Item 1A. Risk Factors

Because of the following factors, as well as other variables affecting our operating results, our past financial performance may not be a reliable indicator of our future performance and historical trends should not be used to anticipate our results or trends in future periods.

We are materially dependent on acceptance of our products by law enforcement markets, both domestic and international. If law enforcement agencies do not continue to purchase and use our products, our revenues will be adversely affected.

A substantial number of law enforcement and corrections agencies may not continue to purchase our CEWs or video products. Law enforcement and corrections agencies may be influenced by claims or perceptions that CEWs, such as our products, are unsafe or may be used in an abusive manner. Sales of our products to these agencies may be delayed or limited by these claims or perceptions.

We substantially depend on sales of our TASER X26P and X2 CEWs, and if these products do not continue to be widely accepted, our growth prospects will be diminished.

In the years ended December 31, 2015, 2014 and 2013, we derived our revenues predominantly from sales of TASER CEW brand devices and related cartridges, and expect to depend on sales of these products for the foreseeable future. We are seeing a large number of customers upgrade their devices to the X2 or the new X26P device, which we introduced in 2011 and 2013, respectively. This is a trend we expect to continue. A decrease in the prices of, or demand for these products, or their failure to maintain broad market acceptance, would significantly harm our growth prospects, operating results and financial condition.

The success of our Evidence.com software as a service (“SaaS”) delivery model is materially dependent on acceptance of this business model by our law enforcement customers. Delayed or lengthy time to adoption by law enforcement agencies will negatively impact our sales and profitability.

A substantial number of law enforcement agencies may be slow to adopt our Evidence.com digital data evidence management and storage solution, requiring extended periods of trial and evaluation. The hosted service delivery business model is not presently widely adopted by our law enforcement customer base. As such, the sales cycle has additional complexity with the need to educate our customers and address issues regarding agency bandwidth requirements, data retention policies, data security and chain of evidence custody. Delays in successfully securing widespread adoption of Evidence.com services could adversely affect our revenues, profitability and financial condition.

If we are unable to design, introduce and sell new products or new product features successfully, our business and financial results could be adversely affected.

Our future success will depend on our ability to develop new products or new product features that achieve market acceptance in a timely and cost-effective manner. The development of new products and new product features is complex, time consuming and expensive, and we may experience delays in completing the development and introduction of new products. We cannot provide any assurance that products that we may develop in the future will achieve market acceptance. If we fail to develop new products or new product features on a timely basis that achieve market acceptance, our business, financial results and competitive position could be adversely affected.

Delays in product development schedules may adversely affect our revenues and cash flows.

The development of CEWs, cameras and software products such as Evidence.com is a complex and time-consuming process. New products and enhancements to existing products can require long development and testing periods. Our increasing focus on our SaaS platform also presents new and complex development issues. Significant delays in new product or service releases or significant problems in creating new products or services could adversely affect our revenue.

We face risks associated with rapid technological change and new competing products.

The technology associated with law enforcement devices is receiving significant attention and is rapidly evolving. While we have some patent protection in certain key areas of our CEW, Axon and SaaS technology, it is possible that new technology may result in competing products that operate outside our patents and could present significant competition for our products which could adversely affect our revenue.

Defects in our products could reduce demand for our products and result in a loss of sales, delay in market acceptance and damage to our reputation.

Complex components and assemblies used in our products may contain undetected defects that are subsequently discovered at any point in the life of the product. Defects in our products may result in a loss of sales, delay in market acceptance and damage to our reputation and increased warranty costs, which could have a material adverse effect on profitability and financial condition.

If our security measures are breached and unauthorized access is obtained to customers' data or our data, our network, data centers and service may be perceived as not being secure, customers may curtail or stop using our service and we may incur significant legal and financial exposure and liabilities.

Our service involves the storage and transmission of customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. We devote significant resources to engineer secure products and ensure security vulnerabilities are mitigated. Despite these efforts, security measures may be breached as a result of third-party action, employee error, and malfeasance or otherwise. Breaches could occur during transfer of data to data centers or at any time, and result in unauthorized access to our data or our customers' data. Third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our data or our customers' data. Additionally, hackers may develop and deploy viruses, worms, and other malicious software programs that attack or gain access to our networks and data centers. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in a loss of confidence in the security of our service, damage our reputation, lead to legal liability and negatively impact our future sales.

Interruptions or delays in service from our third-party cloud storage providers for our Evidence.com service, or the loss or corruption of digitally stored evidence, would impair the delivery of our service and harm our business .

We currently serve our Evidence.com customers from third-party cloud storage providers based in the U.S. and other countries. Interruptions in our service, or loss or corruption of digital evidence, may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our renewal rates and our ability to attract new customers. Our business will also be harmed if our customers and potential customers believe our service is unreliable.

Most of our end-user customers are subject to budgetary and political constraints that may delay or prevent sales.

Most of our end-user customers are government agencies. These agencies often do not set their own budgets and therefore, have limited control over the amount of money they can spend. In addition, these agencies experience political pressure that may dictate the manner in which they spend money. As a result, even if an agency wants to acquire our products, it may be unable to purchase them due to budgetary or political constraints, particularly in challenging economic environments. There can be no assurance that the economic and budgeting issues will not worsen and adversely impact sales of our products. Some government agency orders may also be canceled or substantially delayed due to budgetary, political or other scheduling delays which frequently occur in connection with the acquisition of products by such agencies and such cancellations may accelerate or be more severe than we have experienced historically.

We expend significant resources in anticipation of a sale due to our lengthy sales cycle and may receive no revenue in return.

Generally, law enforcement and corrections agencies consider a wide range of issues before committing to purchase our products, including product benefits, training costs, the cost to use our products in addition to, or in place of, other products, budget constraints and product reliability, safety and efficacy. The length of our sales cycle may range from a few weeks to as long as several years. Adverse publicity surrounding our products or the safety of such products has in the past, and could in the future, lengthen our sales cycle with customers. In the past, we believe that the Company's sales were adversely impacted by negative publicity surrounding our products or the use of our products. We may incur substantial selling costs and expend significant effort in connection with the evaluation of our products by potential customers before they place an order. If these potential customers do not purchase our products, we will have expended significant resources and received no revenue in return.

Due to municipal government funding rules, certain of our contracts are subject to appropriation (or similar) cancellation clauses, which could allow our customers to cancel contracts in the future.

Although TASER has entered into contracts for the delivery of products and services in the future and anticipates the contracts will be completed, if agencies do not appropriate money in future year budgets, or if other cancellation clauses are invoked, revenue associated with these bookings will not ultimately be recognized, and will result in a reduction to bookings.

Changes in civil forfeiture laws may affect our customers' ability to purchase our products

Some of our customers use funds seized through civil forfeiture proceedings to fund the purchase of our products. Changes in state legislatures could impact our customers' ability to seize funds or use seized funds to fund purchases. Changes in civil forfeiture statutes or regulations are outside of our control and could limit the amount of funds available to our customers which could adversely affect the sale of our products.

SaaS revenue for Evidence.com is recognized over the terms of the contracts, which may be several years, and, as such, trends in new business are not be immediately reflected in our operating results.

Our SaaS product revenue is generally recognized ratably over the terms of the contracts, which generally range from one to five years. As a result, most of the SaaS revenue we report each quarter is the result of agreements entered into during previous quarters. Consequently, current positive or negative trends in this portion of our business are not fully reflected in our revenue results for several periods.

We utilize multiple third party cloud-based storage providers to host the Axon Evidence.com platform.

Utilizing and administering multiple cloud-based storage providers can mean duplication of efforts and resources, increased cost structure, and organization complexities. These complexities and additional costs could adversely affect our business, financial condition or operating results.

We may face personal injury, wrongful death and other liability claims that harm our reputation and adversely affect our sales and financial condition.

Our CEW products are often used in aggressive confrontations that may result in serious, permanent bodily injury or death to those involved. Our CEW products may be associated with these injuries. A person, or the family members of a person, injured in a confrontation or otherwise in connection with the use of our products may bring legal action against us to recover damages on the basis of theories including wrongful death, personal injury, negligent design, defective product or inadequate warning. We are currently subject to a number of such lawsuits and we have recently been subject to significant adverse judgments and settlements. We may also be subject to lawsuits involving allegations of misuse of our products. If successful, wrongful death, personal injury, misuse and other claims could have a material adverse effect on our operating results and financial condition and could result in negative publicity about our products. Although we carry product liability insurance, we do incur significant legal expenses within our self-insured retention in defending these lawsuits and significant litigation could also result in a diversion of management's attention and resources, negative publicity and a potential award of monetary damages in excess of our insurance coverage. The outcome of any litigation is inherently uncertain and there can be no assurance that our existing or any future litigation will not have a material adverse effect on our revenues, our financial condition or financial results.

Other litigation may subject us to significant litigation costs and judgments and divert management attention from our business.

We have been or could be in the future involved in numerous other litigation matters relating to our products, contracts and business relationships, including litigation against persons who we believe have infringed on our intellectual property, infringement litigation filed against the Company, litigation against a competitor and litigation filed by a former distributor against the Company. Such matters have resulted, and are expected to continue to result in, substantial costs to us, judgments, settlements and some diversion of our management's attention, which could adversely affect our business, financial condition or operating results. There is also a risk of adverse judgments, as the outcome of litigation is inherently uncertain.

If we are unable to protect our intellectual property, we may lose our competitive advantage or incur substantial litigation costs to protect our rights. We may be subject to intellectual property infringement claims, which could cause us to incur litigation costs and divert management attention from our business.

Our future success depends upon our proprietary technology. Our protective measures, including patents, trademarks, copyrights, trade secret protection, and Internet identity registrations, may prove inadequate to protect our proprietary rights and market advantage. The right to stop others from misusing our trademarks and service marks in commerce depends, to some extent, on our ability to show evidence of enforcement of our rights against such misuse in commerce. Our efforts to stop improper use, if insufficient, may lead to loss of trademark and service mark rights, brand loyalty and notoriety among our customers and prospective customers. The scope of any patent to which we have or may obtain rights to may not prevent others from developing and selling competing products. The validity and breadth of claims covered in technology patents involve complex legal and factual questions, and the resolution of such claims may be highly uncertain, lengthy and expensive. In addition, our patents may be held invalid upon challenge, or others may claim rights in or ownership of our patents. Moreover, we are subject to litigation with parties that claim, among other matters, that we infringed their patents or other intellectual property rights. The defense and

prosecution of patent and other intellectual property claims are both costly and time consuming and could result in a material adverse effect on our business and financial position. The Company was served with a first amended complaint filed by Digital Ally in the Federal District Court for the District of Kansas alleging that the Company's Signal technology infringes their patents. The Company believes this litigation is frivolous and the Company will vigorously defend this litigation.

Also, any intellectual property infringement claims against us, with or without merit, could be costly and time-consuming to defend and divert our management's attention from our business. If our products were found to infringe a third party's proprietary rights, we could be forced to enter into costly royalty or licensing agreements in order to be able to sell our products or discontinue use of the protected technology. Such royalty and licensing agreements may not be available on terms acceptable to us or at all. There is no guarantee that our use of conventional technology searching and brand clearance searching will identify all potential rights holders. Rights holders may demand payment for past infringements and/or force us to accept costly license terms or discontinue use of protected technology and/or works of authorship that may include, for example, photos, videos, and software. Our current research and development focus on developing software-based products increases this risk.

In foreign countries we can enforce patent rights only in the jurisdictions in which our patent applications have been granted.

Our U.S. patents protect us from imported infringing products coming into the U.S. from abroad. We have made applications for patents in a few foreign countries; however, these may be inadequate to protect markets for our products in other foreign countries. Each foreign patent is examined and granted according to the law of the country where it was filed independent of whether a U.S. patent on similar technology was granted. A patent in a foreign country may be subject to cancellation if the claimed invention has not been sold in that country. Meeting the requirements of working invention differs by country and ranges from sales in the country to manufacturing in the country. U.S. export law, or the laws of some foreign countries, may prohibit us from satisfying the requirements for working the invention, creating a risk that some of our foreign patents may become unenforceable.

Government regulations applied to our CEW products may affect our markets for and sales of these products.

We rely on the opinions of the Bureau of Alcohol, Tobacco and Firearms, including the determination that a device that has projectiles propelled by the release of compressed gas in place of the expanding gases from ignited gunpowder, are not classified as firearms. Changes in statutes, regulations, and interpretation outside of our control may result in our products being classified or reclassified as firearms. Our private citizen market could be substantially reduced if consumers are required to obtain a registration to own a firearm prior to purchasing our products.

Federal regulation of sales in the U.S. : With the exception of the TASER XREP, our CEWs are not firearms regulated by the U.S. Bureau of Alcohol, Tobacco, Firearms and Explosives, but our consumer products are regulated by the U.S. Consumer Product Safety Commission. Although there are currently no Federal laws restricting sales of our core CEW products in the U.S., future Federal regulation could adversely affect sales of our products.

Federal regulation of international sales : Our CEW devices are considered a "crime control" product by the U.S. Department of Commerce ("DOC") for export directly from the U.S. Consequently, we must obtain an export license from the DOC for the export of our CEW devices from the U.S. other than to Canada. In addition, certain of our camera and software products require classifications from the DOC before they may be shipped internationally. Our inability to obtain DOC export licenses or classifications on a timely basis for sales of our products to our international customers could significantly and adversely affect our international sales.

State and local regulation: Our devices are controlled, restricted or their use prohibited by a number of state and local governments. Our devices are banned from private citizen purchase or use by statute in five states: Hawaii, Massachusetts, New Jersey, New York, and Rhode Island as well as in the District of Columbia. Some cities and municipalities also prohibit private citizen possession or use of our products. Other jurisdictions may ban or restrict the sale of our products and our product sales may be significantly affected by additional state, county and city governmental regulation.

Foreign regulation : Certain foreign jurisdictions prohibit, restrict, or require a permit for the importation, sale, possession or use of CEWs, including in some countries by law enforcement agencies, limiting our international sales opportunities.

We face unique regulatory and political challenges presented by international markets.

Our international business, including any expansion in new international markets, may be adversely affected by local laws and customs and U.S. laws applicable to foreign operations, including the Foreign Corrupt Practices Act.

Risks inherent in international operations also include, among others:

- Foreign countries could change laws and regulations, change tax structures, or impose currency restrictions and other restraints;

- Risks associated with the Foreign Corrupt Practices Act and local anti-bribery law compliance;
- Political changes and economic crises may lead to changes in the business environment in which we operate;
- Local distributors of our products may not comply with existing laws and regulations;
- Some countries impose burdensome tariffs and quotas; and
- Economic sanctions may be imposed by the U.S. on some countries, which could disrupt the markets for products we sell, even if we do not sell in the target country.

Environmental laws and regulations subject us to a number of risks and could result in significant liabilities and costs.

We are subject to various state, federal and international laws and regulations governing the environment, including restricting the presence of certain substances in our products and making producers for those products financially responsible for the collection, treatment, recycling and disposal. Environmental legislation within the European Union (“EU”) may increase our cost of doing business internationally and impact our revenues from EU countries as we comply with and implement these requirements.

The EU has published Directives on the restriction of certain hazardous substances in electronic and electrical equipment (the “RoHS Directive”) and on electronic and electrical waste management (the “WEEE Directive”). The RoHS Directive restricts the use of a number of substances, including lead. The WEEE Directive directs members of the EU to enact laws, regulations, and administrative provisions to ensure that producers of electric and electronic equipment are financially responsible for the collection, recycling, treatment and environmentally responsible disposal of certain products sold into the EU. In addition, similar environmental legislation has been or may be enacted in other jurisdictions, including the U.S. (under federal and state laws) and other countries, the cumulative impact of which could be significant.

We continue to monitor the impact of specific registration and compliance activities required by the RoHS and WEEE Directives. We endeavor to comply with applicable environmental laws, yet compliance with such laws could increase our operations and product costs, increase the complexities of product design, procurement, and manufacturing, limit our ability to manage excess and obsolete non-compliant inventory, limit our sales activities, and impact our future financial results. Any violation of these laws can subject us to significant liability, including fines, penalties, and prohibiting sales of our products into one or more states or countries, and result in a material adverse effect on our financial condition.

Regulations related to voice, data and communications services may impact our ability to sell our products.

The radio spectrum is required to provide wireless voice, data and video communications services. The allocation of spectrum is regulated in the U.S. and other countries and limited spectrum space is allocated to wireless services and specifically to public safety users. In the U.S., the Federal Communications Commission (“FCC”) regulates spectrum use by non-federal entities and federal entities, respectively. Similarly, countries around the world have one or more regulatory bodies that define and implement the rules for use of radio spectrum and electromagnetic interference, pursuant to their respective national laws. We manufacture and market products in spectrum bands already made available by regulatory bodies. Consequently, our results could be positively or negatively affected by the rules and regulations adopted from time to time by the FCC or regulatory agencies in other countries. Regulatory changes in current spectrum bands may also provide opportunities or may require modifications to some of our products so they can continue to be manufactured and marketed. If current products do not comply with the regulations set forth by these governing bodies, we may be unable to sell our products or could incur penalties, which could have an adverse impact on our financial condition, results of operations and cash flows.

Regulations related to conflict minerals may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.

The U.S. Securities and Exchange Commission (“SEC”) has enacted disclosure requirements for companies that use certain minerals and metals, known as “conflict minerals,” in their products, whether or not these products are manufactured by third parties. These requirements require companies to perform due diligence, disclose and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. We have incurred and will likely continue to incur costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. In addition, these new requirements could adversely affect the sourcing, availability and pricing of minerals used in our products. Because our supply chain is complex, we may not be able to sufficiently verify the origins for these minerals and metals used in our products through the due diligence procedures that we implement, which may harm our reputation. In such an event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict-free.

Our dependence on third-party suppliers for key components of our devices could delay shipment of our products and reduce our sales.

We depend on certain domestic and foreign suppliers for the delivery of components used in the assembly of our products. Our reliance on third-party suppliers creates risks related to our potential inability to obtain an adequate supply of components or sub-assemblies and reduced control over pricing and timing of delivery of components and sub-assemblies. Specifically, we depend on suppliers of sub-assemblies, machined parts, injection molded plastic parts, printed circuit boards, custom wire fabrications and other miscellaneous customer parts for our products. We do not have long-term agreements with any of our suppliers and there is no guarantee that supply will not be interrupted. Due to changes imposed for imports of foreign products into the U.S., as well as potential port closures and delays created by terrorist attacks or threats, public health issues, national disasters or work stoppages, we are exposed to risk of delays caused by freight carriers or customs clearance issues for our imported parts. Any interruption of supply for any material components of our products could significantly delay the shipment of our products and have a material adverse effect on our revenues, profitability and financial condition.

Component shortages could result in our inability to produce at a volume to adequately meet customer demand, which could result in a loss of sales, delay in deliveries and injury to our reputation.

Single or sole-source components used in the manufacture of our products may become unavailable or discontinued. Delays caused by industry allocations or obsolescence may take weeks or months to resolve. In some cases, parts obsolescence may require a product re-design to ensure quality replacement components. These delays could cause significant delays in manufacturing and loss of sales, leading to adverse effects significantly impacting our financial condition or results of operations and injure our reputation.

We may experience a decline in gross margins due to rising raw material and transportation costs associated with a future increase in petroleum prices.

A significant number of our raw materials are comprised of petroleum-based products, or incur some form of landed cost associated with transporting the raw materials or components to our facility. A significant rise in oil prices could adversely impact our ability to sustain current gross margins by increasing component pricing.

We may experience a decline in gross margins due to a shift in product sales from CEWs to Axon devices which may continue to carry a lower gross margin.

We continue to invest in the growth of the Axon segment, and this expected growth may result in a higher percentage of total revenues being comprised of Axon products and services. Gross margin as a percentage of net sales for the Axon segment is currently lower than that of the TASER Weapons segment, and may continue to be lower in the future.

To the extent demand for our products increases, our future success will be dependent upon our ability to manage our growth and to increase manufacturing production capacity, which may be accomplished by the implementation of customized manufacturing automation equipment.

To the extent demand for our products increases significantly in future periods, one of our key challenges will be to increase our production capacity to meet sales demand while maintaining product quality. Our primary strategies to accomplish this include introducing additional shifts, increasing the physical size of our assembly facilities, the hiring of additional production staff, and the implementation of additional customized automation equipment. The investments we make in this equipment may not yield the anticipated labor and material efficiencies. Our inability to meet any future increase in sales demand or effectively manage our expansion could have a material adverse effect on our revenues, financial results and financial condition.

Our future success is dependent on our ability to expand sales through distributors and direct sales and our inability to recruit new distributors or increase direct sales would negatively affect our sales.

Our distribution strategy is to pursue sales through multiple channels with an emphasis on independent distributors and direct sales. Our inability to establish relationships with and retain law enforcement equipment distributors, who we believe can successfully sell our products, would adversely affect our sales. In addition, our arrangements with our distributors are generally short-term. We are also focusing on direct sales to larger agencies through our regional sales managers and our inability to grow sales to these agencies in this manner could adversely affect our sales. If we do not competitively price our products, meet the requirements of our distributors or end-users, provide adequate marketing support, or comply with the terms of our distribution arrangements, our distributors may fail to aggressively market our products or may terminate their relationships with us. These developments would likely have a material adverse effect on our sales. Our reliance on the sales of our products by others also makes it more difficult to predict our revenues, cash flow and operating results.

The increased focus on direct sales compared to sales through distribution is dependent on our ability to sell into the states or foreign jurisdictions that have established distributor relationships.

In certain states and foreign jurisdictions we have decided to pursue sales directly with law enforcement customers, rather than working through established distribution channels. Our customers may have strong working relationships with distributors and we may face resistance to this change. If we do not overcome this resistance and effectively build a direct relationship with our customers, sales may be adversely affected.

Acquisitions and joint ventures may have an adverse effect on our business.

We may consider additional acquisitions or joint ventures as part of our long-term business strategy. These transactions involve significant challenges and risks including that the transaction does not advance our business strategy, that we don't realize a satisfactory return on our investment, or that we experience difficulty in the integration or coordination of new employees, business systems, and technology, or there is a diversion of management's attention from our other businesses. These events could harm our operating results, financial condition or cash flows.

If our goodwill or finite-lived intangible assets become impaired, we may be required to record a significant charge to earnings.

We review our finite-lived intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, such as a decline in stock price and market capitalization. We test goodwill for impairment at least annually. If such goodwill or finite-lived intangible assets are deemed to be impaired, an impairment loss equal to the amount by which the carrying amount exceeds the fair value of the assets would be recognized. We may be required to record a significant charge in our financial statements during the period in which any impairment of our goodwill or finite-lived intangible assets is determined, which would negatively affect our results of operations.

Catastrophic events may disrupt our business.

A disruption or failure of our systems or operations in the event of a major earthquake, weather event, fire, explosion, failure to contain hazardous materials, industrial accident, cyber-attack, terrorist attack, or other catastrophic event could cause delays in completing sales, providing services, or performing other mission-critical functions. A catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems could harm our ability to conduct normal business operations and our operating results as well as expose us to claims, litigation and governmental investigations and fines.

Our revenues and operating results may fluctuate unexpectedly from quarter-to-quarter, which may cause our stock price to decline.

Our revenues and operating results have varied significantly in the past and may vary significantly in the future due to various factors, including, but not limited to:

- budgetary cycles of municipal, state and federal law enforcement and corrections agencies;
- market acceptance of our products and services;
- the timing of large domestic and international orders;
- the outcome of any existing or future litigation;
- adverse publicity surrounding our products, the safety of our products, or the use of our products;
- changes in our sales mix;
- new product introduction costs;
- increased raw material expenses;
- changes in our operating expenses; and
- regulatory changes that may affect the marketability of our products.

As a result of these and other factors, we believe that period-to-period comparisons of our operating results may not be meaningful in the short term, and our performance in a particular period may not be indicative of our performance in any future period.

The Company's financial performance is subject to risks associated with changes in the value of the U.S. dollar versus local currencies.

For current and potential foreign customers whose contracts are denominated in U.S. dollars, the relative change in currency values creates fluctuations in our product pricing. These changes in foreign end-user costs may result in lost orders and reduce the competitiveness of our products in certain foreign markets.

For non-U.S. dollar denominated sales, weakening of foreign currencies relative to the U.S. dollar generally leads us to raise international pricing, potentially reducing demand for our products. Should we decide not to raise local prices to fully offset the dollar's strengthening, or at all, the U.S. dollar value of our foreign currency denominated sales and earnings would be adversely affected. We do not currently engage in hedging activities. Fluctuations in foreign currency could result in a change in the U.S. dollar value of our foreign denominated assets and liabilities including accounts receivable. Therefore, the U.S. dollar equivalent collected on a given sale could be less than the amount invoiced causing the sale to be less profitable than contemplated.

We also import selected components which are used in the manufacturing of some of our products. Although our purchase orders are generally in U.S. dollars, weakness in the U.S. dollar could lead to price increases for the components.

Unanticipated changes in our effective tax rate and additional tax liabilities may impact our operating results

We are subject to income taxes in the United States and various jurisdictions outside of the United States. Our effective tax rate could fluctuate due to changes in the mix of earnings and losses in countries with differing statutory tax rates. Our tax expense could also be impacted by changes in non-deductible expenses, changes in excess tax benefits related to exercises and vesting of stock-based expense, changes in the valuation of deferred tax assets and liabilities and our ability to utilize them and the applicability of withholding taxes.

We are subject to tax examinations in multiple jurisdictions. While we regularly evaluate new information that may change our judgment resulting in recognition, derecognition or change in measurement of a tax position taken, there can be no assurance that the final determination of any examinations will not have an adverse effect on our operating results and financial position.

Our tax provision could also be impacted by changes in federal, state or international tax laws including fundamental tax law changes applicable to corporate multinationals currently being considered by many countries including the United States as well as several European countries.

Additionally, we may be subject to additional tax liabilities due to changes in non-income taxes resulting from changes in federal, state or international tax laws, changes in taxing jurisdictions' administrative interpretations, decisions, policies, and positions, results of tax examinations, settlements or judicial decisions, changes in accounting principles, changes to the business operations, including acquisitions, as well as the evaluation of new information that results in a change to a tax position taken in a prior period.

We maintain most of our cash balances, some of which are not insured, at three depository institutions.

We maintain most of our cash accounts at three depository institutions. As of December 31, 2015, our aggregate balances in such accounts were \$57.1 million. The Company's balances with these institutions regularly exceed Federal Deposit Insurance Corporation ("FDIC") insured limits for domestic deposits and various deposit insurance programs covering our deposits in the Netherlands, the United Kingdom and Germany.

We could suffer losses with respect to the uninsured balances if the depository institutions failed and the institution's assets were insufficient to cover its deposits and/or the governments did not take actions to support deposits in excess of existing insurance limits. Any such losses could have a material adverse effect on our liquidity, financial condition and results of operations.

We depend on our ability to attract and retain our key management, sales and technical personnel.

Our success depends upon the continued service of our key management personnel. Our success also depends on our ability to continue to attract, retain and motivate qualified technical personnel. Although we have employment agreements with certain of our officers, the employment of such persons is "at-will" and either we or the employee can terminate the employment relationship at any time, subject to the applicable terms of the employment agreements. The competition for our key employees is intense. The loss of the service of one or more of our key personnel could harm our business.

Risks Related to Ownership of Our Common Stock

The trading price of our common stock has been, and is likely to continue to be, volatile. In addition to the factors discussed in this Annual Report on Form 10-K, the trading price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our revenue and other operating results;

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- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- actions of securities analysts who initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- investor sentiment with respect to our competitors, our business partners, and our industry in general;
- announcements by us or our competitors of significant products or features, technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;
- announcements by us or estimates by third parties of actual or anticipated changes in the size of our user base, addressable market or the effectiveness of our products;
- changes in operation performance and stock market valuations of technology companies in our industries, including our developers and competitors;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- media coverage of our business and financial performance;
- lawsuits threatened or filed against us;
- developments in anticipated or new legislation and pending lawsuits or regulator actions, including interim or final rulings by tax, judicial or regulatory bodies; and
- other events or factors, including those resulting from war or incidents of terrorism, or responses to these events.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

Our corporate headquarters and manufacturing facilities are based in a 100,000 square foot facility in Scottsdale, Arizona, which we own. We also lease premises in Scottsdale, Arizona; Seattle, Washington; Topsfield, Massachusetts; Amsterdam, Netherlands; Daventry, England; London, England; and Frankfurt, Germany. We believe our existing facilities are well maintained and in good operating condition. We also believe we have adequate manufacturing capacity for our existing product lines for the foreseeable future. To the extent that we introduce new products in the future, we will likely need to acquire additional facilities to locate the associated production lines. However, we believe we can acquire or lease such facilities on reasonable terms. The Company continues to make investments in capital equipment as needed to meet anticipated demand for its products.

Item 3. *Legal Proceedings*

See discussion of litigation in Note 9(c) to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, which discussion is incorporated by reference herein.

Item 4. *Mine Safety Disclosures*

None.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock is quoted under the symbol "TASR" on The NASDAQ Global Select Market. The following table sets forth the high and low sales prices per share for our common stock as reported by NASDAQ for each quarter of the last two fiscal years.

	High	Low
Year Ended December 31, 2015:		
First quarter	\$ 28.30	\$ 21.39
Second quarter	35.95	23.41
Third quarter	34.91	18.05
Fourth quarter	26.48	16.14
Year Ended December 31, 2014:		
First quarter	\$ 20.83	\$ 14.89
Second quarter	19.17	12.55
Third quarter	18.76	10.46
Fourth quarter	27.65	13.40

Holders

As of December 31, 2015, there were 280 holders of record of our common stock.

Dividends

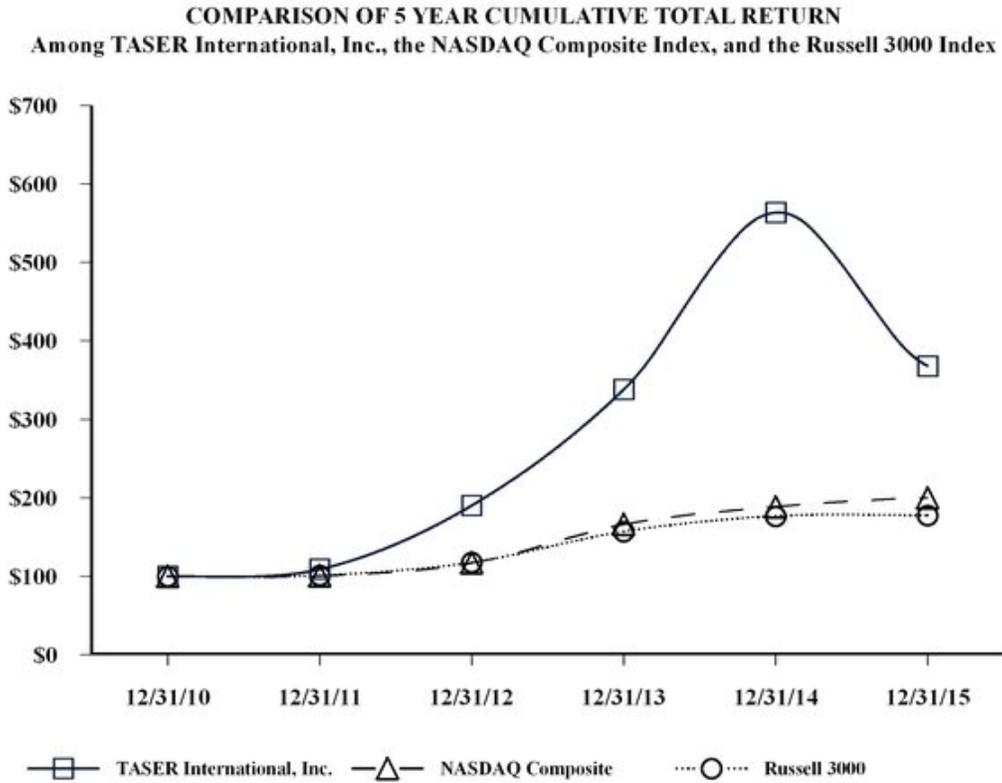
To date, we have not declared or paid cash dividends on our common stock. We do not intend to pay cash dividends in the foreseeable future and our revolving line of credit prohibits the payment of cash dividends.

Issuer Purchases of Equity Securities

In May 2014, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$30.0 million of the Company's outstanding common stock subject to stock market conditions and corporate considerations. During the year ended December 31, 2015, the Company repurchased approximately 0.3 million common shares under this program for a total cost of approximately \$7.6 million, or a weighted average cost of \$25.86 per share. The weighted average cost includes the average price paid per share of \$25.83, plus any applicable administrative costs for the transaction. From inception of this program, which was completed in the third quarter of 2015, the Company purchased approximately 2.0 million common shares for a total cost of approximately \$30.0 million, or a weighted average cost, including commissions, of \$14.85 per share. As of December 31, 2015, no amounts remain available under the plan for future purchases.

Stock Performance Graph

The following stock performance graph compares the performance of our common stock to the NASDAQ Stock Market (U.S.) and the Russell 3000 Index. The graph covers the period from December 31, 2010 to December 31, 2015. The graph assumes that the value of the investment in our stock and in each index was \$100 at December 31, 2010, and that all dividends were reinvested. We do not pay dividends on our common stock.



	2010	2011	2012	2013	2014	2015
TASER International, Inc.	\$ 100.00	\$ 108.94	\$ 190.21	\$ 337.87	\$ 563.40	\$ 367.87
NASDAQ Composite	100.00	100.53	116.92	166.19	188.78	199.95
Russell 3000	100.00	101.03	117.61	157.07	176.79	177.64

Item 6. Selected Financial Data

The following selected financial data should be read in conjunction with our consolidated financial statements and the notes thereto, and with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The statement of operations data for the years ended December 31, 2015, 2014 and 2013, and the balance sheet data as of December 31, 2015 and 2014, have been derived from, and should be read in conjunction with, our audited consolidated financial statements and the notes thereto included herein. The statement of operations data for the years ended December 31, 2012 and 2011, and the balance sheet data as of December 31, 2013, 2012 and 2011, is derived from our historical audited consolidated financial statements and the notes thereto which are not included in this Annual Report on Form 10-K. Dollars are in thousands, except per share amounts.

	For the Year Ended December 31,				
	2015	2014	2013	2012	2011
Statement of Operations Data:					
Net sales	\$ 197,892	\$ 164,525	\$ 137,831	\$ 114,753	\$ 90,028
Cost of products sold and services delivered	69,245	62,977	51,988	47,038	41,753
Excess inventory charges	—	—	—	—	3,746
Gross margin	128,647	101,548	85,843	67,715	44,529
Sales, general and administrative expenses	69,698	54,158	46,557	39,247	40,801
Research and development expenses	23,614	14,885	9,888	8,139	9,989
Litigation judgments (recoveries)	—	—	1,450	(2,200)	3,301
Loss on impairment	—	—	—	—	1,354
Income (loss) from operations	35,335	32,505	27,948	22,529	(10,916)
Interest and other income (expense), net	26	(194)	86	83	1,287
Income (loss) before provision (benefit) for income taxes	35,361	32,311	28,034	22,612	(9,629)
Provision (benefit) for income taxes	15,428	12,393	9,790	7,874	(2,589)
Net income (loss)	\$ 19,933	\$ 19,918	\$ 18,244	\$ 14,738	\$ (7,040)
Net income (loss) per common and common equivalent shares:					
Basic	\$ 0.37	\$ 0.38	\$ 0.35	\$ 0.27	\$ (0.12)
Diluted	\$ 0.36	\$ 0.37	\$ 0.34	\$ 0.27	\$ (0.12)
Weighted average number of common and common equivalent shares outstanding:					
Basic	53,548	52,948	51,880	53,827	59,436
Diluted	54,638	54,500	54,152	54,723	59,436
	As of December 31,				
	2015	2014	2013	2012	2011
Balance Sheet Data:					
Working capital ⁽ⁱ⁾	\$ 123,269	\$ 102,669	\$ 67,237	\$ 51,548	\$ 35,876
Total assets	229,881	185,368	148,382	116,236	104,963
Total current liabilities	38,140	31,973	23,129	18,109	15,888
Total long-term debt and capital leases, net of current portion	81	29	67	103	—
Total stockholders’ equity	157,004	129,106	108,347	87,285	82,456

⁽ⁱ⁾ Working capital balances as of December 31, 2013, 2012 and 2011 were adjusted to reflect the Company's early adoption of Accounting Standards Update ("ASU") 2015-17 during the fourth quarter of fiscal year 2015 on a retrospective basis. The amount of deferred tax assets reclassified to noncurrent as of December 31, 2013, 2012 and 2011 was \$7.1 million, \$9.4 million and \$10.0 million, respectively.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of our consolidated financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. Our MD&A should be read in conjunction with the other sections of this annual report on Form 10-K, including Part I, Item 1A: "Risk Factors"; Part II, Item 6: "Selected Financial Data"; and Part II, Item 8: "Financial Statements and Supplementary Data." The various sections of this MD&A contain a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing. The tables in the MD&A sections below are derived from exact numbers and may have immaterial rounding differences.

Executive Overview and Key Strategic Initiatives

Our central mission is to make the world a safer place by creating technologies which reduce violence. The best way to understand our business strategy is to understand our three strategic missions.

Our Three Strategic Missions

1. Protect Life (safer weapons). Throughout history, the weapon technology used by individuals to protect themselves have caused death and destruction to another person. We believe this is because the only technologies capable of incapacitating a person to stop a threat have relied on the infliction of death or serious injury. Our TASER conducted electrical weapons ("CEWs") are one of the few weapons which can truly incapacitate a person without requiring death or serious injury. Dating back to the origins of our technology in the late 1960's, we have created and continue to lead this market space world-wide. Over the past few decades, the TASER CEW has become one of the most frequently used weapons in the North American Law Enforcement Market, with injuries and deaths dropping dramatically as a result. Today, we are seeing accelerating adoption in other markets around the world.

2. Protect Truth (wearable cameras and software). We believe, with strong scientific support, that the presence of video recordings in incidents involving conflict can dramatically reduce the frequency of severity of such events by both documenting, and altering the behavior of the persons involved. Studies have shown that police officers wearing video camera devices receive up to 90% fewer complaints, and are involved in approximately 60% fewer violent incidents involving the use of force. Our Axon Platform is the market leading solution for wearable cameras with a robust software system for storing, managing, and sharing the related video data. While we are proud of our Axon cameras and believe they are the best cameras in the law enforcement marketplace, we invested heavily to create an integrated hardware-software ecosystem specifically for public safety. Those investments appear to have been very well placed as bookings in the Axon business exceeded \$135.1 million in 2015, growing at 136.7% over 2014. As of the date of this Annual Report on Form 10-K, 30 of the 60 major cities in the United States are now using our Axon digital evidence platform.

3. Empower Heroes (cloud-mobile-wearable ecosystem). Every society depends upon a professional class of public safety professionals charged with protecting the general public from threats of all kinds, including from those who would break the law and victimize others. With our TASER weapons and Axon platform, we have created relationships with over 20,000 public safety agencies around the world. We have come to develop a deep organizational understanding of the challenges and opportunities in this market space. One key insight is that law enforcement agencies around the world are significantly "behind the curve" when it comes to technology. Many agencies still rely largely on paper based reporting systems and have limited access to modern mobile smart phone technology. Some of our customers report that police officers are spending over 60% of their time on paperwork related tasks, rather than on value-add public safety work. Internet enabled platforms that connect end users direct to technology providers have dramatically changed industry after industry. These Internet enabled businesses offer accelerated speed of technology innovation, reduced cost of implementation and distribution to the end customer, and network effects enabling easy collaboration and information sharing. We are building out our Axon platform with body cameras and video management, which are driving rapid growth and market penetration today. However, the real opportunity is to leverage this connected platform to enable a broad suite of mobile, wearable, and data management capabilities to bring modern information technology capabilities to every law enforcement officer. With our Axon platform, and the Evidence.com service, we have built the first and largest cloud-hosted platform in the public safety space. We will leverage this platform to roll out additional capabilities, both hardware and software, to empower the heroic men and women of public safety to be more efficient, more effective, and have access to the best information available. There is a deep synergy across our product and service offerings and strategies. For example, the public scrutiny around the usage of TASER devices provides a compelling reason to deploy body cameras, which they require massive amounts of storage and video management capability which is best achieved through a cloud-hosted system such as our Evidence.com service. In fact, the Los Angeles Police Department recently announced plans to deploy TASER devices, Axon Cameras, and Evidence.com to all front line officers as an integrated suite of capabilities.

Execution of Our Mission

From an investor point of view, there are two distinct business segments at different levels of maturity. Our TASER weapons business is a mature, profitable, and cash generating business with a moderate growth rate. By comparison, our Axon platform business is a nascent software as a service (SaaS) business which is currently growing recorded bookings at greater than 100% annually, is not yet profitable, and has very different accounting treatment for revenue, which are generally recognized over a longer time horizon such as a five-year service contract. By comparison, most TASER Weapons revenues are generally recognized when shipped and accepted by the customer.

For these reasons, and to help investors and analysts understand the dynamics and progress in both business segments, we publish separate profit and loss tables for both the TASER Weapons and the Axon segments. The TASER segment is our “Protect Life” strategy driven segment. The Axon segment is driven by our “Protect Truth” and “Empower Heroes” strategies to enable body cameras and video storage and sharing today, growing to a full suite of connected technologies and capabilities going forward.

Technological innovation is the foundation for our long-term growth and we intend to maintain our commitment to the research and development of our technology for both new and existing products that further our mission. At the same time we have established industry leading training services to provide our users a comprehensive overview of legal, policy, medical and risk mitigation issues relating to our products and the use of force. We have built a network of distribution channels for selling and marketing our products and services to law enforcement agencies, primarily in North America, with ongoing focus and effort placed on expanding these programs in international, military and other markets. Over 17,000 law enforcement agencies in nearly 150 countries have made initial purchases of our TASER brand devices for testing or deployment. To date, we do not know of any significant sales of any competing CEW products, but acknowledge the continued emergence of competition within the on-officer camera, digital evidence management and related technology market.

Our key strategic initiatives include: Continue investment in development of innovative new products, which both compliment and add to our existing platforms. Our research and development efforts in 2015 were primarily focused on refining our Evidence.com services and exploring next generation hardware for our TASER Weapons and Axon segments. We believe that the video evidence capture and management market will continue to grow significantly due to several factors, including increasing recognition of the benefits and value of video evidence and other mobile technologies. In 2016, we expect to devote significant resources towards both the development of the next revenue generating product for our Axon segment, and additional functionality for our existing SaaS. We aim to work closely with our customers to develop new value added features to our existing platform that are necessary to optimize their workflows, as well as develop adjacent technologies in wearables, cloud, and mobile devices.

Increase market penetration in both international and U.S. law enforcement markets:

Internationally, there is a very significant portion of the market where officers do not carry CEWs or wear on-officer cameras. We believe there is substantial opportunity for more widespread adoption of CEWs and Axon products in foreign countries. In recent years, we have seen international markets become increasingly attractive and we seek to maintain that trend as we demonstrate the benefits of large-scale adoptions of our CEWs and Axon products, using countries such as the United Kingdom and Australia as benchmarks of successful programs. We have also decided to make focused investments in targeted countries such as France, the United Kingdom, Canada and Australia as we see considerable opportunity for increased sales in those regions. Because the sales cycle to sell into a new international market can be as long or longer than 18 to 24 months, it is important that we continue to develop our pipeline in terms of both the number and size of opportunities.

In the U.S., our focus is on driving deeper penetration into law enforcement agencies that do not have a CEW or on-officer camera on every officer, and to upgrade officers using one of our legacy products to our next generation Smart Weapons. Our strategy is to create a dominant market position in domestic law enforcement and internationally over time.

In the Axon segment, our focus is on increasing bookings and brand awareness for Evidence.com and Axon cameras. We have expanded our Axon sales team from 16 at the end of 2014 to 27 full-time salespeople at the end of 2015. We expect the additional salesforce to generate increased bookings in 2016. In addition, during 2016, we expect to continue our concerted efforts to promote the awareness of the benefits of digital evidence management in general, and Evidence.com specifically, throughout the law enforcement community. We expect additional efforts will encompass tech summits, sponsorships, tradeshow, interaction with trade associations (such as the International Association of Chiefs of Police), and other promotional activities. Included in our strategy to demonstrate the benefits of Evidence.com, we have optional test and evaluation periods of the product on-site with customers. We experienced increasing volumes of trial programs in 2015 and believe these trial programs are a great way for our customers to see the powerful capabilities, benefits and compelling value proposition of our technology. We anticipate further increases in these trial programs in 2016, ultimately leading to increased sales. As market acceptance grows, we anticipate fewer and/or shorter trial programs will be necessary to capture sales.

Additionally, our focus is on maintaining incremental sales channels by continuing to develop purchasing programs that position the Company to own municipality budget lines and become the ongoing technology provider for our customers in order to drive sales growth and allow our customers to keep up with the latest technology while minimizing large upfront purchases. We focus on minimizing attrition rates by providing world class products and services that provide the value necessary to ensure customers continue to renew their contracts. We remain committed to developing our presence in federal government and military markets. We intend to continue to place emphasis on supporting our military customers through our team of professionals with extensive military, homeland defense and law enforcement experience. The primary focus of this team is to support military use for our existing hardware as well as increase technology development through contracted support. Continued application for patents and intellectual property rights, both in the U.S. and internationally, to protect key technology in our products and further attempt to protect and maintain our competitive position. Continued aggressive litigation defense to protect our brand equity. We maintain a team of world class medical experts and internal legal resources to provide an efficient means of defending the Company against product liability claims.

Results of Operations

The following table presents data from our statements of operations as well as the percentage relationship to total net sales of items included in our statements of operations (dollars in thousands):

	Year Ended December 31,					
	2015		2014		2013	
Net sales	\$ 197,892	100.0%	\$ 164,525	100.0%	\$ 137,831	100.0%
Cost of products sold and services delivered	69,245	35.0	62,977	38.3	51,988	37.7
Gross margin	128,647	65.0	101,548	61.7	85,843	62.3
Operating expenses:						
Sales, general and administrative	69,698	35.2	54,158	32.9	46,557	33.8
Research and development	23,614	11.9	14,885	9.0	9,888	7.2
Litigation judgments	—	—	—	—	1,450	1.1
Total operating expenses	93,312	47.2	69,043	42.0	57,895	42.0
Income from operations	35,335	17.9	32,505	19.8	27,948	20.3
Interest and other income (expense), net	26	—	(194)	(0.1)	86	0.1
Income before provision for income taxes	35,361	17.9	32,311	19.6	28,034	20.3
Provision for income taxes	15,428	7.8	12,393	7.5	9,790	7.1
Net income	\$ 19,933	10.1%	\$ 19,918	12.1%	\$ 18,244	13.2%

Net sales to the U.S. and other countries are summarized as follows (dollars in thousands):

	Year Ended December 31,					
	2015		2014		2013	
United States	\$ 161,803	81.8%	\$ 132,205	80.4%	\$ 115,674	83.9%
Other Countries	36,089	18.2	32,320	19.6	22,157	16.1
Total	\$ 197,892	100.0%	\$ 164,525	100.0%	\$ 137,831	100.0%

The Company's operations are comprised of two reportable segments: the manufacture and sale of CEWs, accessories and other related products and services (the "TASER Weapons" segment); and the video business, which includes the TASER Cam, Axon products, Evidence.com, and MediaSolv (the "Axon" segment). The Company includes only revenues and costs attributable to the Axon segment in that segment. Included in Axon segment costs are: costs of sales for both products and services, overhead allocation based on direct labor, selling expense for the Axon sales team, Axon product management expenses, trade shows and related expenses, and research and development for products included in the Axon segment. All other costs are included in the TASER Weapons segment. The chief operating decision maker does not review assets by segment as part of the financial information provided; therefore, no asset information is provided in the following tables.

Net Sales - For the Years Ended December 31, 2015 and 2014

Net sales by product line were as follows for the years ended December 31, 2015 and 2014 (dollars in thousands):

	Year Ended December 31,				Dollar Change	Percent Change
	2015		2014			
TASER Weapons segment:						
TASER X26P	\$ 55,969	28.3%	\$ 43,512	26.4%	\$ 12,457	28.6 %
TASER X2	42,746	21.6	28,774	17.5	13,972	48.6
TASER X26	7,337	3.7	18,712	11.4	(11,375)	(60.8)
TASER C2	2,146	1.1	2,084	1.3	62	3.0
TASER M26	684	0.3	693	0.4	(9)	(1.3)
TASER XREP	—	—	2,617	1.6	(2,617)	(100.0)
Single cartridges	41,674	21.1	38,539	23.4	3,135	8.1
Extended warranties including TAP	7,402	3.7	6,024	3.7	1,378	22.9
Other	4,417	2.2	4,658	2.8	(241)	(5.2)
TASER Weapons segment	162,375	82.1	145,613	88.5	16,762	11.5
Axon segment:						
Axon Body	4,029	2.0	3,404	2.1	625	18.4
Axon Flex	6,880	3.5	3,981	2.4	2,899	72.8
E-Dock	4,022	2.0	1,719	1.0	2,303	134.0
Evidence.com	11,765	5.9	4,039	2.5	7,726	191.3
TASER Cam	5,746	2.9	4,674	2.8	1,072	22.9
Extended warranties including TAP	1,794	0.9	—	—	1,794	*
Other	1,281	0.6	1,095	0.7	186	17.0
Axon segment	35,517	17.9	18,912	11.5	16,605	87.8
Total net sales	\$ 197,892	100.0%	\$ 164,525	100.0%	\$ 33,367	20.3

* not meaningful

Net unit sales for the TASER Weapons products and Axon segment products are as follows:

	Year Ended December 31,		Unit Change	Percent Change
	2015	2014		
TASER X26P	62,383	51,283	11,100	21.6 %
TASER X2	38,050	26,901	11,149	41.4
TASER X26	4,928	17,770	(12,842)	(72.3)
TASER M26	2,455	1,994	461	23.1
TASER C2	8,121	7,249	872	12.0
Cartridges	1,694,450	1,618,117	76,333	4.7
Axon Flex	18,823	10,034	8,789	87.6
Axon Body	17,522	13,219	4,303	32.6
E-Dock	6,979	4,219	2,760	65.4
TASER Cam	11,634	9,303	2,331	25.1

Net sales were \$197.9 million and \$164.5 million for the years ended December 31, 2015 and 2014, respectively, an increase of \$33.4 million or 20.3%. Net sales for the TASER Weapons segment were \$162.4 million and \$145.6 million for the years ended December 31, 2015 and 2014, respectively, an increase of \$16.8 million or 11.5%. Net sales for the Axon segment were \$35.5 million and \$18.9 million for the years ended December 31, 2015 and 2014, respectively, an increase of \$16.6 million or 87.8%.

The increase in net sales for 2015 compared to 2014 in the TASER Weapons segment was primarily driven by increased adoption of the TASER X26P and X2 Smart Weapons, as customers upgrade their legacy CEWs to the new models. The Company has also introduced upgrade programs to incentivize agencies to replace older CEWs with the Company's new Smart Weapons. In the Axon segment, the increase in net sales was driven by the continued adoption of the Axon on-officer cameras and Evidence.com application in the law enforcement markets. International customers continued to be a steady contributor to the results with \$36.1 million in 2015 versus \$32.3 million in 2014 , an increase of 11.7% .

To gain more immediate feedback regarding activity for Axon products and Evidence.com services, we also review bookings for these products. We consider bookings to be a statistical measure defined as the sales contract value (not invoiced sales), net of cancellations, placed in the relevant fiscal period, regardless of when the products or services ultimately will be provided. Some bookings will be invoiced in subsequent years. Due to municipal government funding rules, certain of the future year amounts included in bookings are subject to budget appropriation or other contract cancellation clauses. Although TASER has entered into contracts for the delivery of products and services in the future and anticipates the contracts will be completed, if agencies do not appropriate money in future year budgets or enact a cancellation clause, revenue associated with these bookings will not ultimately be recognized, resulting in a future reduction to bookings. Bookings related to Evidence.com and the Axon product line increased to \$135.1 million during 2015 , compared to \$57.1 million in 2014 , an increase of 136.7% .

The chart below illustrates the Company's quarterly bookings for each of the previous six fiscal quarters (in thousands):



Net Sales - Three Months Ended December 31, 2015 Compared to September 30, 2015

Net sales by product line were as follows for the three months ended December 31, 2015 and September 30, 2015 (dollars in thousands):

	Three Months Ended December 31, 2015		Three Months Ended September 30, 2015		Dollar Change	Percent Change
TASER Weapons segment:						
TASER X26P	\$ 14,712	26.3%	\$ 12,901	25.6%	\$ 1,811	14.0 %
TASER X2	13,181	23.5	10,928	21.7	2,253	20.6
TASER X26	1,544	2.8	1,570	3.1	(26)	(1.7)
TASER C2	655	1.2	530	1.1	125	23.6
TASER M26	155	0.3	207	0.4	(52)	(25.1)
Single cartridges	13,090	23.4	10,351	20.5	2,739	26.5
Extended warranties including TAP	1,789	3.2	1,876	3.7	(87)	(4.6)
Other	1,563	2.8	1,157	2.3	406	35.1
TASER Weapons segment	46,689	83.3	39,520	78.5	7,169	18.1
Axon segment:						
Axon Body	596	1.1	1,144	2.3	(548)	(47.9)
Axon Flex	1,351	2.4	2,936	5.8	(1,585)	(54.0)
E-Dock	580	1.0	1,562	3.1	(982)	(62.9)
Evidence.com	4,410	7.9	2,764	5.5	1,646	59.6
TASER Cam	1,316	2.3	1,444	2.9	(128)	(8.9)
Extended warranties including TAP	848	1.5	511	1.0	337	65.9
Other	251	0.4	495	1.0	(244)	(49.3)
Axon segment	9,352	16.7	10,856	21.5	(1,504)	(13.9)
Total net sales	\$ 56,041	100.0%	\$ 50,376	100.0%	\$ 5,665	11.2

Net unit sales for the TASER Weapons products and Axon segment products are as follows:

	Three Months Ended		Unit Change	Percent Change
	12/31/2015	9/30/2015		
TASER X26P	16,437	13,659	2,778	20.3 %
TASER X2	12,540	8,036	4,504	56.0
TASER X26	587	818	(231)	(28.2)
TASER M26	503	709	(206)	(29.1)
TASER C2	2,336	1,801	535	29.7
Cartridges	505,332	435,237	70,095	16.1
Axon Flex	2,902	6,759	(3,857)	(57.1)
Axon Body	2,141	4,778	(2,637)	(55.2)
E-Dock	1,425	2,075	(650)	(31.3)
TASER Cam	2,641	2,887	(246)	(8.5)

Net sales were \$56.0 million and \$50.4 million for the three months ended December 31, 2015 and September 30, 2015, respectively, an increase of \$5.7 million or 11.2% . Net sales for the TASER Weapons segment were \$46.7 million and \$39.5 million for the three months ended December 31, 2015 and September 30, 2015, respectively, an increase of \$7.2 million or 18.1% . Net sales for the Axon segment were \$9.4 million and \$10.9 million for the three months ended December 31, 2015 and September 30, 2015, respectively, a decrease of \$1.5 million or 13.9% .

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The increase in net sales in the TASER Weapons segment on a quarterly sequential basis was primarily driven by the continued adoption of the TASER X26P and X2 Smart Weapons. Growing demand is seen in the TASER Weapons segment as customers are upgrading their legacy CEWs to the new TASER X2 and X26P Smart Weapons.

During the fourth quarter of 2015, the Company publicly announced the introduction of its next generation on-officer camera, the Axon Body 2. This introduction led to an increase in bookings for the quarter ended December 31, 2015 as compared to September 30, 2015, as many agencies placed orders for the new model, but this adversely impacted recognized revenues, as many agencies opted to order Body 2 instead of the original Axon body and Axon flex units. Axon Body 2 first became available for shipping during the first quarter of 2016, so a large portion of bookings recorded during the fourth quarter of 2015 did not lead to sales recognized during the quarter. Sales of Axon Body 2 will be recognized as units ship starting in 2016.

Net Sales - For the Years Ended December 31, 2014 and 2013

Net sales by product line were as follows for the years ended December 31, 2014 and 2013 (dollars in thousands):

	Year Ended December 31,				Dollar Change	Percent Change
	2014		2013			
TASER Weapons segment:						
TASER X26P	\$ 43,512	26.4%	\$ 21,860	15.9%	\$ 21,652	99.0 %
TASER X2	28,774	17.5	26,471	19.2	2,303	8.7
TASER X26	18,712	11.4	30,883	22.4	(12,171)	(39.4)
TASER C2	2,084	1.3	2,468	1.8	(384)	(15.6)
TASER M26	693	0.4	681	0.5	12	1.8
TASER XREP	2,617	1.6	—	—	2,617	*
Single cartridges	38,539	23.4	35,660	25.9	2,879	8.1
Extended warranties including TAP	6,024	3.7	4,617	3.3	1,407	30.5
Other	4,658	2.8	4,834	3.5	(176)	(3.6)
TASER Weapons segment	145,613	88.5	127,474	92.5	18,139	14.2
Axon segment:						
Axon Body	3,404	2.1	530	0.4	2,874	542.3
Axon Flex	3,981	2.4	2,434	1.8	1,547	63.6
E-Dock	1,719	1.0	490	0.4	1,229	250.8
Evidence.com	4,039	2.5	1,719	1.2	2,320	135.0
TASER Cam	4,674	2.8	4,688	3.4	(14)	(0.3)
Other	1,095	0.7	496	0.4	599	120.8
Axon segment	18,912	11.5	10,357	7.5	8,555	82.6
Total net sales	\$ 164,525	100.0%	\$ 137,831	100.0%	\$ 26,694	19.4

* not meaningful

Net unit sales for the TASER Weapons products and Axon segment products are as follows:

	Year Ended December 31,		Unit Change	Percent Change
	2014	2013		
TASER X26P	51,283	28,107	23,176	82.5 %
TASER X2	26,901	28,164	(1,263)	(4.5)
TASER X26	17,770	33,769	(15,999)	(47.4)
TASER M26	1,994	2,091	(97)	(4.6)
TASER C2	7,249	8,116	(867)	(10.7)
Cartridges	1,618,117	1,552,028	66,089	4.3
Axon Flex	10,034	4,903	5,131	104.7
Axon Body	13,219	1,888	11,331	600.2
E-Dock	4,219	579	3,640	628.7
TASER Cam	9,303	10,686	(1,383)	(12.9)

Net sales were \$164.5 million and \$137.8 million for the years ended December 31, 2014 and 2013, respectively, an increase of \$26.7 million or 19.4%. Net sales for the TASER Weapons segment were \$145.6 million and \$127.5 million for the years ended December 31, 2014 and 2013, respectively, an increase of \$18.1 million or 14.2%. Net sales for the Axon segment were \$18.9 million and \$10.4 million for the years ended December 31, 2014 and 2013, respectively, an increase of \$8.6 million or 82.6%.

The increase in net sales for 2014 compared to 2013 in the TASER Weapons segment was primarily driven by the introduction of the TASER X26P smart weapon. Growing demand is seen in the TASER Weapons segment as customers are upgrading their legacy CEWs to the new TASER X2 and X26P smart weapons. In the Axon segment, the increase in net sales was driven by the continued adoption of the Axon on-officer cameras and Evidence.com application in the law enforcement markets. International customers contributed to overall growth with sales of \$32.3 million in 2014 versus \$22.2 million in 2013, an increase of 45.5%.

Cost of Products Sold and Services Delivered
(dollars in thousands)

	Year Ended December 31,				Year Ended December 31,			
	2015	2014	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
TASER Weapons segment:								
Cost of products sold	\$ 48,821	\$ 47,680	\$ 1,141	2.4%	\$ 47,680	\$ 44,025	\$ 3,655	8.3%
Cost as % of sales	30.1	32.7			32.7	34.5		
Axon segment:								
Cost of products sold	16,201	13,233	2,968	22.4	13,233	6,074	7,159	117.9
Cost of services delivered	4,223	2,064	2,159	104.6	2,064	1,889	175	9.3
Total cost of products sold and services delivered	20,424	15,297	5,127	33.5	15,297	7,963	7,334	92.1
Cost as % of sales	57.5	80.9			80.9	76.9		
Total cost of products sold and services delivered	\$ 69,245	\$ 62,977	\$ 6,268	10.0	\$ 62,977	\$ 51,988	\$ 10,989	21.1
Cost as % of sales	35.0	38.3			38.3	37.7		

Cost of products sold and services delivered was \$69.2 million and \$63.0 million for the years ended December 31, 2015 and 2014, respectively, an increase of \$6.3 million or 10.0%. As a percentage of net sales, cost of products sold and services delivered decreased to 35.0% in 2015 compared to 38.3% in 2014. Within the TASER Weapons segment, cost of products sold increased \$1.1 million, or 2.4%, to \$48.8 million in 2015, compared to \$47.7 million in 2014, and decreased as a percent of sales to 30.1% from 32.7%. The overall increase in cost of products sold is attributable to higher unit sales, and the decrease of cost as a percentage of sales is primarily attributable to higher average selling prices and increased leverage of fixed operating costs.

Within the Axon segment, cost of products sold and services delivered were \$20.4 million, an increase of \$5.1 million, or 33.5% from 2014. As a percentage of net sales, cost of products sold and services delivered decreased to 57.5% in 2015 from

80.9% in 2014 . The increase in cost of products sold and services delivered was driven by growing sales in this segment, increased data storage costs as more agencies utilize Evidence.com, as well as growth in the newly established professional services team. The decrease in cost of products sold and services delivered as a percentage of sales was driven by higher sales and by improvements to our Evidence.com SaaS margins. There are a number of fixed costs for the Axon segment which, as we generate additional revenue in the business, we expect to remain relatively stable and should allow for lower cost of services delivered as a percentage of service revenue .

Cost of products sold and services delivered was \$63.0 million and \$52.0 million for the years ended December 31, 2014 and 2013 , respectively, an increase of \$11.0 million or 21.1% . As a percentage of net sales, cost of products sold and services delivered increased to 38.3% in 2014 from 37.7% in 2013 . Within the TASER Weapons segment, cost of products sold increased \$3.7 million , or 8.3% , to \$47.7 million in 2014 , compared to \$44.0 million in 2013 , but decreased as a percent of sales to 32.7% from 34.5% . The net decrease in cost of products sold as a percent of sales primarily reflects increased leverage due to higher sales and a higher average selling prices.

Within the Axon segment, cost of products sold and services delivered were \$15.3 million , an increase of \$7.3 million , or 92.1% from 2013 . The increase was driven by growing sales in this segment, increased data storage costs as more agencies utilize EVIDENCE.com, as well as the introduction of a professional services team. These increases were partially offset by the full depreciation of the capitalized Evidence.com software development costs as of June 30, 2013. The increase in overall cost of products sold and services delivered as a percentage of sales was driven by higher product sales. As a percentage of net sales, cost of products sold and services delivered increased slightly to 80.9% in 2014 from 76.9% in 2013.

Gross Margin

(dollars in thousands)

	Year Ended December 31,				Year Ended December 31,			
	2015	2014	Dollar Change	Percent Change	2014	2013	Dollar Change	Percent Change
TASER Weapons segment	\$ 113,554	\$ 97,933	\$ 15,621	16.0%	\$ 97,933	\$ 83,449	\$ 14,484	17.4%
Axon segment	15,093	3,615	11,478	317.5	3,615	2,394	1,221	51.0
Total gross margin	\$ 128,647	\$ 101,548	\$ 27,099	26.7	\$ 101,548	\$ 85,843	\$ 15,705	18.3
Gross margin as % of sales	65.0	61.7			61.7	62.3		

Gross margin increased \$27.1 million to \$128.6 million for 2015 compared to \$101.5 million for 2014 . As a percentage of net sales, gross margin increased to 65.0% for 2015 compared to 61.7% for 2014 . The increase is attributable to stronger margins in both the TASER Weapons and Axon segments. As a percentage of net sales, gross margin for the TASER Weapons segment was 69.9% and 67.3% for 2015 and 2014 , respectively, while the same measure for these years for the Axon segment were 42.5% and 19.1% , respectively. The Company experienced improvements in margins for the TASER Weapons and Axon segments individually, due to higher average selling prices and continued leverage of Axon fixed operating costs.

Gross margin increased \$15.7 million to \$101.5 million for 2014 compared to \$85.8 million for 2013. As a percentage of net sales, gross margin decreased slightly to 61.7% for 2014 compared to 62.3% for 2013. The decrease is primarily attributable to sales mix and continued growth in the Axon segment. As a percentage of net sales, gross margin for the TASER Weapons segment was 67.3% and 65.5% for 2014 and 2013, respectively, while the same measure for these years for the Axon segment were 19.1% and 23.1%, respectively. The overall increase in margins was negatively impacted by higher inventory reserves taken towards the end of 2014 as compared to 2013 related primarily to the reserve for the X26 CEW that was discontinued as of December 31, 2014. The Company also accrued approximately \$1.1 million of inventory losses related to products it may not be able to use in production of certain Axon camera products.

Sales, General and Administrative Expenses

Sales, general and administrative (“SG&A”) expenses were comprised as follows for 2015 and 2014 (dollars in thousands):

	Year Ended December 31,		Dollar Change	Percent Change
	2015	2014		
Salaries, benefits and bonus	\$ 25,032	\$ 18,179	\$ 6,853	37.7 %
Stock-based compensation	4,299	3,558	741	20.8
Legal, professional and accounting	5,645	4,711	934	19.8
Sales and marketing	10,776	8,124	2,652	32.6
Consulting and lobbying services	7,147	3,417	3,730	109.2
Travel and meals	5,649	4,778	871	18.2
Building	3,648	2,956	692	23.4
Supplies	2,975	1,898	1,077	56.7
Depreciation and amortization	1,861	1,246	615	49.4
Liability insurance	1,442	1,303	139	10.7
Other	1,224	3,988	(2,764)	(69.3)
Total sales, general and administrative expenses	\$ 69,698	\$ 54,158	\$ 15,540	28.7
Sales, general, and administrative as a percentage of net sales	35.2%	32.9%		

Sales, general and administrative expenses were \$69.7 million and \$54.2 million for the years ended December 31, 2015 and 2014 , respectively, an increase of \$15.5 million or 28.7% . As a percentage of total net sales, SG&A expenses increased to 35.2% for 2015 compared to 32.9% for 2014 .

SG&A by type and by segment were as follows for the years ended December 31, 2015 and 2014 (dollars in thousands):

	Year Ended December 31,				Dollar Change	Percent Change
	2015		2014			
TASER Weapons segment:						
Salaries, benefits and bonus	\$ 16,767	24.1%	\$ 14,522	26.8%	\$ 2,245	15.5 %
Stock-based compensation	3,187	4.6	2,598	4.8	589	22.7
Legal, professional and accounting	5,442	7.8	4,578	8.5	864	18.9
Sales and marketing	5,411	7.8	4,902	9.1	509	10.4
Consulting and lobbying services	4,209	6.0	2,378	4.4	1,831	77.0
Travel and meals	3,089	4.4	3,014	5.6	75	2.5
Other	9,535	13.7	10,997	20.3	(1,462)	(13.3)
TASER Weapons segment	47,640	68.4	42,989	79.4	4,651	10.8
Axon segment:						
Salaries, benefits and bonus	8,265	11.9	3,657	6.8	4,608	126.0
Stock-based compensation	1,112	1.6	960	1.8	152	15.8
Legal, professional and accounting	203	0.3	133	0.2	70	52.6
Sales and marketing	5,365	7.7	3,222	5.9	2,143	66.5
Consulting and lobbying services	2,938	4.2	1,039	1.9	1,899	182.8
Travel and meals	2,560	3.7	1,764	3.3	796	45.1
Other	1,615	2.3	394	0.7	1,221	309.9
Axon segment	22,058	31.6	11,169	20.6	10,889	97.5
Total sales, general and administrative expenses	\$ 69,698	100.0%	\$ 54,158	100.0%	\$ 15,540	28.7

Within the TASER Weapons segment, SG&A increased \$4.7 million , or 10.8% , to \$47.6 million from \$43.0 million in 2014 . Salaries, benefits, bonus and stock-based compensation in the TASER Weapons increased approximately \$2.8 million in 2015

compared to 2014 . This increase was primarily attributable to the Company's efforts to build out international and direct sales teams internally as well as increasing headcount in certain administrative departments to support the overall growth of the entity. On a consolidated basis, legal, professional and accounting expenses were up \$0.9 million in 2015 compared to 2014, and most of this increase was allocated to the Weapons segment. Audit and tax compliance costs were up approximately \$0.7 million due primarily to increased complexity in the business structure as well as overall growth of the Company. Also included in the increase in legal fees was \$0.2 million of costs to secure new patents and trademarks. The increase in sales and marketing was primarily attributable to increased efforts at the 2015 International Association of Chiefs of Police in 2015 as compared to 2014. The Company incurred higher consulting and lobbying expense during 2015 as compared to 2014 increase \$1.8 million to \$4.2 million in 2015. The Company also engaged additional international sales consultants during 2015 to drive increased sales in targeted foreign markets. Offsetting these increases was a decrease to other expenses. The decrease in other is primarily the result of a litigation settlement in 2014 of \$3.3 million as compared to settlements of \$0.2 million in 2015.

Within the Axon segment, SG&A increased \$10.9 million , or 97.5% , to \$22.1 million in 2015 in comparison to the prior year. Salaries, benefits, bonus and stock-based compensation in the Axon segment increased \$4.8 million as the Company continues to hire additional engineering, product management personnel, sales and marketing personnel and general support staff to further expand upon existing product offerings as well as the development of new mobile and cloud technologies. The Company remains committed to launching new product lines to solidify its competitive advantage in these emerging technologies. Sales and marketing expenses in the Axon segment also increased approximately \$2.1 million in comparison to 2014 due primarily to increased commissions on higher sales and increased marketing efforts for Axon technologies. The increase in consulting and lobbying was due to the Axon branding campaign that took place in the third quarter of 2015 as well as increased lobbying and public relations efforts ahead of the IACP conference held in October 2015. The increase in the balance of other expenses of \$1.2 million during the 2015 as compared 2014 was related to building expenses, including depreciation and amortization, and supplies. Of this amount \$0.7 million related to depreciation and amortization of assets acquired in two business combinations affected during 2015.

The Company expects to see increases in SG&A in 2016 compared to 2015 as it plans to make additional investments in customer-facing positions both domestically and internationally along with increased investments in sales and marketing.

Of the increase in SG&A above, there was increased expense associated with customer-facing positions, including: salaries, benefits, bonus and stock-based compensation, as well as sales commissions, which are included in the sales and marketing line item in the table above. Positions were added throughout the year, with the following customer-facing headcount as of the end of each year:

	As of December 31,		
	2015	2014	2013
TASER Weapons sales representatives	18	12	8
Axon sales representatives	27	16	14
International sales representatives ⁽ⁱ⁾	13	5	5
Sales support staff	20	8	8
Telesales	27	17	11
Other customer-facing roles	33	20	14
Total customer-facing roles	138	78	60

⁽ⁱ⁾ In certain international markets where the Company does not have a legal entity, it generally engages sales managers as consultants. These expenses are reflected in the consulting and lobbying line within selling, general and administrative expenses.

Sales, general and administrative expenses were comprised as follows for 2014 and 2013 (dollars in thousands):

	Year Ended December 31,		Dollar Change	Percent Change
	2014	2013		
Salaries, benefits and bonus	\$ 18,179	\$ 14,723	\$ 3,456	23.5 %
Stock-based compensation	3,558	3,158	400	12.7
Legal, professional and accounting	4,711	7,323	(2,612)	(35.7)
Sales and marketing	8,124	6,025	2,099	34.8
Consulting and lobbying services	3,417	2,097	1,320	62.9
Travel and meals	4,778	3,305	1,473	44.6
Building	2,956	3,160	(204)	(6.5)
Supplies	1,898	1,462	436	29.8
Depreciation and amortization	1,246	1,230	16	1.3
Liability insurance	1,303	2,012	(709)	(35.2)
Other	3,988	2,062	1,926	93.4
Total sales, general and administrative expenses	\$ 54,158	\$ 46,557	\$ 7,601	16.3
Sales, general, and administrative as a percentage of net sales	32.9%	33.8%		

Sales, general and administrative expenses were \$54.2 million and \$46.6 million for the years ended December 31, 2014 and 2013, respectively, an increase of \$7.6 million or 16.3%. As a percentage of total net sales, SG&A expenses decreased to 32.9% for 2014 compared to 33.8% for 2013.

SG&A by type and by segment were as follows for the years ended December 31, 2014 and 2013 (dollars in thousands):

	Year Ended December 31,		Dollar Change	Percent Change		
	2014	2013				
TASER Weapons segment:						
Salaries, benefits and bonus	\$ 14,522	26.8%	\$ 12,290	26.4%	\$ 2,232	18.2 %
Stock-based compensation	2,598	4.8	2,726	5.9	(128)	(4.7)
Legal, professional and accounting	4,578	8.5	7,258	15.6	(2,680)	(36.9)
Sales and marketing	4,902	9.1	4,167	9.0	735	17.6
Consulting and lobbying services	2,378	4.4	1,879	4.0	499	26.6
Travel and meals	3,014	5.6	2,214	4.8	800	36.1
Other	10,997	20.3	9,640	20.7	1,357	14.1
TASER Weapons segment	42,989	79.4	40,174	86.3	2,815	7.0
Axon segment:						
Salaries, benefits and bonus	3,657	6.8	2,433	5.2	1,224	50.3
Stock-based compensation	960	1.8	432	0.9	528	122.2
Legal, professional and accounting	133	0.2	65	0.1	68	104.6
Sales and marketing	3,222	5.9	1,858	4.0	1,364	73.4
Consulting and lobbying services	1,039	1.9	218	0.5	821	376.6
Travel and meals	1,764	3.3	1,091	2.3	673	61.7
Other	394	0.7	286	0.6	108	37.8
Axon segment	11,169	20.6	6,383	13.7	4,786	75.0
Total sales, general and administrative expenses	\$ 54,158	100.0%	\$ 46,557	100.0%	\$ 7,601	16.3

Within the TASER Weapons segment, SG&A increased \$2.8 million, or 7.0%, to \$43.0 million from \$40.2 million in 2013. Salaries, benefits, bonus and stock-based compensation in the TASER Weapons increased approximately \$2.1 million in 2014 compared to 2013 partially due to increased international, telesales, and support sales staff. Incremental administrative functions were also added in 2014 in order to support the growing business. Travel and meal expenses also increased approximately \$0.8

million compared to the prior year as increased international travel occurred to set up the new international offices in Amsterdam. Offsetting these increases, the Company experienced a decrease in liability insurance costs during 2015.

Within the Axon segment, SG&A increased \$4.8 million, or 75.0%, to \$11.2 million in 2014 in comparison to the prior year. Salaries, benefits, bonus and stock-based compensation in the Axon segment increased \$1.8 million. Sales and marketing expenses in the Axon segment also increased approximately \$1.4 million in comparison to 2013 as a result of a large presence and a hosted booth at the International Association of Chiefs of Police. Sales and marketing expenses also include increases of approximately \$0.9 million in commissions. Increases were also seen in lobbying and consulting fees of approximately \$0.8 million and travel and meal expenses of approximately \$0.7 million.

Research and Development Expenses

Research and development (“R&D”) expenses were \$23.6 million and \$14.9 million for the years ended December 31, 2015 and 2014, respectively, an increase of \$8.7 million, or 58.6%. As a percentage of net sales, R&D increased to 11.9% in 2015 in comparison to 9.0% in 2014.

Within the TASER Weapons segment, R&D expenses increased \$0.6 million, or 15.4%, to \$4.5 million in 2015, which was primarily driven by internal efforts and consulting expenses related to development of future CEW products.

Within the Axon segment, R&D expenses increased \$8.1 million, or 73.8%, to \$19.1 million in 2015 from the prior year. The increase for 2015 compared to 2014 is primarily driven by additional headcount and higher consulting fees as the Company continues its efforts to launch new product lines and SaaS offerings to strengthen its competitive advantage in these emerging technologies.

Research and development expenses were \$14.9 million and \$9.9 million for the years ended December 31, 2014 and 2013, respectively, an increase of \$5.0 million, or 50.5%. As a percentage of net sales, R&D increased to 9.0% in 2014 in comparison to 7.2% in 2013.

Within the TASER Weapons segment, R&D expenses decreased \$0.4 million, or 10.2%, to \$3.9 million in 2014, which was primarily driven by a shift in personnel resources to the Axon segment and reduced testing materials expense. Reductions were partially offset by increases in professional and consulting fees.

Within the Axon segment, R&D expenses increased \$5.4 million, or 97.5%, to \$11.0 million in 2014 from the prior year. The increase for 2014 compared to 2013 is primarily driven by additional headcount and higher consulting fees.

Interest and Other Income (Expense), Net

Interest and other income was \$26,000 for the year ended December 31, 2015 compared to expense of \$0.2 million for the year ended December 31, 2014 and income of \$0.1 million for the year ended December 31, 2013. Other income amounts for 2015, 2014 and 2013 consisted primarily of investment interest income and was partially offset by losses on foreign currency transaction adjustments.

Provision for Income Taxes

The provision for income taxes was \$15.4 million for the year ended December 31, 2015. The effective income tax rate for 2015 was 43.6%. The effect of state income taxes of \$1.1 million was largely offset by a benefit of \$1.0 million for research and development credits in the current year. The difference between statutory and foreign tax rates of \$2.4 million was largely driven by losses incurred in a newly formed foreign entity for which no tax benefit will be realized. In addition, a valuation allowance in the amount of \$1.2 million was recorded as of December 31, 2015 related to certain research and development tax credits the Company estimates may not be utilized prior to expiration.

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (“ASU 2015-17”). This standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The Company elected early adoption of ASU 2015-17 effective December 31, 2015, on a retrospective basis. Adoption of this ASU resulted in a reclassification of net current deferred tax assets to net noncurrent deferred tax asset in our Consolidated Balance Sheet as of both December 31, 2015 and December 31, 2014. This accounting change had no impact on our consolidated results of operations or comprehensive income.

The provision for income taxes was \$12.4 million for the year ended December 31, 2014. The effective income tax rate for 2014 was 38.4%. The effect of state income tax of \$1.4 million was largely offset by a benefit of \$0.6 million from incentive stock

option deductions as well as \$0.5 million of research and development credits in 2014. When an employee exercises ISOs and sells the related stock prior to the end of the mandatory holding period, the associated expense becomes a reduction to the Company's taxable income.

The provision for income taxes was \$9.8 million for the year ended December 31, 2013. The effective income tax rate for 2013 was 34.9%. The effect of state income tax of \$1.3 million was largely offset by a benefit of \$0.5 million from incentive stock option deductions as well as \$0.4 million of research and development credits and a \$0.4 million favorable return to provision adjustment in 2013. The 2013 return to provision adjustment was driven by the domestic production activities deduction which decreased taxable income, and therefore, reduced the effective tax rate.

Net Income

Our net income was \$19.9 million for each of the years ended December 31, 2015 and 2014. Net income per basic share was \$0.37 and \$0.36 per diluted share, respectively, for 2015 compared to \$0.38 and \$0.37 per basic and diluted share, respectively for 2014.

Our net income improved by \$1.7 million to \$19.9 million of 2014 compared to \$18.2 million for 2013. Net income per basic and diluted share was \$0.38 and \$0.37 for 2014, respectively, compared to \$0.34 per basic and diluted share for 2013.

Liquidity and Capital Resources

Summary

As of December 31, 2015, we had \$59.5 million of cash and cash equivalents, an increase of \$11.2 million from the end of 2014.

Cash Flows

The following table summarizes our cash flows from operating, investing and financing activities for each of the past three years (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Operating activities	\$ 46,445	\$ 35,432	\$ 32,426
Investing activities	(36,009)	(24,581)	(23,062)
Financing activities	603	(4,840)	(3,189)
Effect of exchange rate changes on cash and cash equivalents	120	85	(31)
Net increase in cash and cash equivalents	\$ 11,159	\$ 6,096	\$ 6,144

Operating activities

Net cash provided by operating activities in 2015 of \$46.4 million consists of \$19.9 million in net income, the net add-back of non-cash income statement items totaling \$6.3 million and a positive \$20.2 million net change in operating assets and liabilities. Included in the non-cash items are \$3.3 million in depreciation and amortization expense, \$7.3 million in stock-based compensation expense, and \$1.7 million of bond premium amortization. These additions were partially offset by an \$6.9 million reduction related to excess tax benefit from stock-based compensation that is treated as a financing activity for cash flow purposes. The most significant increase to the portion of cash from operating activities related to the changes in operating assets and liabilities is a \$15.3 million increase to deferred revenue. Of the increase in deferred revenue, \$4.0 million resulted from additional extended warranty sales, \$7.3 million resulted from increased hardware deferred revenue from TASER Assurance Program ("TAP") and Officer Safety Program ("OSP") sales, and \$4.0 million related to prepayments for Axon SaaS and related services. The Company also had increases in cash provided from operating activities of \$4.2 million and \$3.1 million for decreases in accounts and notes receivable and inventory, respectively. In addition, the \$5.9 million increase to cash from operating activities related to increases in accounts payable, accrued and other liabilities that was primarily caused by current income tax expense, which would have resulted in an increase to income tax payable, if it had not been reduced by the excess tax benefit from stock-based compensation discussed above. These increases were partially offset by increased prepaid expenses and other current assets of \$8.6 million during 2015. The increase in other asset accounts during 2015 was driven by primarily by increased prepaid commissions of \$2.5 million, increased long-term accounts receivable of \$1.2 million for sales made under the Officer Safety Plan, increased balances under corporate-owed life insurance policies of \$1.1 million, and a deposit made with a foreign component manufacturer of \$2.6 million related to future services.

Net cash provided by operating activities in 2014 of \$35.4 million consists of \$19.9 million in net income, the net add-back of non-cash income statement items totaling \$9.6 million and a positive \$5.9 million net change in operating assets and liabilities. Included in the non-cash items are \$4.3 million in depreciation and amortization expense and \$5.6 million in stock-based compensation expense. These additions were partially offset by an \$8.0 million reduction related to excess tax benefit from stock-based compensation that is treated as a financing activity for cash flow purposes. The most significant increase to the portion of cash from operating activities related to the changes in operating assets and liabilities is a \$15.5 million increase to deferred revenue. Of the increase in deferred revenue, \$6.1 million resulted from additional extended warranty sales, \$3.9 million resulted from increased hardware deferred revenue from TASER Assurance Program ("TAP") sales, and \$5.3 million related to prepayments for Axon SaaS services. In addition, the \$9.5 million increase to cash from operating activities related to increases in accounts payable, accrued and other liabilities that was primarily caused by current income tax expense, which would have resulted in an increase to income tax payable, if it had not been reduced by the excess tax benefit from stock-based compensation discussed above. These increases to operating cash flow were partially offset by an increase in accounts and notes receivable of \$8.4 million due to higher sales in the fourth quarter of 2014 compared to the same quarter in 2013, and an increase in inventory of \$9.4 million in anticipation of higher sales in 2015.

Net cash provided by operating activities in 2013 of \$32.4 million consists of \$18.2 million in net income, the net add-back of non-cash income statement items totaling \$5.6 million and a positive \$8.6 million net change in operating assets (net of operating liabilities). Included in the non-cash items are \$5.1 million in depreciation and amortization expense and \$4.3 million in stock-based compensation expense. These additions were partially offset by a \$6.8 million reduction related to excess tax benefit from stock-based compensation that is treated as a financing activity for cash flow purposes. The most significant increase to cash from operating activities related to the changes in operating assets and liabilities was an \$8.1 million increase to deferred revenue. Of the increase in deferred revenue, \$5.1 million results from additional extended warranty sales and the remainder is primarily a result of prepayments for our Evidence.com SaaS. In addition, the \$5.6 million increase to cash from operating activities related to increases in accounts payable and accrued liabilities was primarily caused by current income tax expense, which would have resulted in an increase to income tax payable, if it had not been reduced by the excess tax benefit from stock-based compensation discussed above. These increases to operating cash flow were partially offset by an increase in accounts and notes receivable of \$4.4 million. The fluctuation in accounts and notes receivable was primarily driven by sales, which increased 20.1% during 2013

Investing activities

Primarily as a result of investing cash generated from operating activities, we used \$36.0 million for investing activities in 2015 . Purchases of investments, net of calls and maturities, were \$18.4 million . During 2015, net cash of \$11.2 million was used for the acquisitions of MediaSolv Solutions Corporation and Tactical Safety Responses LTD. The Company also invested \$6.5 million in the purchase of property and equipment and intangibles.

During the year ended December 31, 2014, we used \$24.6 million for investing activities. Purchases of investments, net of calls and maturities, were \$21.9 million. The Company also invested \$2.7 million in the purchase of property and equipment and intangibles.

During the year ended December 31, 2013, we used \$23.1 million from investing activities. Purchases of investments, net of calls and maturities, were \$19.7 million. The Company also invested \$2.1 million in the purchase of property and equipment and intangibles, as well as \$1.3 million, net, to purchase Familiar, Inc.

Financing activities

Net cash used by financing activities was \$0.6 million for the year ended December 31, 2015 . The repurchase of \$7.6 million of the Company's common stock, which was purchased for a weighted average cost of \$25.86 per share, was partially offset by \$2.7 million of proceeds from the exercise of stock options, and \$6.9 million of excess tax benefit from stock proceeds. The purchase of common stock was made under a stock repurchase program authorized by TASER's Board of Directors. As of December 31, 2015, no amounts remain available under the plan for future purchases.

Net cash used by financing activities was \$4.8 million for the year ended December 31, 2014. The repurchase of \$22.4 million of the Company's common stock, which was purchased for a weighted average cost of \$12.99 per share, was partially offset by \$11.0 million of proceeds from the exercise of stock options, and \$8.0 million of excess tax benefit from stock proceeds. The purchase of common stock was made under a stock repurchase program authorized by TASER's Board of Directors.

Net cash used by financing activities was \$3.2 million for the year ended December 31, 2013. The repurchase of \$25.0 million of the Company's common stock, which was purchased for a weighted average cost of \$8.20 per share, was offset by \$15.4 million of proceeds from the exercise of stock options, and \$6.8 million of excess tax benefit from stock proceeds. The purchase of common stock was made under a stock repurchase program authorized by TASER's Board of Directors. We completed the authorized repurchases as of June 2013.

Liquidity and Capital Resources

Our most significant sources of liquidity continue to be funds generated by operating activities and available cash and cash equivalents. In addition, our \$10.0 million revolving credit facility is available for additional working capital needs or investment opportunities. Under the terms of the line of credit, available borrowings are reduced by outstanding letters of credit. The line is secured by substantially all of the assets of the Company, and bears interest at varying rates, currently LIBOR plus 1.5% or Prime less 0.75% . As of December 31, 2015 , we had letters of credit outstanding of \$3.0 million , leaving the net amount available for borrowing of \$7.0 million . The facility matures on July 31, 2017 . There can be no assurance that we will continue to generate cash flows at or above current levels or that we will be able to maintain our ability to borrow under our revolving credit facility. At December 31, 2015 and 2014 , there were no borrowings under the line.

Our agreement with the bank requires us to comply with certain financial and other covenants including maintenance of a minimum leverage ratio and fixed charge coverage ratio. The leverage ratio (ratio of total liabilities to tangible net worth) can be no greater than 1 :1, and the fixed charge coverage ratio can be no less than 1.25 :1, based upon a trailing twelve -month period. At December 31, 2015 , the Company's tangible net worth ratio was 0.52 :1 and its fixed charge coverage ratio was 2.41 :1. Accordingly, the Company was in compliance with these covenants.

Based on our strong balance sheet and the fact that we had just \$0.2 million in total long-term debt and capital lease obligations at December 31, 2015 , we believe financing will be available, both through our existing credit line and possible additional financing. However, there is no assurance that such funding will be available on terms acceptable to us, or at all.

We believe funds generated from our expected results of operations, as well as available cash and investments, will be sufficient to finance our operations and strategic initiatives for 2016 and the foreseeable future. From time to time, our board of directors considers repurchases of our common stock. Further repurchases of our common stock will take place on the open market, will be financed with available cash and are subject to authorization as well as market and business conditions.

Contractual Obligations

The following table outlines our future contractual financial obligations by period in which payment is expected, as of December 31, 2015 (dollars in thousands):

	<u>Total</u>	<u>Less than 1 Year</u>	<u>1 - 3 Years</u>	<u>4 - 5 Years</u>	<u>More than 5 Years</u>
Non-cancelable operating leases	\$ 4,319	\$ 771	\$ 1,478	\$ 958	\$ 1,112
Capital leases including interest	30	30	—	—	—
Open purchase orders	22,983	22,983	—	—	—
Total contractual obligations	<u>\$ 27,332</u>	<u>\$ 23,784</u>	<u>\$ 1,478</u>	<u>\$ 958</u>	<u>\$ 1,112</u>

Open purchase orders in the above table primarily represent cancelable purchase orders with key vendors, which are included in this table due to the Company's strategic relationships with these vendors.

We are subject to U.S. Federal income tax as well as income taxes imposed by several states and foreign jurisdictions. As of December 31, 2015 , we had \$1.3 million of unrecognized tax benefits related to uncertain tax positions. The settlement period for our long-term income tax liabilities cannot be determined; however, the liabilities are not expected to significantly increase or decrease within the next 12 months.

Off Balance Sheet Arrangements

The discussion of off-balance sheet arrangements in Note 9 to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K is incorporated by reference herein.

Critical Accounting Estimates

We have identified the following accounting estimates as critical to our business operations and the understanding of our results of operations. The preparation of this Annual Report on Form 10-K requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. While we don't believe that a change in these estimates is reasonably likely, there can be no assurance that our actual results will not differ from these estimates. The effect of these estimates on our business operations is discussed below.

Product Warranties

The Company warrants its CEWs, Axon cameras and E-Docks from manufacturing defects on a limited basis for a period of one year after purchase and, thereafter, will replace any defective unit for a fee. Estimated costs for our standard warranty are charged to cost of products sold and services delivered when revenue is recorded for the related product. We estimate future warranty costs based on historical data related to returns and warranty costs on a quarterly basis and apply this rate to current product anticipated returns from our customers. We have also historically increased our reserve amount if we become aware of a component failure that could result in larger than anticipated returns from our customers. The accrued warranty liability is reviewed quarterly to evaluate whether it sufficiently reflects the remaining warranty obligations based on the anticipated expenditures over the balance of the warranty obligation period, and adjustments are made when actual warranty claim experience differs from estimates. As of December 31, 2015 and 2014, our reserve for warranty returns was approximately \$0.3 million and \$0.7 million, respectively. Warranty (recoveries) expense in the years ended December 31, 2015, 2014 and 2013 was \$(0.1) million, \$0.4 million and \$1.0 million, respectively. The decrease in warranty reserve and related expense as of and for the year ended December 31, 2015 was primarily driven by the Company's completion of its replacement program for existing Evidence Transfer Machine ("ETM") units in the field being upgraded to the newer E-Dock product line. Additionally, the Company continues to experience decreased warranty claims on its other existing products which has led to lower warranty reserves. As the Company continues investing in the development of new technologies it will continue to assess the adequacy of its reserves related to inherent uncertainties with new product offerings.

Revenue related to separately-priced extended warranties is recorded as deferred revenue at its contractual amount and subsequently recognized in net sales on a straight-line basis over the delivery period. Costs related to extended warranties are charged to cost of products sold and services delivered when incurred.

Inventory

Inventories are stated at the lower of cost or market, with cost determined using the weighted average cost of raw materials, which approximates the first-in, first-out ("FIFO") method, and an allocation of manufacturing labor and overhead costs. The allocation of manufacturing labor and overhead costs includes management's judgments of what constitutes normal capacity of our production facilities and a determination of what costs are considered to be abnormal fixed production costs, which are expensed as current period charges. Provisions are made to reduce potentially excess, obsolete or slow-moving inventories to their net realizable value. These provisions are based on our best estimates after considering historical demand, projected future demand, inventory purchase commitments, industry and market trends and conditions and other factors. During the year ended December 31, 2015, the Company recorded provisions for obsolete inventory of approximately \$0.5 million compared to \$2.2 million during 2014. The decrease during 2015 was partially attributable to a reserve taken in 2014 for legacy X26 CEW inventory which ended production during the year ended December 31, 2014. During 2014, the Company also accrued approximately \$1.1 million of inventory losses related to products it was not certain could be fully utilized in production of certain Axon camera products.

Revenue Recognition, Deferred Revenue and Accounts and Notes Receivable

We derive our revenue from two primary sources: (1) the sale of physical products, including our CEWs, Axon cameras, corresponding hardware extended warranties, and related accessories such as E-docks, cartridges and batteries, and (2) subscription to our Evidence.com digital evidence management SaaS (including data storage fees and other ancillary services), which includes varying levels of support. To a lesser extent, we also recognize training and other revenue. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, title has transferred, the price is fixed and collectability is reasonably assured. Contractual arrangements may contain explicit customer acceptance provisions, and under such arrangements, the Company defers recognition of revenue until formal customer acceptance is received. Extended warranty revenue, SaaS revenue and related data storage revenue are recognized ratably over the term of the contract beginning on the commencement date of each contract.

Revenue arrangements with multiple deliverables are divided into separate units and revenue is allocated using the relative selling price method based upon vendor-specific objective evidence of selling price or third-party evidence of the selling prices if vendor-specific objective evidence of selling prices does not exist. If neither vendor-specific objective evidence nor third-party evidence exists, management uses its best estimate of selling price. The majority of the Company's allocations of arrangement consideration under multiple element arrangements are performed using vendor-specific objective evidence by utilizing prices charged to customers for deliverables when sold separately. The Company's multiple element arrangements may include future CEWs and/or Axon devices to be delivered at defined points within a multi-year contract, and in those arrangements, the Company allocates total arrangement consideration over the life of the multi-year contract to future deliverables using management's best estimate of selling price. The Company has not utilized third party evidence of selling price.

For the the years ended December 31, 2015 , 2014 and 2013 , the composition of revenue recognized from arrangements containing multiple elements and those not containing multiple elements was as follows:

For the Year Ended December 31, 2015						
	TASER Weapons		Axon		Total	
Arrangements with multiple elements	\$ 11,141	6.9%	\$ 26,489	74.6%	\$ 37,630	19.0%
Arrangements without multiple elements	151,234	93.1	9,028	25.4	160,262	81.0
Total	\$ 162,375	100.0%	\$ 35,517	100.0%	\$ 197,892	100.0%

For the Year Ended December 31, 2014						
	TASER Weapons		Axon		Total	
Arrangements with multiple elements	\$ 5,972	4.1%	\$ 12,149	64.2%	\$ 18,121	11.0%
Arrangements without multiple elements	139,641	95.9	6,763	35.8	146,404	89.0
Total	\$ 145,613	100.0%	\$ 18,912	100.0%	\$ 164,525	100.0%

For the Year Ended December 31, 2013						
	TASER Weapons		Axon		Total	
Arrangements with multiple elements	\$ 1,567	1.2%	\$ 4,351	42.0%	\$ 5,918	4.3%
Arrangements without multiple elements	125,907	98.8	6,006	58.0	131,913	95.7
Total	\$ 127,474	100.0%	\$ 10,357	100.0%	\$ 137,831	100.0%

Evidence.com, Axon cameras and related accessories are sometimes sold separately, but in most instances are sold together. In these instances, customers typically purchase and pay for the equipment and one year of Evidence.com in advance. Additional years of service are generally billed annually over a specified service term, which has typically ranged from one to five years. Axon equipment represents a deliverable that is provided to the customer at the time of sale, while Evidence.com services are provided over the specified term of the contract. Generally, the Company recognizes revenue for the Axon equipment at the time of the sale consistent with the discussion of multiple deliverable arrangements above. Revenue for Evidence.com is deferred at the time of the sale and recognized over the service period. At times the Company subsidizes the cost of Axon devices provided to customers to secure long-term Evidence.com service contracts. In such circumstances, revenue related to the Axon devices recognized at the time of delivery is limited to the amount collected from the customer that is not contingent upon the delivery of future Evidence.com services. The Company recognizes the remaining allocated revenue related to subsidized Axon devices over the remaining period it provides the contracted Evidence.com services.

Deferred revenue consists of payments received in advance related to products and services for which the criteria for revenue recognition have not yet been met. Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as long-term. Deferred revenue does not include future revenue from multi-year contracts for which no invoice has yet been created. We generally bill customers in annual installments.

Sales are typically made on credit and we generally do not require collateral. We perform ongoing credit evaluations of our customers' financial condition and maintain an allowance for estimated potential losses. Uncollectible accounts are written off when deemed uncollectible, and accounts and notes receivable are presented net of an allowance for doubtful accounts. This allowance represents our best estimate and is based on our judgment after considering a number of factors including third-party credit reports, actual payment history, customer-specific financial information and broader market and economic trends and conditions. In the event that actual uncollectible amounts differ from our estimates, additional expense could be necessary.

Valuation of Goodwill, Intangibles and Long-lived Assets

The recoverability of the goodwill is evaluated and tested for impairment at least annually during the fourth quarter or more often, if and when circumstances indicate that goodwill may not be recoverable. Finite-lived intangible assets and other long-lived assets are amortized over their useful lives. We evaluate whether events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets and intangible assets may warrant revision or that the remaining balance of these assets, including intangible assets with indefinite lives, may not be recoverable.

Circumstances that might indicate long-lived assets might not be recoverable could include, but are not limited to, a change in the product mix, a change in the way products are created, produced or delivered, or a significant change in the way our products are branded and marketed. When performing a review for recoverability, we estimate the future undiscounted cash flows expected

to result from the use of the assets and their eventual disposition. The amount of the impairment loss, if impairment exists, is calculated based on the excess of the carrying amounts of the assets over their estimated fair value computed using discounted cash flows. No impairment losses were recorded in 2015, 2014 or 2013.

Income Taxes

We recognize federal, state and foreign current tax liabilities or assets based on our estimate of taxes payable or refundable in the current fiscal year by tax jurisdiction. We also recognize federal, state and foreign deferred tax assets or liabilities, as appropriate, for our estimate of future tax effects attributable to temporary differences and carry forwards.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such positions are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. Management must also assess whether uncertain tax positions as filed could result in the recognition of a liability for possible interest and penalties if any. We have completed research and development tax credit studies which identified approximately \$9.4 million in tax credits for federal, Arizona and California income tax purposes related to the 2003 through 2015 tax years, net of the federal benefit on the Arizona and California research and development tax credits. Management determined that it was more likely than not that the full benefit of the research and development tax credit would not be sustained on examination and accordingly, has established a liability for unrecognized tax benefits of \$3.2 million as of December 31, 2015. In addition, we established a \$0.2 million liability related to uncertain tax positions for certain state income tax liabilities, for a total unrecognized tax benefit at December 31, 2015 of \$3.4 million. Management does not expect the amount of the unrecognized tax benefit liability to change significantly within the next 12 months. Should the unrecognized tax benefit of \$3.4 million be recognized, the Company's effective tax rate would be favorably impacted. Our estimates are based on the information available to us at the time we prepare the income tax provisions. Our income tax returns are subject to audit by federal, state, and local governments, generally years after the returns are filed. These returns could be subject to material adjustments or differing interpretations of the tax laws.

Our calculation of current and deferred tax assets and liabilities is based on certain estimates and judgments and involves dealing with uncertainties in the application of complex tax laws. Our estimates of current and deferred tax assets and liabilities may change based, in part, on added certainty or finality to an anticipated outcome, changes in accounting or tax laws in the U.S. and overseas, or changes in other facts or circumstances. In addition, we recognize liabilities for potential U.S. tax contingencies based on our estimate of whether, and the extent to which, additional taxes may be due. If we determine that payment of these amounts is unnecessary, or if the recorded tax liability is greater than our current assessment, we may be required to recognize an income tax benefit, or additional income tax expense, respectively, in our consolidated financial statements.

In preparing our consolidated financial statements, management assesses the likelihood that our deferred tax assets will be realized from future taxable income. In evaluating our ability to recover our deferred income tax assets, management considers all available positive and negative evidence, including operating results, ongoing tax planning and forecasts of future taxable income on a jurisdiction by jurisdiction basis. A valuation allowance is established if we determine that it is more likely than not that some portion or all of the net deferred tax assets will not be realized.

Although management believes that its tax estimates are reasonable, the ultimate tax determination involves significant judgments that could become subject to audit by tax authorities in the ordinary course of business. As of December 31, 2015, the Company would need to generate approximately \$33.4 million of pre-tax book income in order to realize the net deferred tax assets for which a benefit has been recorded. This estimate considers the reversal of approximately \$11.1 million of gross deferred tax liabilities, \$4.2 million tax-effected. We also have state net operating losses ("NOLs") of \$0.3 million, which produce deferred tax assets of \$10,000, which expire at various dates between 2016 and 2031. We anticipate the Company's future income to continue to trend upward from our 2015 results, with sufficient pre-tax book income to realize a large portion of our deferred tax assets. However, based on specific income projections in years in which certain tax assets are set to expire, a reserve of approximately \$1.7 million has been recorded as a valuation allowance against deferred tax assets as of December 31, 2015.

Stock-Based Compensation

We have historically granted stock-based compensation to key employees and non-employee directors as a means of attracting and retaining highly qualified personnel. We have historically utilized restricted stock units and stock options; however, no stock options were issued during 2015, 2014 or 2013. The fair value of restricted stock units is estimated as the closing price of our common stock on the date of grant. We estimate the fair value of granted stock options by using the Black-Scholes-Merton option pricing model, which requires the input of highly subjective assumptions. These assumptions include estimating the length of time employees will retain their stock options before exercising them (expected term), the estimated volatility of our common stock

price over the expected term and the number of options that will ultimately not vest (forfeitures). The expense for both restricted stock units and stock options is recorded over the life of the grant, net of forfeitures.

We have granted a total of approximately 1.6 million performance-based awards (options and restricted stock units) of which approximately 0.4 million are outstanding as of December 31, 2015, the vesting of which is contingent upon the achievement of certain performance criteria including the successful development and market acceptance of future product introductions as well as our future sales targets and operating performance. These awards will vest and compensation expense will be recognized based on management's best estimate of the probability of the performance criteria being satisfied using the most currently available projections of future product adoption and operating performance, adjusted at each balance sheet date. Changes in the subjective and probability-based assumptions can materially affect the estimate of fair value of stock-based compensation and consequently, the related amount recognized in our statements of operations. Refer to Note 1(q) to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further discussion of our valuation assumptions.

Contingencies and Accrued Litigation Expense

We are subject to the possibility of various loss contingencies including product-related litigation, arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when it is probable that an asset has been impaired or a liability has been incurred and the amount of loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted and whether new accruals are required. Refer to Note 9(c) of our consolidated financial statements included elsewhere in this annual report on Form 10-K for further discussion of our contingencies and accrued litigation expense.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

Interest Rate Risk

We typically invest in a limited number of financial instruments, consisting principally of investments in money market accounts, certificates of deposit and corporate and municipal bonds with a typical long-term debt rating of "A" or better by any nationally recognized statistical rating organization, denominated in U.S. dollars. All of our cash equivalents and investments are treated as "held-to-maturity." Investments in fixed-rate interest-earning instruments carry a degree of interest rate risk as their market value may be adversely impacted due to a rise in interest rates. As a result, we may suffer losses in principal if we sell securities that have declined in market value due to changes in interest rates. However, because we classify our debt securities as "held-to-maturity" based on our intent and ability to hold these instruments to maturity, no gains or losses are recognized due to changes in interest rates. These securities are reported at amortized cost. Based on investment positions as of December 31, 2015, a hypothetical 100 basis point increase across all maturities would result in a \$0.3 million incremental decline in the fair market value of the portfolio. Such losses would only be realized if the Company sold the investments prior to maturity.

Additionally, we have access to a line of credit borrowing facility which bears interest at varying rates, currently at LIBOR plus 1.5% or Prime less 0.75%. Under the terms of the line of credit, available borrowings are reduced by outstanding letters of credit, which totaled \$3.0 million at December 31, 2015. At December 31, 2015, there was no amount outstanding under the line of credit and the available borrowing under the line of credit was \$7.0 million. We have not borrowed any funds under the line of credit since its inception; however, should we need to do so in the future, such borrowings could be subject to adverse or favorable changes in the underlying interest rate.

Exchange Rate Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro and the Pound, in each case compared to the U.S. Dollar, related to transactions by TASER Europe SE, Axon Public Safety UK LTD, Axon Public Safety Canada and TASER International B.V. To date, we have not engaged in any currency hedging activities, although we may do so in the future. Fluctuations in currency exchange rates could harm our business in the future.

The majority of our sales to international customers are transacted in U.S. dollars and therefore, are not subject to exchange rate fluctuations on these transactions. However, the cost of our products to our customers increases when the U.S. dollar strengthens against their local currency and the Company may have more sales and expenses denominated in foreign currencies in 2016 which would increase its foreign exchange rate risk.

Item 8. Financial Statements and Supplementary Data

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TASER INTERNATIONAL, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 31,	
	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 59,526	\$ 48,367
Short-term investments	50,254	32,774
Accounts and notes receivable, net of allowance of \$322 and \$251 as of December 31, 2015 and 2014, respectively	27,701	30,735
Inventory	15,763	18,323
Prepaid expenses and other current assets	8,165	4,443
Total current assets	161,409	134,642
Property and equipment, net	21,848	17,523
Deferred income tax assets, net	13,719	16,063
Intangible assets, net	7,588	3,115
Goodwill	9,596	2,206
Long-term investments	8,525	9,296
Other assets	7,196	2,523
Total assets	\$ 229,881	\$ 185,368
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 7,333	\$ 7,682
Accrued liabilities	8,643	9,245
Current portion of deferred revenue	20,851	14,020
Customer deposits	1,226	988
Current portion of notes payable and capital lease payable	87	38
Total current liabilities	38,140	31,973
Deferred revenue, net of current portion	30,190	21,668
Liability for unrecognized tax benefits	1,315	1,471
Long-term deferred compensation	2,199	1,121
Long-term business acquisition contingent consideration	952	—
Long-term portion of notes payable and capital lease payable	81	29
Total liabilities	72,877	56,262
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.00001 par value; 25,000,000 shares authorized; no shares issued and outstanding as of December 31, 2015 and 2014	—	—
Common stock, \$0.00001 par value; 200,000,000 shares authorized; 53,692,192 and 53,000,867 shares issued and outstanding as of December 31, 2015 and 2014, respectively	1	1
Additional paid-in capital	178,143	162,641
Treasury stock at cost, 18,432,158 and 18,139,958 shares as of December 31, 2015 and 2014, respectively	(122,201)	(114,645)
Retained earnings	100,978	81,045
Accumulated other comprehensive income	83	64
Total stockholders' equity	157,004	129,106
Total liabilities and stockholders' equity	\$ 229,881	\$ 185,368

The accompanying notes are an integral part of these consolidated financial statements.

TASER INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(in thousands, except per share data)

	For the Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 197,892	\$ 164,525	\$ 137,831
Cost of products sold and services delivered	69,245	62,977	51,988
Gross margin	128,647	101,548	85,843
Operating expenses:			
Sales, general and administrative	69,698	54,158	46,557
Research and development	23,614	14,885	9,888
Litigation judgments	—	—	1,450
Total operating expenses	93,312	69,043	57,895
Income from operations	35,335	32,505	27,948
Interest and other income (expense), net	26	(194)	86
Income before provision for income taxes	35,361	32,311	28,034
Provision for income taxes	15,428	12,393	9,790
Net income	\$ 19,933	\$ 19,918	\$ 18,244
Net income per common and common equivalent shares:			
Basic	\$ 0.37	\$ 0.38	\$ 0.35
Diluted	\$ 0.36	\$ 0.37	\$ 0.34
Weighted average number of common and common equivalent shares outstanding:			
Basic	53,548	52,948	51,880
Diluted	54,638	54,500	54,152

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Net income	\$ 19,933	\$ 19,918	\$ 18,244
Foreign currency translation adjustments	19	66	55
Comprehensive income	\$ 19,952	\$ 19,984	\$ 18,299

The accompanying notes are an integral part of these consolidated financial statements.

TASER INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount		Shares	Amount			
Balance, December 31, 2012	52,770,392	\$ 1	\$ 111,661	13,363,789	\$ (67,203)	\$ (57)	\$ 42,883	\$ 87,285
Stock options exercised and RSUs vested, net of withholdings	2,896,072	—	15,048	—	—	—	—	15,048
Stock-based compensation	—	—	4,340	—	—	—	—	4,340
Excess tax benefit from stock-based compensation	—	—	6,797	—	—	—	—	6,797
Purchase of treasury stock	(3,048,966)	—	—	3,048,966	(25,000)	—	—	(25,000)
Shares issued related to business acquisition	107,749	—	1,578	—	—	—	—	1,578
Net income	—	—	—	—	—	—	18,244	18,244
Foreign currency translation adjustments	—	—	—	—	—	55	—	55
Balance, December 31, 2013	52,725,247	1	139,424	16,412,755	(92,203)	(2)	61,127	108,347
Stock options exercised and RSUs vested, net of withholdings	2,002,823	—	9,653	—	—	—	—	9,653
Stock-based compensation	—	—	5,579	—	—	—	—	5,579
Excess tax benefit from stock-based compensation	—	—	7,985	—	—	—	—	7,985
Purchase of treasury stock	(1,727,203)	—	—	1,727,203	(22,442)	—	—	(22,442)
Net income	—	—	—	—	—	—	19,918	19,918
Foreign currency translation adjustments	—	—	—	—	—	66	—	66
Balance, December 31, 2014	53,000,867	1	162,641	18,139,958	(114,645)	64	81,045	129,106
Stock options exercised and RSUs vested, net of withholdings	983,525	—	1,303	—	—	—	—	1,303
Stock-based compensation	—	—	7,263	—	—	—	—	7,263
Excess tax benefit from stock-based compensation	—	—	6,936	—	—	—	—	6,936
Purchase of treasury stock	(292,200)	—	—	292,200	(7,556)	—	—	(7,556)
Net income	—	—	—	—	—	—	19,933	19,933
Foreign currency translation adjustments	—	—	—	—	—	19	—	19
Balance, December 31, 2015	53,692,192	\$ 1	\$ 178,143	18,432,158	\$ (122,201)	\$ 83	\$ 100,978	\$ 157,004

The accompanying notes are an integral part of these consolidated financial statements.

TASER INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the Years Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income	\$ 19,933	\$ 19,918	\$ 18,244
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,291	4,317	5,131
(Gain) loss on disposals of property and equipment, net	(19)	17	(27)
Loss on disposal of intangibles	225	215	168
Bond premium amortization	1,650	957	289
Stock-based compensation	7,263	5,579	4,340
Deferred income taxes	994	3,598	621
Unrecognized tax benefits	(156)	202	219
Excess tax benefit from stock-based compensation	(6,936)	(7,985)	(6,797)
Change in assets and liabilities:			
Accounts and notes receivable	4,244	(8,247)	(4,387)
Inventory	3,140	(7,214)	(116)
Prepaid expenses and other assets	(8,579)	(1,080)	(569)
Accounts payable, accrued and other liabilities	5,868	9,852	6,560
Deferred revenue	15,289	15,469	8,096
Customer deposits	238	(166)	654
Net cash provided by operating activities	46,445	35,432	32,426
Cash flows from investing activities:			
Purchases of investments	(62,464)	(32,900)	(29,112)
Proceeds from call / maturity of investments	44,105	10,997	9,380
Purchases of property and equipment	(6,003)	(2,505)	(1,783)
Proceeds from disposal of fixed assets	40	10	34
Purchases of intangible assets	(501)	(183)	(323)
Business acquisitions, net of cash acquired	(11,186)	—	(1,258)
Net cash used in investing activities	(36,009)	(24,581)	(23,062)
Cash flows from financing activities:			
Repurchase of common stock	(7,556)	(22,442)	(25,000)
Proceeds from options exercised	2,673	11,000	15,357
Payroll tax payments for net-settled stock awards	(1,370)	(1,347)	(309)
Payments on capital lease obligation	(80)	(36)	(34)
Excess tax benefit from stock-based compensation	6,936	7,985	6,797
Net cash provided by (used in) financing activities	603	(4,840)	(3,189)
Effect of exchange rate changes on cash and cash equivalents			
	120	85	(31)
Net increase in cash and cash equivalents	11,159	6,096	6,144
Cash and cash equivalents, beginning of year	48,367	42,271	36,127
Cash and cash equivalents, end of year	\$ 59,526	\$ 48,367	\$ 42,271

The accompanying notes are an integral part of these consolidated financial statements.

**TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

1. Organization and Summary of Significant Accounting Policies

TASER International, Inc. ("TASER" or the "Company") is a developer and manufacturer of advanced conducted electrical weapons ("CEWs") designed for use by law enforcement, military, corrections, and private security personnel, and by private individuals for personal defense. In addition, the Company has developed full technology solutions for the capture, storage and management of video/audio evidence as well as other tactical capabilities for use in law enforcement. The Company sells its products worldwide through its direct sales force, distribution partners, online store and third-party resellers. The Company was incorporated in Arizona in September 1993, and reincorporated in Delaware in January 2001. The Company's corporate headquarters and manufacturing facilities are located in Scottsdale, Arizona. The Company's software development unit facility is located in Seattle, Washington. TASER International BV, a wholly owned subsidiary of the Company, serves as the Company's international headquarters, and is located in Amsterdam, Netherlands.

The accompanying consolidated financial statements include the accounts of the Company, and its wholly owned subsidiaries, including TASER International Europe SE ("TASER Europe"), TASER International B.V., and MediaSolv Solutions Corporation ("MediaSolv"). All material intercompany accounts, transactions, and profits have been eliminated.

a. Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions in these consolidated financial statements include:

- product warranty reserves,
- inventory valuation,
- revenue recognition allocated in multiple-deliverable contracts or arrangements,
- valuation of goodwill, intangibles and long-lived assets,
- recognition, measurement and valuation of current and deferred income taxes,
- fair value of stock awards issued, the estimated vesting period for performance-based stock awards and forfeiture rates, and
- recognition and measurement of contingencies and accrued litigation expense.

Actual results could differ materially from those estimates.

b. Cash, Cash Equivalents and Investments

Cash, cash equivalents and investments include cash, money market funds, certificates of deposit, state and municipal obligations and corporate bonds. The Company places its cash and cash equivalents with high quality financial institutions. Although the Company deposits its cash with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

Cash and cash equivalents include funds on hand and highly liquid investments purchased with initial maturity of three months or less. Short-term investments include securities with an expected maturity date within one year of the balance sheet date that do not meet the definition of a cash equivalent, and long-term investments are securities with an expected maturity date greater than one year. Based on management's intent and ability, the Company's investments are classified as held to maturity investments and are recorded at amortized cost. Held-to-maturity investments are reviewed quarterly for impairment to determine if other-than-temporary declines in the carrying value have occurred for any individual investment. Other-than-temporary declines in the value of held-to-maturity investments are recorded as expense in the period the determination is made.

c. Inventory

Inventories are stated at the lower of cost or market. Cost is determined using the weighted average cost of raw materials which approximates the first-in, first-out ("FIFO") method and includes allocations of manufacturing labor and overhead. Provisions are made to reduce potentially excess, obsolete or slow-moving inventories to their net realizable value. These provisions are based on management's best estimate after considering historical demand, projected future demand, inventory purchase commitments, industry and market trends and conditions and other factors. Management evaluates inventory costs for abnormal costs due to excess production capacity and treats such costs as period costs.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

d. Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Additions and improvements are capitalized, while ordinary maintenance and repair expenditures are charged to expense as incurred. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets.

e. Software Development Costs

The Company expenses software development costs, including costs to develop software products or the software component of products to be marketed to external users, before technological feasibility of such products is reached. The Company has determined that technological feasibility is reached shortly before the release of those products and as a result, the development costs incurred after the establishment of technological feasibility and before the release of those products are not material.

Software development costs also include costs to develop software programs to be used solely to meet the Company's internal needs and cloud-based applications used to deliver its services. The Company capitalizes development costs related to these software applications once the preliminary project stage is complete and it is probable that the project will be completed and the software will be used to perform the intended function. Additionally, the Company capitalizes qualifying costs incurred for upgrades and enhancements to existing software that result in additional functionality. Costs related to preliminary project planning activities, post-implementation activities, maintenance and minor modifications are expensed as incurred. Internal-use software is amortized on a straight line basis over its estimated useful life. The capitalized development costs related to the Company's software as a service ("SaaS") product, Evidence.com, were fully amortized as of December 31, 2013. Amortization of capitalized software development costs was \$0.6 million for the year ended December 31, 2013.

Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

f. Valuation of Goodwill, Intangibles and Long-lived Assets

The Company recorded goodwill related to the acquisitions of Tactical Safety Responses Limited, MediaSolv Solutions Corporation and Familiar, Inc. The recoverability of goodwill is evaluated and tested for impairment at least annually during the fourth quarter or more often, if and when circumstances indicate that goodwill may not be recoverable. Finite-lived intangible assets and other long-lived assets are amortized over their useful lives. Management evaluates whether events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets and intangible assets may warrant revision or that the remaining balance of these assets, including intangible assets with indefinite lives, may not be recoverable.

Circumstances that might indicate long-lived assets might not be recoverable could include, but are not limited to, a change in the product mix, a change in the way products are created, produced or delivered, or a significant change in the way the Company's products are branded and marketed. When performing a review for recoverability, management estimates the future undiscounted cash flows expected to result from the use of the assets and their eventual disposition. The amount of the impairment loss, if impairment exists, is calculated based on the excess of the carrying amounts of the assets over their estimated fair value computed using discounted cash flows. No impairment losses were recorded during the years ended December 31, 2015, 2014 and 2013.

g. Customer Deposits

The Company requires deposits in advance of shipment for certain customer sales orders. Customer deposits are recorded as a current liability in the accompanying consolidated balance sheets.

h. Revenue Recognition, Deferred Revenue and Accounts and Notes Receivable

The Company derives revenue from two primary sources: (1) the sale of physical products, including CEWs, Axon cameras, corresponding extended warranties, and related accessories such as E-docks, cartridges and batteries, among others, and (2) subscription to the Company's Evidence.com software as a service ("SaaS") (including data storage fees and other ancillary services), which includes varying levels of support. To a lesser extent, the Company also recognizes training and other professional services revenue. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, title has transferred, the price is fixed and collectability is reasonably assured. Contractual arrangements may contain explicit customer acceptance provisions, and under such arrangements, the Company defers recognition of revenue until

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

formal customer acceptance is received. Extended warranty revenue, SaaS revenue and related data storage revenue are recognized ratably over the term of the contract beginning on the commencement date of each contract.

Revenue arrangements with multiple deliverables are divided into separate units and revenue is allocated using the relative selling price method based upon vendor-specific objective evidence of selling price or third-party evidence of the selling prices if vendor-specific objective evidence of selling prices does not exist. If neither vendor-specific objective evidence nor third-party evidence exists, management uses its best estimate of selling price. The majority of the Company's allocations of arrangement consideration under multiple element arrangements are performed using vendor-specific objective evidence by utilizing prices charged to customers for deliverables when sold separately. The Company's multiple element arrangements may include future CEWs and/or Axon devices to be delivered at defined points within a multi-year contract, and in those arrangements, the Company allocates total arrangement consideration over the life of the multi-year contract to future deliverables using management's best estimate of selling price. The Company has not utilized third party evidence of selling price.

The Company offers the right to purchase extended warranties that include additional services and coverage beyond the standard limited warranty for certain products. Revenue for extended warranty purchases is deferred at the time of sale and recognized over the warranty period commencing on the date of sale. Extended warranties range from one to five years.

Evidence.com and Axon cameras and related accessories have stand-alone value to the customer and are sometimes sold separately, but in most instances are sold together. In these instances, customers typically purchase and pay for the equipment and one year of Evidence.com in advance. Additional years of service are generally billed annually over a specified service term, which has typically ranged from one to five years. Generally, the Company recognizes revenue for the Axon equipment at the time of the sale consistent with the discussion of multiple deliverable arrangements above. Revenue for Evidence.com is deferred at the time of the sale and recognized over the service period. At times the Company subsidizes the cost of Axon devices provided to customers to secure long-term Evidence.com service contracts. In such circumstances, revenue related to the Axon devices recognized at the time of delivery is limited to the amount collected from the customer that is not contingent upon the delivery of future Evidence.com services. The Company recognizes the remaining allocated revenue related to subsidized Axon devices over the remaining period it provides the contracted Evidence.com services.

In 2012, the Company introduced a program, the TASER Assurance Program ("TAP"), whereby a customer purchasing a product and joining the program will have the right to trade-in the original product for a new product of the same or like model in the future. Upon joining TAP, customers also receive an extended warranty for the initial products purchased and spare inventory. Under this program the customer generally pays additional annual installments over the contract period, generally three to five years. The Company records consideration received related to the future product purchase as deferred revenue until all revenue recognition criteria are met, which is generally at the end of the contract period. Consideration related to future product purchases is determined at the inception of the arrangement using management's best estimate of selling price. Management's estimate is principally based on the current selling price for such products, with due evaluation of the impact of any expected product and pricing changes, which have historically had an immaterial influence on management's best estimate of selling price.

In 2015, The Company introduced the Officer Safety Plan ("OSP"), whereby a customer typically enters into a five year Evidence.com subscription that includes all of its standard advanced features along with unlimited storage. The OSP also includes a service plan that includes upgrades of (i) the Axon devices every 2.5 years and (ii) a TASER CEW at any point within the contract period. Upon entering into the OSP, customers also receive extended warranties on the Axon and CEW devices over the five -year contract periods as well as spare inventory units. Under this program the customer generally makes an initial purchase of Axon cameras and related accessories, and CEWs at inception and pays the first of its annual installments for services and future hardware deliverables over the contract period. The Company records consideration received related to the future purchase as deferred revenue until all revenue recognition criteria are met, which is generally when the products or services are delivered.

Sales tax collected on sales is netted against government remittances and thus, recorded on a net basis. Training revenue is recorded as the service is provided.

Deferred revenue consists of payments received in advance related to products and services for which the criteria for revenue recognition have not yet been met. Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as long-term. Deferred revenue does not include future revenue from multi-year contracts for which no invoice has yet been created. Generally, customers are billed in annual installments. See Note 7 for further disclosures about of the Company's deferred revenue.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Sales are typically made on credit and the Company generally does not require collateral. Management performs ongoing credit evaluations of its customers' financial condition and maintains an allowance for estimated potential losses. Uncollectible accounts are charged to expense when deemed uncollectible, and accounts and notes receivable are presented net of an allowance for doubtful accounts. This allowance represents management's best estimate and is based on their judgment after considering a number of factors, including third-party credit reports, actual payment history, cash discounts, customer-specific financial information and broader market and economic trends and conditions.

The Company may, from time to time, enter into agreements with its customers to finance their purchases with a note receivable that may range in terms up to five years. Sales are recorded at the fair value of the note, which is generally sold and assigned to a third-party financing company. The terms of the assignments are such that the Company expects to receive payment within 30 days of the original sale. The assignments are non-recourse and the Company has no obligations or continuing involvement with the notes receivable. Prior to entering into an assignment, the Company evaluates the credit quality and financial condition of the third-party financing company. The Company does not generally record interest income on notes receivable due to minimal holding periods, nor has the Company recognized gains or losses upon the assignment of the notes. As of December 31, 2015 and 2014, there was no balance in accounts and notes receivable related to such arrangements.

i. Cost of Products Sold and Services Provided

Cost of products sold represents manufacturing costs, consisting of materials, labor and overhead related to finished goods and components. Shipping costs incurred related to product delivery are also included in cost of products sold. Cost of services delivered includes third party cloud services, and software maintenance and support costs, including personnel costs, associated with supporting Evidence.com.

j. Advertising Costs

The Company expenses advertising costs in the period in which they are incurred. The Company incurred advertising costs of \$0.6 million, \$0.3 million and \$0.2 million in the years ended December 31, 2015, 2014 and 2013, respectively. Advertising costs are included in sales, general and administrative expenses in the accompanying statements of operations.

k. Standard Warranties

The Company warrants its CEWs, Axon cameras and certain related accessories from manufacturing defects on a limited basis for a period of one year after purchase and, thereafter, will replace any defective unit for a fee. Estimated costs for the standard warranty are charged to cost of products sold and services delivered when revenue is recorded for the related product. Future warranty costs are estimated based on historical data related to returns and warranty costs on a quarterly basis and this rate is applied to current product sales. Historically, reserve amounts have been increased if management becomes aware of a component failure that could result in larger than anticipated returns from customers. The accrued warranty liability expense is reviewed quarterly to verify that it sufficiently reflects the remaining warranty obligations based on the anticipated expenditures over the balance of the warranty obligation period, and adjustments are made when actual warranty claim experience differs from estimates. Costs related to extended warranties are charged to cost of products sold and services delivered when incurred. The reserve for warranty returns is included in accrued liabilities on the accompanying consolidated balance sheets.

Changes in the Company's estimated product warranty liabilities were as follows (in thousands):

	2015	2014	2013
Balance, January 1	\$ 675	\$ 955	\$ 484
Utilization of accrual	(299)	(676)	(530)
Warranty (recoveries) expense	(62)	396	1,001
Balance, December 31	<u>\$ 314</u>	<u>\$ 675</u>	<u>\$ 955</u>

l. Research and Development Expenses

The Company expenses as incurred research and development costs that do not meet the qualifications to be capitalized. The Company incurred research and development expense of \$23.6 million, \$14.9 million and \$9.9 million, in 2015, 2014 and 2013, respectively.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

m. Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement amounts of assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in future years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced through the establishment of a valuation allowance if, based upon available evidence, it is determined that it is more likely than not that the deferred tax assets will not be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. Management also assesses whether uncertain tax positions, as filed, could result in the recognition of a liability for possible interest and penalties. The Company's policy is to include interest and penalties related to unrecognized tax benefits as a component of income tax expense. Refer to Note 10 for additional information regarding the change in unrecognized tax benefits.

n. Concentration of Credit Risk and Major Customers / Suppliers

Financial instruments that potentially subject the Company to concentrations of credit risk consist of accounts and notes receivable and cash. Sales are typically made on credit and the Company generally does not require collateral. Management performs ongoing credit evaluations of its customers' financial condition and maintains an allowance for estimated losses. Uncollectible accounts are written off when deemed uncollectible, and accounts receivable are presented net of an allowance for doubtful accounts, which totaled \$0.3 million as of December 31, 2015 and 2014. Historically, the Company has experienced a low level of write-offs related to doubtful accounts.

The Company maintains the majority of its cash and cash equivalents accounts at three depository institutions. As of December 31, 2015, the aggregate balances in such accounts were \$57.1 million. The Company's balances with these institutions regularly exceed Federal Deposit Insurance Corporation ("FDIC") insured limits for domestic deposits and various deposit insurance programs covering our deposits in the Netherlands, the United Kingdom and Germany. To manage the related credit exposure, management continually monitors the creditworthiness of the financial institutions where the Company has deposits.

The Company sells some of its products through a network of unaffiliated distributors. The Company also reserves the right to sell directly to the end user to secure the customer's account. In 2015 and 2014, no customer represented more than 10% of total net sales. In 2013 one distributor represented 12.2% of total net sales with no other customers exceeding 10%.

At December 31, 2015 and 2014, the Company had a trade receivable from one unaffiliated customer comprising 12.5% and 13.4%, respectively, of the aggregate accounts receivable balance.

The Company currently purchases finished circuit boards and injection-molded plastic components from suppliers located in the U.S., Mexico and Taiwan. Although the Company currently obtains many of these components from single source suppliers, the Company owns the injection molded component tooling used in their production. As a result, management believes it could obtain alternative suppliers in most cases without incurring significant production delays. The Company also purchases small, machined parts from a vendor in Taiwan, custom cartridge assemblies from a proprietary vendor in the U.S., and electronic components from a variety of foreign and domestic distributors. Management believes that there are readily available alternative suppliers in most cases who can consistently meet the Company's needs for these components. The Company acquires most of its components on a purchase order basis and does not have long-term contracts with suppliers.

o. Fair Value of Financial Instruments

The Company uses the fair value framework that prioritizes the inputs to valuation techniques for measuring financial assets and liabilities measured on a recurring basis and for non-financial assets and liabilities when these items are re-measured. Fair value is considered to be the exchange price in an orderly transaction between market participants, to sell an asset or transfer a liability at the measurement date. The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. The Company categorizes each of its fair value measurements in one of these three levels based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

- Level 1 – Valuation techniques in which all significant inputs are unadjusted quoted prices from active markets for assets or liabilities that are identical to the assets or liabilities being measured.
- Level 2 – Valuation techniques in which significant inputs include quoted prices from active markets for assets or liabilities that are similar to the assets or liabilities being measured and/or quoted prices for assets or liabilities that are identical or similar to the assets or liabilities being measured from markets that are not active. Also, model-derived valuations in which all significant inputs and significant value drivers are observable in active markets are Level 2 valuation techniques.
- Level 3 – Valuation techniques in which one or more significant inputs or significant value drivers are unobservable. Unobservable inputs are valuation technique inputs that reflect the Company's own assumptions about inputs that market participants would use in pricing an asset or liability.

The Company has cash equivalents and investments, which at December 31, 2015 and 2014, were comprised of money market funds, state and municipal obligations, corporate bonds, and certificates of deposits. See additional disclosure regarding the fair value of the Company's cash equivalents and investments in Note 2. Included in the balance of other assets as of December 31, 2015 and 2014 was \$2.2 million and \$1.1 million, respectively, related to corporate-owned life insurance policies which are used to fund the Company's deferred compensation plan. The Company determines the fair value of its insurance contracts by obtaining the cash surrender value of the contracts from the issuer, a Level 2 valuation technique.

The Company's financial instruments also include accounts and notes receivable, accounts payable and accrued liabilities. Due to the short-term nature of these instruments, their fair values approximate their carrying values on the balance sheet.

p. Segment and Geographic Information

The Company is comprised of two reportable segments: the sale of CEWs, accessories and other products and services (the "TASER Weapons" segment); and the video business which includes the TASER Cam, Axon camera products and Evidence.com and MediaSolv (the "Axon" segment). Reportable segments are determined based on discrete financial information reviewed by the Company's Chief Executive Officer who is the chief operating decision maker for the Company. The Company organizes and reviews operations based on products and services, and currently there are no operating segments that are aggregated. The Company performs an annual analysis of its reportable segments. Additional information related to the Company's business segments is summarized in Note 16.

For the three years ended December 31, 2015, 2014 and 2013, net sales by geographic area were as follows (in thousands):

	Year Ended December 31,					
	2015		2014		2013	
United States	\$ 161,803	81.8%	\$ 132,205	80.4%	\$ 115,674	83.9%
Other Countries	36,089	18.2	32,320	19.6	22,157	16.1
Total	<u>\$ 197,892</u>	<u>100.0%</u>	<u>\$ 164,525</u>	<u>100.0%</u>	<u>\$ 137,831</u>	<u>100.0%</u>

Sales to customers outside of the U.S. are typically denominated in U.S. dollars and are attributed to each country based on the shipping address of the distributor or customer. For the three years ended December 31, 2015, 2014 and 2013, no individual country outside the U.S. represented more than 10% of net sales. Substantially all of the Company's assets are located in the U.S.

q. Stock-Based Compensation

The Company calculates the fair value of stock options using the Black-Scholes-Merton option pricing valuation model, which incorporates various assumptions including volatility, expected life and risk-free interest rates. No options were awarded during the years ended December 31, 2015, 2014 or 2013. The fair value of restricted stock units is estimated as the closing price of the Company's common stock on the date of grant.

The estimated fair value of stock-based compensation awards is amortized to expense on a straight-line basis over the requisite service periods. As stock-based compensation expense recognized is based on awards ultimately expected to vest, it is reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company's forfeiture rate was calculated based on its historical experience of awards which ultimately vested. See Note 12 for further disclosure about the Company's stock-based compensation.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

r. Income per Common Share

Basic income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the periods presented. Diluted income per share reflects the potential dilution that would occur if outstanding stock options were exercised utilizing the treasury stock method. The calculation of the weighted average number of shares outstanding and earnings per share are as follows (in thousands except per share data):

	For the Year Ended December 31,		
	2015	2014	2013
Numerator for basic and diluted earnings per share:			
Net income	\$ 19,933	\$ 19,918	\$ 18,244
Denominator:			
Weighted average shares outstanding—basic	53,548	52,948	51,880
Dilutive effect of stock-based awards	1,090	1,552	2,272
Diluted weighted average shares outstanding	54,638	54,500	54,152
Anti-dilutive stock-based awards excluded	198	177	507
Net income per common share:			
Basic	\$ 0.37	\$ 0.38	\$ 0.35
Diluted	\$ 0.36	\$ 0.37	\$ 0.34

s. Recently Issued Accounting Guidance

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). The core principle of ASU 2014-09 provides that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amendments are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The Company anticipates it will apply the guidance retrospectively to each prior period reported, and is evaluating the impact the adoption of this guidance will have on its financial position, results of operations and cash flows.

In June 2014, the FASB issued ASU No. 2014-12, “Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period” (“ASU 2014-12”). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in ASC Topic No. 718, “Compensation—Stock Compensation” (“ASC 718”) as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The Company does not expect the adoption of this guidance to have any impact on its financial position, results of operations or cash flows.

In July 2015, the FASB issued ASU No. 2015-11, “Inventory (Topic 330)” (“ASU 2015-11”). The amendments require that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company does not expect the adoption of this guidance to have any impact on its financial position, results of operations or cash flows.

In September 2015, the FASB issued ASU No. 2015-16, “Business Combinations (Topic 805)” (“ASU 2015-16”). The amendments require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments require that the acquirer record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

date. The amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company does not expect the adoption of this guidance to have any impact on its financial position, results of operations or cash flows.

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (“ASU 2015-17”). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. The Company early adopted ASU 2015-17 during the fourth quarter of fiscal year 2015 on a retrospective basis. Accordingly, the Company reclassified the current deferred taxes to noncurrent on the Consolidated Balance Sheet as of December 31, 2014, which increased noncurrent deferred tax assets \$5.2 million .

t. Foreign Currency Translation

The Company’s foreign subsidiaries use their local currency as their functional currency. Assets and liabilities are translated at exchange rates in effect at the balance sheet date. Income and expense accounts are translated at the average monthly exchange rates during the year. Resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss) on the consolidated balance sheets.

u. Reclassification of Prior Year Presentation

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

2. Cash, Cash Equivalents and Investments

The following tables summarize the Company's cash, cash equivalents, and held-to-maturity investments at December 31 (in thousands):

	As of December 31, 2015						
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 57,137	\$ —	\$ —	\$ 57,137	\$ 57,137	\$ —	\$ —
Level 1:							
Money market funds	2,389	—	—	2,389	2,389	—	—
Corporate bonds	36,406	—	(70)	36,336	—	35,677	729
Subtotal	38,795	—	(70)	38,725	2,389	35,677	729
Level 2:							
State and municipal obligations	19,002	11	(9)	19,004	—	12,000	7,002
Certificates of deposit	3,371	—	—	3,371	—	2,577	794
Subtotal	22,373	11	(9)	22,375	—	14,577	7,796
Total	\$ 118,305	\$ 11	\$ (79)	\$ 118,237	\$ 59,526	\$ 50,254	\$ 8,525

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As of December 31, 2014							
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
Cash	\$ 44,260	\$ —	\$ —	\$ 44,260	\$ 44,260	\$ —	\$ —
Level 1:							
Money market funds	3,932	—	—	3,932	3,932	—	—
Corporate bonds	20,388	—	(34)	20,354	—	15,656	4,732
Subtotal	24,320	—	(34)	24,286	3,932	15,656	4,732
Level 2:							
State and municipal obligations	19,145	18	—	19,163	175	15,891	3,079
Certificates of deposit	2,712	—	—	2,712	—	1,227	1,485
Subtotal	21,857	18	—	21,875	175	17,118	4,564
Total	\$ 90,437	\$ 18	\$ (34)	\$ 90,421	\$ 48,367	\$ 32,774	\$ 9,296

The Company believes the unrealized losses on the Company's investments are due to interest rate fluctuations. As these investments are either short-term in nature, are expected to be redeemed at par value and/or because the Company has the ability and intent to hold these investments to maturity, the Company does not consider these investments to be other than temporarily impaired at December 31, 2015. None of Company's investments have been in an unrealized loss position for more than one year.

The following table summarizes the amortized cost and fair value of the short-term and long-term investments held by the Company at December 31, 2015 by contractual maturity (in thousands):

	Amortized Cost	Fair Value
Due in less than one year	\$ 50,254	\$ 50,190
Due after one year, through two years	8,525	8,521
Due after two years	—	—
Total short-term and long-term investments	\$ 58,779	\$ 58,711

3. Inventory

Inventories consisted of the following at December 31 (in thousands):

	2015	2014
Raw materials	\$ 8,748	\$ 11,031
Work-in-process	105	111
Finished goods	6,910	7,181
Total inventory	\$ 15,763	\$ 18,323

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

4. Property and Equipment

Property and equipment consisted of the following at December 31 (in thousands):

	Estimated Useful Life	2015	2014
Land	N/A	\$ 2,900	\$ 2,900
Building and leasehold improvements	3-39 years	15,246	14,302
Production equipment	3-7 years	18,689	18,443
Computer equipment	3-5 years	8,048	7,209
Furniture and office equipment	5-7 years	4,116	3,066
Vehicles	5 years	713	270
Website development costs	3 years	601	601
Capitalized software development costs	3 years	3,670	3,670
Construction-in-process	N/A	3,885	968
Total cost		57,868	51,429
Less: Accumulated depreciation		(36,020)	(33,906)
Property and equipment, net		\$ 21,848	\$ 17,523

During the years ended December 31, 2015, 2014 and 2013 the Company recognized a net gain (loss) of approximately \$19,000, \$(17,000) and \$27,000, respectively, for the disposal of property and equipment.

Depreciation and amortization expense relative to property and equipment, including equipment under capital lease, was \$2.3 million, \$4.0 million and \$4.8 million for the years ended December 31, 2015, 2014 and 2013, respectively, of which \$0.7 million, \$2.8 million and \$3.7 million is included in cost of products sold and services provided for the respective years.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

5. Goodwill and Intangible Assets

The changes in the carrying amount of goodwill for the year ended December 31, 2015 were as follows (in thousands):

Balance, January 1, 2015	\$	2,206
Goodwill acquired		7,390
Balance, December 31, 2015	\$	<u>9,596</u>

Intangible assets (other than goodwill) consisted of the following (in thousands):

	Useful Life	December 31, 2015			December 31, 2014		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized:							
Domain names	5 years	\$ 125	\$ (120)	\$ 5	\$ 125	\$ (114)	\$ 11
Issued patents	4-15 years	1,866	(659)	1,207	1,759	(549)	1,210
Issued trademarks	3-11 years	603	(255)	348	566	(205)	361
Customer relationships	4-8 years	1,035	(93)	942	—	—	—
Non-compete agreements	3-4 years	464	(164)	300	—	—	—
Developed technology	7 years	3,470	(326)	3,144	—	—	—
Total amortized		<u>7,563</u>	<u>(1,617)</u>	<u>5,946</u>	<u>2,450</u>	<u>(868)</u>	<u>1,582</u>
Not amortized:							
TASER trademark		900		900	900		900
Patents and trademarks pending		742		742	633		633
Total not amortized		<u>1,642</u>		<u>1,642</u>	<u>1,533</u>		<u>1,533</u>
Total intangible assets		<u>\$ 9,205</u>	<u>\$ (1,617)</u>	<u>\$ 7,588</u>	<u>\$ 3,983</u>	<u>\$ (868)</u>	<u>\$ 3,115</u>

Amortization expense related to intangible assets was \$0.8 million, \$0.2 million and \$0.2 million for the years ended December 31, 2015, 2014 and 2013, respectively. Estimated amortization for intangible assets with definitive lives for the next five years is as follows for the years ended December 31 (in thousands):

2016	\$	942
2017		938
2018		925
2019		803
2020		741
Thereafter		1,597
Total	\$	<u>5,946</u>

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

6. Other Long-Term Assets

Other long-term assets consisted of the following at December 31 (in thousands):

	2015	2014
Cash surrender value of corporate-owned life insurance policies (Note 1)	\$ 2,180	\$ 1,080
Prepaid commissions ⁽ⁱ⁾	3,543	1,058
Accounts receivable ⁽ⁱⁱ⁾	1,227	—
Prepaid expenses, deposits and other	246	385
Total other long-term assets	\$ 7,196	\$ 2,523

⁽ⁱ⁾ Prepaid commissions represent customer acquisition costs to secure long-term contracts. The Company capitalizes incremental and direct costs related to a specific contract and recognizes expense over the term of the contract.

⁽ⁱⁱ⁾ Long-term accounts receivable as of December 31, 2015 consist of balances related to sales made under the Officer Safety Program (Note 1h). These balances are collectible over the stated contract period, which is typically five years, and are actively monitored for collectability.

7. Deferred Revenue

Deferred revenue consisted of the following at December 31 (in thousands):

	December 31, 2015			December 31, 2014		
	Current	Long-Term	Total	Current	Long-Term	Total
Warranty:						
TASER Weapons	\$ 7,278	\$ 13,982	\$ 21,260	\$ 6,591	\$ 13,809	\$ 20,400
Axon	2,332	2,344	4,676	679	894	1,573
	9,610	16,326	25,936	7,270	14,703	21,973
Hardware:						
TASER Weapons	952	2,459	3,411	365	753	1,118
Axon	786	7,382	8,168	491	2,643	3,134
	1,738	9,841	11,579	856	3,396	4,252
Axon Services	9,303	4,023	13,326	5,717	3,569	9,286
Other	200	—	200	177	—	177
Total	\$ 20,851	\$ 30,190	\$ 51,041	\$ 14,020	\$ 21,668	\$ 35,688

	December 31, 2015			December 31, 2014		
	Current	Long-Term	Total	Current	Long-Term	Total
TASER Weapons and other	\$ 8,430	\$ 16,441	\$ 24,871	\$ 7,133	\$ 14,562	\$ 21,695
Axon	12,421	13,749	26,170	6,887	7,106	13,993
Total	\$ 20,851	\$ 30,190	\$ 51,041	\$ 14,020	\$ 21,668	\$ 35,688

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

8. Accrued Liabilities

Accrued liabilities consisted of the following at December 31 (in thousands):

	2015	2014
Accrued salaries and benefits	\$ 3,637	\$ 3,699
Accrued judgments and settlements	65	108
Accrued professional fees	718	257
Accrued warranty expense	314	675
Accrued income and other taxes	1,215	539
Other accrued expenses	2,694	3,967
Accrued liabilities	<u>\$ 8,643</u>	<u>\$ 9,245</u>

9. Commitments and Contingencies**a. Operating and capital lease obligations**

The Company has entered into operating leases for various office space, storage facilities and equipment. As of December 31, 2015, the Company's leases are for terms ranging from less than one year to 15 years. The Company's leases generally contain multi-year renewal options and escalation clauses. Rent expense under all operating leases, including both cancelable and non-cancelable leases, was \$1.0 million, \$0.9 million and \$0.8 million for the years ended December 31, 2015, 2014, and 2013, respectively.

Future minimum lease payments under non-cancelable leases at December 31, 2015, are as follows (in thousands):

	Operating	Capital
2016	\$ 771	\$ 30
2017	776	—
2018	702	—
2019	474	—
2020	484	—
Thereafter	1,112	—
Total minimum lease payments	<u>\$ 4,319</u>	<u>30</u>
Less: Amount representing interest		(1)
Capital lease obligation		<u>\$ 29</u>

b. Purchase commitments

The Company routinely enters into cancelable purchase orders with many of its key vendors. Based on the strategic relationships with many of these vendors, the Company's ability to cancel these purchase orders and maintain a favorable relationship would be limited. As of December 31, 2015, the Company has approximately \$23.0 million of open purchase orders.

c. Litigation**Product Litigation**

The Company is currently named as a defendant in 9 lawsuits in which the plaintiffs allege either wrongful death or personal injury in situations in which a TASER CEW was used (or present) by law enforcement officers in connection with arrests or during training exercises. While the facts vary from case to case, the product liability claims are typically based on an alleged product defect resulting in injury or death, usually involving a failure to warn, and the plaintiffs are seeking monetary damages. One recent lawsuit alleges fraud and misrepresentation and is seeking punitive damages in addition to compensatory damages. The information throughout this note is current through the date of these financial statements.

As a general rule, it is the Company's policy not to settle suspect injury or death cases. Exceptions are sometimes made where the settlement is strategically beneficial to the Company. Also, on occasion, the Company's insurance carrier has settled

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

such lawsuits over the Company's objection where the risk is over the Company's liability insurance deductibles. Due to the confidentiality of the Company's litigation strategy and the confidentiality agreements that are executed in the event of a settlement, the Company does not identify or comment on which specific lawsuits have been settled or the amount of any settlement.

In 2009, the Company implemented new risk management strategies, including revisions to product warnings and training to better protect both the Company and its customers from litigation based on 'failure to warn' theories – which comprise the vast majority of the cases against the Company. These risk management strategies have been highly effective in reducing the rate and exposure from litigation post-2009. From the third quarter of 2011 through the date of these financial statements, product liability cases have been reduced from 55 active to 9 active cases.

Management believes that pre-2009 cases have a different risk profile than cases which have occurred since the risk management procedures were introduced in 2009. Therefore, the Company necessarily treats certain pre-2009 cases as exceptions to the Company's general no settlement policy in order to reduce caseload, legal costs and liability exposure. The Company intends to continue its successful practice of aggressively defending and generally not settling litigation except in very limited and unusual circumstances as described above.

With respect to each of the pending lawsuits, the following table lists the name of plaintiff, the date the Company was served with process, the jurisdiction in which the case is pending, the type of claim and the status of the matter.

Plaintiff	Month Served	Jurisdiction	Claim Type	Status
Derbyshire	Nov-09	Ontario, Canada Superior Court of Justice	Officer Injury	Discovery Phase
Thompson	Mar-10	11th Judicial Circuit Court, Miami-Dade County, FL	Suspect Injury During Arrest	Discovery Phase
Doan	Apr-10	The Queen's Bench Alberta, Red Deer Judicial Dist.	Wrongful Death	Discovery Phase
Shymko	Dec-10	The Queen's Bench, Winnipeg Centre, Manitoba	Wrongful Death	Pleading Phase
Ramsey	Jan-12	12th Judicial Circuit Court, Manatee County, FL	Wrongful Death	Discovery Phase
Firman	Apr-12	Ontario, Canada Superior Court of Justice	Wrongful Death	Pleading Phase
Schrock	Sep-14	San Bernardino County Superior Court, CA	Wrongful Death	Discover Phase - Trial scheduled July 2016
Llach	Sep-15	11th Judicial Circuit Court, Miami-Dade County, FL	Wrongful Death	Discovery Phase
Bennett	Sep-15	11th Judicial Circuit Court, Miami-Dade County, FL	Wrongful Death	Discovery Phase

There were 7 cases that were dismissed or judgment entered during the fourth quarter of 2015 and through the date of these financial statements. Cases that were dismissed or judgment entered in prior fiscal quarters are not included.

Plaintiff	Month Served	Jurisdiction	Claim Type	Status
Koon	Dec-08	17th Judicial Circuit Court, Broward County, FL	Training Injury	Dismissed
Moore	Nov-14	St. Louis County Circuit Court, MO	Wrongful Death	Dismissed
Jones	Jan-15	Los Angeles County Superior Court, CA	Suspect Injury	Dismissed
McKelvey	Apr-15	US District Court, OR	Wrongful Death	Dismissed
Price	Jul-15	US District Court, OR	Wrongful Death	Dismissed
Mitchell	Apr-12	US District Court, ED MI	Wrongful Death	Company won appeal with three judge panel, Plaintiff's petition for full Court of Appeals review denied
Demery	Aug-15	US District Court, WD LA	Wrongful Death	Dismissed

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The claims, and in some instances the defense, of each of these lawsuits have been submitted to the Company's insurance carriers that maintained insurance coverage during the applicable periods. The Company continues to maintain product liability insurance coverage with varying limits and deductibles. The following table provides information regarding the Company's product liability insurance. Remaining insurance coverage is based on information received from the Company's insurance provider (in millions).

Policy Year	Policy Start Date	Policy End Date	Insurance Coverage	Deductible Amount	Defense Costs Covered	Remaining Insurance Coverage	Active Cases and Cases on Appeal
2004	12/1/2003	12/1/2004	\$ 2.0	\$ 0.1	N	\$ 2.0	n/a
2005	12/1/2004	12/1/2005	10.0	0.3	Y	7.0	n/a
2006	12/1/2005	12/1/2006	10.0	0.3	Y	3.7	n/a
2007	12/1/2006	12/1/2007	10.0	0.3	Y	8.0	n/a
2008	12/1/2007	12/15/2008	10.0	0.5	Y	—	n/a
2009	12/15/2008	12/15/2009	10.0	1.0	N	10.0	Derbyshire
2010	12/15/2009	12/15/2010	10.0	1.0	N	10.0	Thompson, Shymko, Doan
2011	12/15/2010	12/15/2011	10.0	1.0	N	10.0	n/a
Jan-Jun 2012	12/15/2011	6/25/2012	7.0	1.0	N	7.0	Ramsey, Firman
Jul-Dec 2012	6/25/2012	12/15/2012	12.0	1.0	N	12.0	n/a
2013	12/15/2012	12/15/2013	12.0	1.0	N	12.0	n/a
2014	12/15/2013	12/15/2014	11.0	4.0	N	11.0	Schrock
2015	12/15/2014	12/15/2015	10.0	5.0	N	10.0	Llach, Bennett

Other Litigation

In November, 2015 the Company filed a complaint against Phazzer Electronics Inc. and Sang Min International Co. Ltd. for patent infringement, trademark infringement and false advertising. This litigation is in the pleading phase.

In February 2016, the Company was served with a first amended complaint filed by Digital Ally in the Federal District Court for the District of Kansas alleging patent infringement, commercial bribery, contracts, combinations and conspiracies in restraint of trade and unfair or anti-competitive acts and practices. The first amended complaint seeks a judgment of infringement, monetary damages, a permanent injunction, punitive damages and attorneys' fees and costs. The Company believes the first amended complaint is frivolous and the Company will vigorously defend this litigation. This litigation is in the pleading phase.

General

From time to time, the Company is notified that it may be a party to a lawsuit or that a claim is being made against it. It is the Company's policy to not disclose the specifics of any claim or threatened lawsuit until the summons and complaint are actually served on the Company. After carefully assessing the claim, and assuming the Company determines that it is not at fault or it disagrees with the damages or relief demanded, the Company vigorously defends any lawsuit filed against the Company. In certain legal matters, the Company records a liability when losses are deemed probable and reasonably estimable. In evaluating matters for accrual and disclosure purposes, the Company takes into consideration factors such as its historical experience with matters of a similar nature, the specific facts and circumstances asserted, the likelihood of prevailing, and the severity of any potential loss. The Company reevaluates and updates its accruals as matters progress over time.

Based on the Company's assessment of outstanding litigation and claims as of December 31, 2015, the Company has determined that it is not reasonably possible that these lawsuits will individually, or in the aggregate, materially affect its results of operations, financial condition or cash flows. However, the outcome of any litigation is inherently uncertain and there can be no assurance that any expense, liability or damages that may ultimately result from the resolution of these matters will be covered by insurance or will not be in excess of amounts recognized or provided by insurance coverage and will not have a material adverse effect on the Company's operating results, financial condition or cash flows.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

d. Employment Agreements

The Company has employment agreements with certain key executives. The Company may terminate the agreements with or without cause. Should the Company terminate the agreements without cause, or upon a change of control of the Company or death or disability of the employee, the employee, or family of the employee, are entitled to additional compensation. Under these circumstances, these officers and employees would receive cash compensation amounts remaining under their contracts upon termination, which range from approximately \$1.0 million to \$2.0 million in the aggregate at December 31, 2015, depending on the nature of the termination event. In March 2015, the Company finalized its severance agreement with a former executive whose position was eliminated in 2014, and for which the Company had accrued approximately \$0.5 million as of December 31, 2014.

e. Off-Balance Sheet Arrangements

Under certain circumstances, the Company uses letters of credit and surety bonds to guarantee its performance under various contracts, principally in connection with the installation and integration of its Axon cameras and related technologies. Certain of the Company's letters of credit contracts and surety bonds have stated expiration dates with others being released as the contractual performance terms are completed. The Company expects to fulfill all contractual performance obligations related to outstanding guarantees. At December 31, 2015, the Company had outstanding letters of credit of approximately \$3.0 million. Of that amount, \$2.7 million is expected to expire in May 2017 and \$0.3 million is expected to expire in January 2017. Additionally, the Company had approximately \$2.4 million of outstanding surety bonds at December 31, 2015, with \$2.2 million expiring in July 2018 and the remaining \$0.2 million expected to be released during the third quarter of 2016.

10. Income Taxes

Significant components of the Company's deferred income tax assets and liabilities are as follows at December 31 (in thousands):

	2015	2014
Deferred income tax assets:		
Net operating loss carryforward	\$ 649	\$ 343
Deferred revenue	6,762	4,141
Deferred compensation	1,252	423
Inventory reserve	956	508
Non-qualified and non-employee stock option expense	3,393	3,094
Capitalized research and development	3,348	4,847
Alternative minimum tax carryforward	—	1,081
Research and development tax credit carryforward	2,386	2,139
Reserves, accruals, and other	1,067	1,897
Total deferred income tax assets	19,813	18,473
Deferred income tax liabilities:		
Depreciation	(2,228)	(1,674)
Amortization	(1,979)	(236)
Other	(187)	—
Total deferred income tax liabilities	(4,394)	(1,910)
Net deferred income tax assets before valuation allowance	15,419	16,563
Valuation allowance	(1,700)	(500)
Net deferred income tax assets	\$ 13,719	\$ 16,063

In November 2015, the FASB issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes ("ASU 2015-17"). This standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The Company elected early adoption of ASU 2015-17 effective December 31, 2015, on a retrospective basis. Adoption of this ASU resulted in a reclassification of net current deferred tax assets

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

to the net noncurrent deferred tax asset in the Consolidated Balance Sheet as of both December 31, 2015 and December 31, 2014. This accounting change had no impact on the Company's consolidated results of operations or comprehensive income.

For the years ended December 31, 2015, 2014 and 2013 the provision for income taxes includes \$6.9 million, \$8.0 million and \$6.8 million, respectively, of tax expense resulting from stock-based compensation tax benefits that have been recorded as increases to additional paid-in capital on the consolidated statement of changes in stockholders' equity.

The Company has \$0.3 million of state net operating losses ("NOLs") which expire at various dates between 2016 and 2031. The Company also has Federal NOLs of \$1.3 million which expire between 2031 and 2035, and are subject to limitation under IRC Section 382. The Company has \$43,000 of federal research and development ("R&D") credits which expire in 2022 and 2023, and are also subject to limitation under IRC Section 382. The Company has \$5.8 million of Arizona R&D credits carrying forward, which expire at various dates between 2018 and 2029, and California R&D credit carry forwards for financial reporting purposes of \$0.1 million which do not expire. In the UK, the Company has \$1.0 million of NOLs which do not expire.

In preparing the Company's consolidated financial statements, management has assessed the likelihood that deferred income tax assets will be realized from future taxable income. In evaluating the ability to recover its deferred income tax assets, management considers all available evidence, positive and negative; including the Company's operating results, ongoing tax planning and forecasts of future taxable income on a jurisdiction by jurisdiction basis. A valuation allowance is established if it is determined that it is more likely than not that some portion or all of the net deferred income tax assets will not be realized. Management exercises significant judgment in determining the Company's provisions for income taxes, its deferred income tax assets and liabilities and its future taxable income for purposes of assessing its ability to utilize any future tax benefit from its deferred income tax assets.

Although management believes that its tax estimates are reasonable, the ultimate tax determination involves significant judgments that could become subject to audit by tax authorities in the ordinary course of business. As of each reporting date, management considers new evidence, both positive and negative, that could impact management's view with regards to future realization of deferred tax assets. As of December 31, 2015, the Company continues to demonstrate three-year cumulative pre-tax income in the U.S. federal and Arizona tax jurisdictions; however, the Arizona R&D Tax Credits start to expire in 2018 with a significant tranche with a gross value of \$1.2 million expiring in 2019. Under the Company's new structure, it appears that long term investments which impact short term profits will likely result in some of the R&D credits expiring before they are utilized. Therefore, management has concluded that it is more likely than not that a portion of the Company's deferred tax assets will not be realized.

Significant components of the provision for income taxes are as follows for the years ended December 31 (in thousands):

	2015	2014	2013
Current:			
Federal	\$ 13,594	\$ 7,793	\$ 7,963
State	996	800	987
Total current	<u>14,590</u>	<u>8,593</u>	<u>8,950</u>
Deferred:			
Federal	288	2,656	764
State	984	942	(143)
Foreign	(278)	—	—
Total deferred	<u>994</u>	<u>3,598</u>	<u>621</u>
Tax provision recorded as an increase in liability for unrecorded tax benefits	(156)	202	219
Provision for income taxes	<u>\$ 15,428</u>	<u>\$ 12,393</u>	<u>\$ 9,790</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

A reconciliation of the Company's effective income tax rate to the federal statutory rate follows for the years ended December 31 (in thousands):

	2015	2014	2013
Federal income tax at the statutory rate	\$ 12,347	\$ 11,236	\$ 9,812
State income taxes, net of federal benefit	1,061	1,433	1,283
Difference between statutory and foreign tax rates ⁽ⁱ⁾	2,442	—	—
Permanent differences ⁽ⁱⁱ⁾	(205)	98	(96)
Research and development	(1,050)	(452)	(386)
Return to provision adjustment	(67)	28	(361)
Change in liability for unrecognized tax benefits	(156)	202	219
Incentive stock option benefit	(144)	(616)	(538)
Change in valuation allowance	1,200	500	—
Other	—	(36)	(143)
Provision for income taxes	<u>\$ 15,428</u>	<u>\$ 12,393</u>	<u>\$ 9,790</u>
Effective tax rate	43.6%	38.4%	34.9%

⁽ⁱ⁾ The difference between statutory and foreign tax rates of \$2.4 million was largely driven by losses incurred in a newly formed foreign entity for which no tax benefit will be realized, partially reduced by a tax benefit for newly formed foreign entities for which the statutory tax rate is lower than the U.S. statutory tax rate.

⁽ⁱⁱ⁾ Permanent differences include certain expenses that are not deductible for tax purposes including lobbying fees as well as favorable items including the domestic production activities deduction

The Company has completed research and development tax credit studies which identified approximately \$12.0 million in tax credits for federal, Arizona and California income tax purposes related to the 2003 through 2015 tax years. Management has made the determination that it is more likely than not that the full benefit of the R&D tax credit will not be sustained on examination and recorded a liability for unrecognized tax benefits of \$3.2 million as of December 31, 2015. In addition, management accrued approximately \$0.2 million for estimated uncertain tax positions related to certain state income tax liabilities. Should the unrecognized tax benefit of \$3.4 million be recognized, the Company's effective tax rate would be favorably impacted.

The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying Consolidated Statement of Operations. As of December 31, 2015 and 2014, respectively, the Company had accrued interest of \$55,000 and \$46,000.

The following table presents a roll forward of the Company's liability for unrecognized tax benefits, exclusive of accrued interest, as of December 31 (in thousands):

	2015	2014	2013
Balance, beginning of period	\$ 3,325	\$ 3,110	\$ 2,903
(Decrease) increase in previous year tax positions	(389)	—	57
Increase in current year tax positions	270	121	144
Decrease due to lapse of statute of limitations	(14)	—	—
Increase related to adjustment of previous estimates of activity	204	94	6
Balance, end of period	<u>\$ 3,396</u>	<u>\$ 3,325</u>	<u>\$ 3,110</u>

Federal income tax returns for 2004 through 2015 remain open to examination by the U.S. Internal Revenue Service (the "IRS"), while state and local income tax returns for 2004 through 2015 also remain open to examination by state taxing authorities. The 2004 through 2009 income tax returns are only open to the extent that net operating loss or other tax attributes carrying forward from those years were utilized in 2011 through 2015. The foreign tax returns for 2012 through 2015 also remain open to examination. During 2015 the IRS completed its examination of the Company's 2012 tax year. The Company has not been notified by any major state tax jurisdictions that it will be subject to examination.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company considers the earnings of certain non-U.S. subsidiaries to be indefinitely reinvested outside of the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and the Company's specific plans for reinvestment of those subsidiary earnings. It is not practicable to estimate the amount of the deferred tax liability, if any, related to investments in those foreign subsidiaries. If the Company decides to repatriate the foreign earnings, it would need to adjust its income tax provision in the period it determined that the earnings will no longer be indefinitely invested outside the United States.

11. Line of Credit

The Company has a \$10.0 million revolving line of credit with a domestic bank. At December 31, 2015 and 2014, there were no borrowings under the line. As of December 31, 2015, the Company had letters of credit outstanding of \$3.0 million under the facility and available borrowing of \$7.0 million. The line is secured by substantially all of the assets of the Company, and bears interest at varying rates (currently LIBOR plus 1.5% or Prime less 0.75%). The line of credit matures on July 31, 2017, and requires monthly payments of interest only. The Company's agreement with the bank requires it to comply with certain financial and other covenants including maintenance of a minimum leverage ratio and fixed charge coverage ratio. The leverage ratio (ratio of total liabilities to tangible net worth) can be no greater than 1 :1, and the fixed charge coverage ratio can be no less than 1.25 :1, based upon a trailing twelve -month period. At December 31, 2015, the Company's tangible net worth ratio was 0.52 :1 and its fixed charge coverage ratio was 2.41 :1. Accordingly, the Company was in compliance with these covenants.

12. Stockholders' Equity

a. Common Stock and Preferred Stock

The Company has authorized the issuance of two classes of stock designated as "common stock" and "preferred stock," each having a par value of \$0.00001 per share. The Company is authorized to issue 200 million shares of common stock and 25 million shares of preferred stock.

b. Stock Repurchase

In May 2014, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$30.0 million of the Company's outstanding common stock subject to stock market conditions and corporate considerations. Under this program, which was completed in the third quarter of 2015, the Company purchased approximately 2.0 million common shares for a total cost of approximately \$30.0 million, or a weighted average cost, including commissions of \$14.85 per share. As of December 31, 2015, no amounts remain available under the plan for future purchases.

In February 2013, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$25.0 million of the Company's outstanding common stock subject to stock market conditions and corporate considerations. Under this program, which was completed in the second quarter of 2013, the Company purchased approximately 3.0 million common shares for a total cost of approximately \$25.0 million, or a weighted average cost, including commissions, of \$8.20 per share.

c. Stock-based Compensation Plans

The Company has historically utilized stock-based compensation, consisting of restricted stock units ("RSUs") and stock options, for key employees and non-employee directors as a means of attracting and retaining quality personnel. Service-based grants generally have a vesting period of 3 to 5 years and a contractual maturity of ten years. Performance-based grants generally have vesting periods ranging from 1 to 5 years and a contractual maturity of ten years.

On February 25, 2013, the Company's Board of Directors approved the 2013 Stock Incentive Plan (the "2013 Plan") which was subsequently approved by stockholders at the Annual Meeting of Stockholders on May 23, 2013. Under the 2013 Plan, the Company reserved for future grants: (i) 1.6 million shares of common stock, plus (ii) the number of shares of common stock that were authorized but unissued under the Company's 2009 Stock Incentive Plan (the "2009 Plan") as of the effective date of the 2013 Plan, and (iii) the number of shares of stock that have been granted under the 2009 Plan that either terminate, expire or lapse for any reason after the effective date of the 2013 Plan. As of December 31, 2015, approximately 1.3 million shares remain available for future grants. Shares issued upon exercise of stock awards from these plans have historically been issued from the Company's authorized unissued shares.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

d. Performance-based stock awards

The Company has issued performance-based stock options and performance-based RSUs, the vesting of which is contingent upon the achievement of certain performance criteria related to the operating performance of the Company as well as successful and timely development and market acceptance of future product introductions. In addition, certain of the performance RSUs have additional service requirements subsequent to the achievement of the performance criteria. Compensation expense is recognized over the implicit service period (the longer of the period the performance condition is expected to be achieved or the required service period) based on management's estimate of the probability of the performance criteria being satisfied, adjusted at each balance sheet date.

e. Restricted Stock Units

The following table summarizes RSU activity for the years ended December 31:

	2015		2014		2013	
	Number of Units	Weighted Average Grant-Date Fair Value	Number of Units	Weighted Average Grant-Date Fair Value	Number of Units	Weighted Average Grant-Date Fair Value
Units outstanding, beginning of year	1,226,088	\$ 13.23	1,279,123	\$ 9.67	582,212	\$ 5.42
Granted	515,633	26.18	554,328	16.98	1,054,293	10.72
Released	(487,951)	11.82	(432,706)	7.61	(257,693)	5.44
Forfeited	(114,493)	16.72	(174,657)	13.08	(99,689)	6.86
Units outstanding, end of year	<u>1,139,277</u>	<u>19.30</u>	<u>1,226,088</u>	<u>13.23</u>	<u>1,279,123</u>	<u>9.67</u>
Aggregate intrinsic value at year end (in thousands)	\$ 19,698					

Aggregate intrinsic value represents the Company's closing stock price on the last trading day of the period, which was \$17.29 per share at December 31, 2015, multiplied by the number of restricted stock units. The fair value as of the respective vesting dates of RSUs that vested during the year ended December 31, 2015 was \$12.2 million. Certain RSUs that vested in 2015 were net-share settled such that the Company withheld shares with value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. Total shares withheld during 2015 were 54,182 and had a value of approximately \$1.4 million on their respective vesting dates as determined by the Company's closing stock price. Payments for the employees' tax obligations are reflected as a financing activity within the statement of cash flows. These net-share settlements had the effect of share repurchases by the Company as they reduced the amount of shares that would have otherwise been issued as a result of the vesting.

In 2015, 2014 and 2013, the Company granted approximately 49,000, 140,000 and 270,000 performance-based RSUs, respectively (included in the table above). Certain of the performance-based RSUs outstanding as of December 31, 2015 can vest with a range of shares earned being between 0% and 200% of the targeted shares granted, depending on the final achievement of pre-determined performance criteria achieved as of the measurement date. As of December 31, 2015, the performance criteria has been met for none of the 0.1 million performance-based RSUs outstanding. The Company recognized \$1.5 million, \$1.0 million and \$1.4 million of compensation expense related to performance-based RSUs during the years ended December 2015, 2014 and 2013, respectively.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

f. Stock Option Activity

The following table summarizes stock option activity for the years ended December 31:

	2015		2014		2013	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding, beginning of year	1,641,083	\$ 5.26	3,365,692	\$ 6.15	6,321,076	\$ 6.05
Granted	—	—	—	—	—	—
Exercised	(525,180)	4.95	(1,644,146)	6.69	(2,671,058)	5.75
Expired / terminated	(13,158)	7.27	(80,463)	16.59	(284,326)	7.83
Options outstanding, end of year	1,102,745	5.37	1,641,083	5.26	3,365,692	6.15
Options exercisable, end of year	1,072,145	5.39	1,605,789	5.27	3,217,146	6.22
Options expected to vest, end of year	25,000	4.75				

No stock options were granted in 2015, 2014 or 2013. Total intrinsic value of options exercised was \$13.6 million, \$20.2 million and \$15.7 million for the years ended December 31, 2015, 2014 and 2013, respectively. The intrinsic value for options exercised was calculated as the difference between the exercise price of the underlying stock option awards and the market price of the Company's common stock on the date of exercise.

The following table summarizes information about stock options outstanding and exercisable as of December 31, 2015:

Range of Exercise Price	Options Outstanding			Options Exercisable		
	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Options Exercisable	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)
\$4.00 - \$5.00	783,598	\$ 4.64	3.73	752,998	\$ 4.63	3.76
\$5.01 - \$7.00	137,936	5.58	2.95	137,936	5.58	2.95
\$7.01 - \$10.00	113,322	7.24	2.20	113,322	7.24	2.20
\$10.01 - \$16.23	67,889	10.30	1.40	67,889	10.30	1.40
\$4.00 - \$16.23	1,102,745	5.37	3.33	1,072,145	5.39	3.34

The aggregate intrinsic value of options outstanding and options exercisable at December 31, 2015, was \$13.1 million and \$12.8 million, respectively. Aggregate intrinsic value represents the difference between the exercise price of the underlying stock option awards and the closing market price of the Company's common stock of \$17.29 on December 31, 2015.

At December 31, 2015, the Company had 30,600 unvested options outstanding with a weighted average exercise price of \$4.75 per share, weighted average grant-date fair value of \$2.58 per share and weighted average remaining contractual life of 3.0 years. The aggregate intrinsic value of unvested options at December 31, 2015 was \$0.4 million.

The Company granted approximately 1.0 million performance-based stock options (included in the table above) from 2008 through 2011. As of December 31, 2015, approximately 0.2 million performance-based stock options are outstanding, of which approximately 30,600 are unvested and 25,000 are expected to vest. The aggregate grant-date fair value of the 0.2 million performance-based stock options vested and expected to vest as of December 31, 2015 was approximately \$0.6 million. During 2015, the Company determined that 25,000 performance-based stock options that were previously not expected to vest were now expected to vest, and the Company recorded approximately \$0.1 million of expense related to these options during the year ended December 31, 2015. The Company recognized no stock-based compensation expense related to performance-based stock options during the year ended December 31, 2014 and approximately \$0.1 million during the year ended December 31, 2013.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

g. Stock-based Compensation Expense

The Company accounts for stock-based compensation using the fair-value method. Reported stock-based compensation was classified as follows for the years ended December 31 (in thousands):

	2015	2014	2013
Cost of products sold and services delivered	\$ 402	\$ 204	\$ 175
Sales, general and administrative expenses	4,285	3,555	3,158
Research and development expenses	2,576	1,820	1,007
Total stock-based compensation	<u>\$ 7,263</u>	<u>\$ 5,579</u>	<u>\$ 4,340</u>

Total stock-based compensation expense recognized in the statements of operations for the years ended December 31, 2015, 2014 and 2013 includes \$0.1 million, \$28,000 and \$0.1 million, respectively, related to ISOs for which no tax benefit is recognized. The Company recorded a tax benefit in 2015, 2014, and 2013 of \$0.2 million, \$0.7 million, and \$0.6 million, respectively, to offset taxes payable related to the non-qualified disposition of ISOs exercised and sold. For the years ended December 31, 2015, 2014 and 2013 the provision for income taxes included \$6.9 million, \$8.0 million and \$6.8 million, respectively, of tax expense resulting from the fact that stock-based compensation tax benefits have been recorded as increases to additional paid-in capital on the consolidated statements of changes in stockholders' equity. The total future tax benefits related to non-qualified and restricted stock units was \$3.4 million and \$3.1 million as of December 31, 2015 and 2014, respectively.

As of December 31, 2015, there was \$16.8 million in unrecognized compensation costs related to RSUs under the Company's stock plans. The Company expects to recognize the cost related to the RSUs over a weighted average period of 2.65 years.

13. Related Party Transactions

The Company engages Mark Kroll, a member of the Board of Directors, to provide consulting services. The expenses related to these services were \$0.2 million for each of the years ended December 31, 2015, 2014 and 2013. At December 31, 2015 and 2014, the Company had accrued liabilities of approximately \$31,000 and \$8,000, respectively, related to these services.

The Company subscribes to a mobile collaboration software suite co-founded and managed by Bret Taylor, a member of the Board of Directors. The Company licenses the software for approximately \$80,000 per year. As of December 31, 2015 and 2014 the Company had prepaid subscription costs of approximately \$36,000 and \$20,000, respectively.

In connection with the acquisition of Tactical Safety Responses Limited (Note 15), the Company assumed two long-term non-cancellable operating leases for business premises with the former owners who are now employees of the Company. The leases have an average remaining contractual term 11.3 years and require aggregate annual rental payments of approximately \$45,000.

14. Employee Benefit Plans

The Company has a defined contribution profit sharing 401 (k) plan for eligible employees, which is qualified under Sections 401 (a) and 401 (k) of the Internal Revenue Code of 1986, as amended. Employees are entitled to make tax-deferred contributions of up to the maximum allowed by law of their eligible compensation. Contributions to the plans are made by both the employee and the Company. Company contributions are based on the level of employee contributions and are immediately vested. The Company's matching contributions to the plan for the years ended December 31, 2015, 2014 and 2013, were approximately \$1.2 million, \$0.9 million and \$0.7 million, respectively.

The Company also has a non-qualified deferred compensation plan for certain executives, key employees and non-employee directors through which participants may elect to postpone the receipt and taxation of a portion of their compensation, including stock-based compensation, received from the Company. The non-qualified deferred compensation plan allows eligible participants to defer up to 80% of their base salary and up to 100% of other types of compensation. The plan also allows for (i) matching and discretionary employer contributions and (ii) the deferral of vested RSU awards. Employee deferrals are deemed 100% vested upon contribution. Distributions from the plan are made upon retirement, death, separation of service, specified date or upon the occurrence of an unforeseeable emergency. Distributions can be paid in a variety of forms from lump sum to installments over a period of years. Participants in the plan are entitled to select from a wide variety of investments available under the plan and are

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

allocated gains or losses based upon the performance of the investments selected by the participant. All gains or losses are allocated fully to plan participants and the Company does not guarantee a rate of return on deferred balances. Assets related to this plan consist of corporate-owned life insurance contracts and are included in other assets in the consolidated balance sheets. Participants have no rights or claims with respect to any plan assets and any such assets are subject to the claims of the Company's general creditors. Subsequent to December 31, 2015, the Company made contributions to the non-qualified deferred compensation plan related to the year ended December 31, 2015, of approximately \$40,000. Future matching or profit sharing contributions to the plans are at the Company's sole discretion.

15. Business Acquisitions

MediaSolv Solutions Corporation

On May 5, 2015, the Company acquired all of the outstanding capital stock of MediaSolv Solutions Corporation, a Delaware corporation for a total purchase price of \$8.8 million, net of \$0.1 million of cash acquired. MediaSolv primarily provides solutions for interview room video, closed-circuit television ("CCTV") and on-premise digital evidence management. These products will connect with the Company's Axon on-officer cameras and, in some cases, its Evidence.com cloud platform, further enabling law enforcement to unify existing silos of digital media and evidence into a seamless workflow from capture to the courtroom. The Company believes the acquisition will also allow the Company to leverage MediaSolv's existing network and relationships to further strengthen the Company's position in the market.

The purchase price consisted primarily of cash, net of cash acquired and working capital adjustments, of \$7.8 million and contingent consideration of \$1.0 million representing potential earn-outs to former stockholders based on predetermined future financial metrics. The Company also agreed to additional earn-out provisions and compensation adjustments totaling approximately \$4.0 million based, in part, on predefined future financial metrics. The additional earn-outs were not included as part of the purchase price and will be expensed as compensation in the period earned. The fair value of the contingent consideration liability was estimated using a discounted cash flow technique with significant inputs that are not observable in the market and thus represents a Level 3 fair value measurement as defined in ASC 820, Fair Value Measurements and Disclosures. The significant inputs in the Level 3 measurement not supported by market activity included primarily probability assessments related to the attainment of new customers during the earn-out period, appropriately discounted considering the uncertainties associated with the obligation. Subsequent to the date of acquisition, there was no significant change in the estimated fair value of the liability.

The Company's purchase price allocation is preliminary and subject to revision as more detailed analyses are completed and additional information about fair value of assets and liabilities become available, including additional information relating to tax matters and finalization of the valuation of identifiable intangible assets.

The major classes of assets and liabilities to which the Company has allocated the purchase price, on a preliminary basis, are as follows (in thousands):

Accounts receivable and other current assets	\$	590
Inventory		35
Property and equipment		53
Intangible assets		4,145
Goodwill		5,849
Accounts payable and accrued liabilities		(697)
Deferred revenue		(111)
Deferred income tax liabilities, net		(1,041)
Total purchase price	\$	8,823

The Company has assigned the goodwill to the Axon segment. Other identifiable definite lived intangible assets were assigned a total weighted average amortization period of 6.5 years. MediaSolv has been included in the Company's consolidated results of operations subsequent to the acquisition date. Pro forma results of operations for MediaSolv have not been presented because they are not material to the consolidated results of operations. In connection with the acquisition, the Company incurred and expensed costs of approximately \$0.2 million, which included legal, accounting and other third-party expenses related to the transaction.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Tactical Safety Responses Limited

On July 16, 2015, TASER International B.V., a wholly owned subsidiary of the Company, acquired all of the outstanding capital stock of Tactical Safety Responses Limited ("TSR"), a United Kingdom ("UK") corporation. TSR is the Company's licensed distributor of TASER CEWs and Axon cameras and related accessories in the UK. The acquisition is intended to help expand the Company's growth across the UK by growing its in-country sales and support team. The total purchase was \$3.3 million consisting of \$4.0 million cash at close, net of \$0.7 million of cash acquired. The Company also agreed to additional amounts in the form of earn-outs, subject to the achievement of predefined performance metrics. The earn-outs were not included as part of the purchase price and will be expensed as compensation in the period earned. The acquired entity will operate under the name Axon Public Safety UK.

The Company's purchase price allocation is preliminary and subject to revision as more detailed analyses are completed and additional information about fair value of assets and liabilities become available, including additional information relating to tax matters and finalization of the valuation of identifiable intangible assets.

The major classes of assets and liabilities to which the Company has allocated the purchase price, on a preliminary basis, are as follows (in thousands):

Accounts receivable	\$	726
Inventory		497
Property and equipment		583
Other Assets		20
Intangible assets		881
Goodwill		1,608
Accounts payable and accrued liabilities		(207)
Notes payable		(169)
Income tax liabilities		(605)
Total purchase price	\$	<u>3,334</u>

The Company has assigned the goodwill to the consolidated entity. Other identifiable definite lived intangible assets were assigned a total weighted average amortization period of 7.0 years. TSR has been included in the Company's consolidated results of operations subsequent to the acquisition date. Pro forma results of operations for TSR have not been presented because they are not material to the consolidated results of operations. In connection with the acquisition, the Company incurred and expensed costs of approximately \$0.1 million, which included legal, accounting and other third-party expenses related to the transaction.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

16 . Segment Data

The Company's operations are comprised of two reportable segments: the sale of CEWs, accessories and other products and services (the "TASER Weapons" segment); and the video business, which includes the TASER Cam, Axon video products and Evidence.com and MediaSolv (the "Axon" segment). The Company includes only revenues and costs attributable to the Axon segment in that segment. Included in Axon segment costs are: costs of sales for both products and services, overhead allocation based on direct labor, selling expense for the video sales team, video product management expenses, video trade shows and related expenses, and research and development for products included in the Axon segment. All other costs are included in the TASER Weapons segment. The chief operating decision maker does not review assets by segment as part of the financial information provided; therefore, only limited asset information is provided in the following tables.

Information relative to the Company's reportable segments is as follows (in thousands):

	For the year ended December 31, 2015		
	TASER Weapons	Axon	Total
Product sales	\$ 162,375	\$ 22,855	\$ 185,230
Service revenue	—	12,662	12,662
Net sales	162,375	35,517	197,892
Cost of products sold	48,821	16,201	65,022
Cost of services delivered	—	4,223	4,223
Gross margin	113,554	15,093	128,647
Sales, general and administrative	47,640	22,058	69,698
Research and development	4,470	19,144	23,614
Income (loss) from operations	\$ 61,444	\$ (26,109)	\$ 35,335
Purchase of property and equipment	\$ 4,159	\$ 1,844	\$ 6,003
Purchase of intangible assets	277	224	501
Purchase of property and equipment and intangible assets in connection with business acquisitions ^(a)	1,536	11,583	13,119
Depreciation and amortization	2,311	980	3,291

^(a) Total goodwill recorded in connection with business acquisitions during the year ended December 31, 2015 was \$7.5 million . Of this amount, \$0.8 million was assigned to the TASER Weapons segment and \$6.7 million was assigned to the Axon segment.

	For the year ended December 31, 2014		
	TASER Weapons	Axon	Total
Product sales	\$ 145,613	\$ 14,700	\$ 160,313
Service revenue	—	4,212	4,212
Net sales	145,613	18,912	164,525
Cost of products sold	47,680	13,233	60,913
Cost of services delivered	—	2,064	2,064
Gross margin	97,933	3,615	101,548
Sales, general and administrative	42,989	11,169	54,158
Research and development	3,872	11,013	14,885
Litigation judgment	—	—	—
Income (loss) from operations	\$ 51,072	\$ (18,567)	\$ 32,505
Purchase of property and equipment	\$ 2,233	\$ 272	\$ 2,505
Purchase of intangible assets	180	3	183
Depreciation and amortization	3,936	381	4,317

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	For the year ended December 31, 2013		
	TASER Weapons	Axon	Total
Product sales	\$ 127,474	\$ 8,649	\$ 136,123
Service revenue	—	1,708	1,708
Net sales	127,474	10,357	137,831
Cost of products sold	44,025	6,074	50,099
Cost of services delivered	—	1,889	1,889
Gross margin	83,449	2,394	85,843
Sales, general and administrative	40,174	6,383	46,557
Research and development	4,311	5,577	9,888
Litigation recovery	1,450	—	1,450
Income (loss) from operations	\$ 37,514	\$ (9,566)	\$ 27,948
Purchase of property and equipment	\$ 1,324	\$ 459	\$ 1,783
Purchase of intangible assets	307	16	323
Depreciation and amortization	4,011	1,120	5,131

17. Selected Quarterly Financial Data (unaudited)

Selected quarterly financial data for years ended December 31, 2015 and 2014 follows (in thousands, except per share data):

	Quarter Ended			
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015
Net sales	\$ 44,762	\$ 46,713	\$ 50,376	\$ 56,041
Gross margin	29,868	30,723	31,068	36,988
Net income	7,205	6,103	1,521	5,104
Earnings per share ⁽¹⁾ :				
Basic	\$ 0.14	\$ 0.11	\$ 0.03	\$ 0.10
Diluted	\$ 0.13	\$ 0.11	\$ 0.03	\$ 0.09

	Quarter Ended			
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
Net sales	\$ 36,185	\$ 37,175	\$ 44,349	\$ 46,816
Gross margin	22,208	23,214	28,713	27,413
Net income	3,391	3,883	7,558	5,086
Earnings per share ⁽¹⁾ :				
Basic	\$ 0.06	\$ 0.07	\$ 0.14	\$ 0.10
Diluted	\$ 0.06	\$ 0.07	\$ 0.14	\$ 0.09

⁽¹⁾ Basic and diluted earnings per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted earnings per share.

TASER INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

18. Supplemental Disclosure to Cash Flows

Supplemental non-cash and other cash flow information are as follows for the years ended December 31 (in thousands):

	2015		2014		2013
Cash paid for income taxes, net of refunds	\$ 6,759	\$	386	\$	3,625
Non-cash transactions:					
Stock issued for business acquisition	\$ —	\$	—	\$	1,578
Property and equipment purchases in accounts payable	315		270		279

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
TASER International, Inc.

We have audited the accompanying consolidated balance sheets of TASER International, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of operations and comprehensive income, changes in stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of TASER International, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 3, 2016 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Phoenix, Arizona
March 3, 2016

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Attached as exhibits to this Form 10-K are certifications of the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section includes information concerning the controls and controls evaluation referred to in the certifications. This section should be read in conjunction with the certifications and the Grant Thornton LLP attestation report for a more complete understanding of the topics presented.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, we evaluated under the supervision of our CEO and our CFO, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act). Based on this evaluation, our CEO and our CFO have concluded that as of December 31, 2015 our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our CEO and our CFO, as appropriate to allow timely decisions regarding required disclosure.

Management Report On Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the 1934 Act. Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2015 based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of December 31, 2015, our internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Grant Thornton LLP has independently assessed the effectiveness of our internal control over financial reporting and its report is included below.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2015, there was no change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
TASER International, Inc.

We have audited the internal control over financial reporting of TASER International, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2015, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2015, and our report dated March 3, 2016 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP
Phoenix, Arizona
March 3, 2016

Item 9B. Other Information

None.

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

The information required to be disclosed by this item is incorporated herein by reference to our definitive proxy statement for the 2016 Annual Meeting of Stockholders (the “2016 Proxy Statement”) which proxy statement we expect to file with the Securities and Exchange Commission within 120 days after the end of our fiscal year ended December 31, 2015 .

Item 11. Executive Compensation

The information required to be disclosed by this item is incorporated herein by reference to our 2016 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**Equity Compensation Plan Information**

A description of our equity compensation plans approved by our stockholders is included in Note 12 (c) to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K. The following table provides details of our equity compensation plans at December 31, 2015 :

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) (1)	Number of Securities Remaining Available Under Equity Compensation Plans for Future Issuance (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	2,242,022	\$ 5.37	1,301,152
Equity compensation plans not approved by security holders	—		—
Total	2,242,022	\$ —	1,301,152

(1) The weighted average exercise price is calculated based solely on the exercise prices of the outstanding options and does not reflect the shares that will be issued upon the vesting of outstanding awards of restricted stock units which have no exercise price.

All other information required to be disclosed by this item is incorporated herein by reference to our 2016 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required to be disclosed by this item is incorporated herein by reference to our 2016 Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required to be disclosed by this item is incorporated herein by reference to our 2016 Proxy Statement.

PART IV**Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this report:

1. Consolidated financial statements: All consolidated financial statements as set forth under Part II, Item 8 of this report.
2. Supplementary Financial Statement Schedules: Schedule II — Valuation and Qualifying Accounts

Other schedules have not been included because they are not applicable or because the information is included elsewhere in this report. *(Dollars in thousands)*

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
Allowance for doubtful accounts:					
Year ended December 31, 2015	\$ 251	\$ 86	\$ —	\$ (15)	\$ 322
Year ended December 31, 2014	200	142	—	(91)	251
Year ended December 31, 2013	200	24	—	(24)	200
Warranty reserve:					
Year ended December 31, 2015	\$ 675	\$ (62)	\$ —	\$ (299)	\$ 314
Year ended December 31, 2014	955	396	—	(676)	675
Year ended December 31, 2013	484	1,001	—	(530)	955

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3. Exhibits:

Exhibit Number	Description
3.1	Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
3.2**	Bylaws, as amended, effective January 17, 2016
3.3	Certificate of Amendment to Certificate of Incorporation dated September 1, 2004 (incorporated by reference to Exhibit 3.3 to Annual Report on Form 10-KSB, filed March 31, 2005)
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.2 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
10.1*	Executive Employment Agreement with Patrick W. Smith, dated July 1, 1998 (incorporated by reference to Exhibit 10.1 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
10.2*	Form of Indemnification Agreement between the Company and its directors (incorporated by reference to Exhibit 10.4 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
10.3*	Form of Indemnification Agreement between the Company and its officers (incorporated by reference to Exhibit 10.15 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
10.4*	2001 Stock Option Plan (incorporated by reference to Exhibit 10.7 to Registration Statement on Form SB-2, effective May 11, 2001 (Registration No. 333-55658))
10.5*	Executive Employment Agreement with Douglas E. Klint, dated December 15, 2002 (incorporated by reference to Exhibit 10.14 to Annual Report on Form 10-KSB, filed March 14, 2003)
10.6*	Executive Employment Agreement with Daniel Behrendt, dated April 28, 2004 (incorporated by reference to Exhibit 10.14 to Annual Report on Form 10-KSB, filed March 31, 2005)
10.7*	2004 Stock Option Plan (incorporated by reference to Exhibit 10.15 to the Annual Report on Form 10-KSB, filed March 31, 2005)
10.8*	2004 Outside Director Stock Option Plan, as amended (incorporated by reference to Exhibit 10.16 to the Annual Report on Form 10-KSB, filed March 31, 2005)
10.9*	2009 Stock Incentive Plan. (incorporated by reference to Appendix A to 2009 Proxy Statement, filed April 15, 2009)
10.10*	Executive Employment Agreement with Jeff Kukowski, dated August 9, 2010 (incorporated by reference to Exhibit 10.18 to the Annual Report on Form 10-K, filed March 8, 2013)
10.11*	2013 Stock Incentive Plan (incorporated by reference to Appendix of 2013 Proxy Statement, filed on April 3, 2013)
10.12*	TASER International, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to Form 8-K, filed on July 12, 2013)
10.13	Amended and Restated Credit Agreement dated August 18, 2014 between the Company and JP Morgan Chase Bank, NA (incorporated by reference to Exhibit 10.13 to Form 10-K, filed on March 11, 2015)
10.14	Note Modification Agreement dated as of July 29, 2015, between the Company and JP Morgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to Form 10-Q, filed on November 6, 2015)
21.1**	List of Subsidiaries
23.1**	Consent of Grant Thornton, LLP, independent registered public accounting firm
24.1**	Powers of attorney (see signature page)
31.1**	Principal Executive Officer Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2**	Principal Financial Officer Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32.1***	Principal Executive Officer and Principal Financial Officer Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	SBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Label Linkbase Document
101.PRE**	XBRL Taxonomy Presentation Linkbase Document

* Management contract or compensatory plan or arrangement

** Filed herewith

*** Furnished herewith

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS , that each person whose signature appears below constitutes and appoints Patrick W. Smith his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, including all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ HADI PARTOVI</u> Hadi Partovi	Director	March 3, 2016
<u>/s/ JUDY MARTZ</u> Judy Martz	Director	March 3, 2016
<u>/s/ MARK W. KROLL</u> Mark W. Kroll	Director	March 3, 2016
<u>/s/ MICHAEL GARNREITER</u> Michael Garnreiter	Director	March 3, 2016
<u>/s/ JOHN S. CALDWELL</u> John S. Caldwell	Director	March 3, 2016
<u>/s/ RICHARD H. CARMONA</u> Richard H. Carmona	Director	March 3, 2016
<u>/s/ BRET S. TAYLOR</u> Bret S. Taylor	Director	March 3, 2016

BYLAWS OF TASER INTERNATIONAL, INC.,
a Delaware corporation

Adopted January 6, 2001
Amended April 10, 2001
Amended January 17, 2016

AMENDMENTS

Section Number/file	Date Approved
2.03-a. Business to be Transacted	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
2.04. Special Meetings	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
3.03. Classes and Terms	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
3.04. Vacancies	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
3.10. Resignation and Removal	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
Article X: Amendments	April 10, 2001 (by Directors) April 20, 2001 (by Stockholders)
2.12. Action in Writing	January 17, 2016 (by Directors)

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BYLAWS OF TASER INTERNATIONAL, INC.

ARTICLE I: OFFICES

Section 1.01 Registered Office.

The registered office of TASER International, Inc. (the "Corporation") in the State of Delaware shall be that set forth in the Certificate of Incorporation or in the most recent amendment of the Certificate of Incorporation or in a certificate prepared by the Board of Directors and filed with the Secretary of State of Delaware changing the registered office.

Section 1.02. Other Offices.

The Corporation may also have offices and places of business at such other places of business both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II: MEETINGS OF STOCKHOLDERS

Section 2.01. Place of Meetings.

All meetings of the stockholders of the Corporation shall be held at its registered office or at such other place within or without the State of Delaware as shall be stated by the Board of Directors in the notice of the meeting. In the absence of designation otherwise, meetings shall be held at the principal executive offices of the Corporation in the State of Arizona.

Section 2.02. Time of Meetings.

The Board of Directors shall designate the time and day for each meeting. In the absence of such designation, all meetings of the stockholders shall be held at 1:00 p.m., Mountain Time.

Section 2.03. Annual Meetings.

Section 2.03-a. Business to be Transacted. Except as otherwise required by law or regulation, no business proposed by a stockholder to be considered at an annual meeting of the stockholders (including the nomination of any person to be elected as a director of the Corporation) shall be considered by the stockholders at that meeting unless, no later than sixty (60) days before the annual meeting of stockholders or (if later) ten (10) days after the first public notice of that meeting is sent to stockholders, the Corporation receives from the stockholder proposing that business a written notice that sets forth: (1) the nature of the proposed business with reasonable particularity, including the exact text of any proposal to be presented for adoption, and the reasons for conducting that business at the annual meeting; (2) with respect to each such stockholder, that stockholder's name and address (as they appear on the records of the Corporation), business address and telephone number, residence address and telephone number, and the number of shares of each class of stock of the Corporation beneficially owned by that stockholder; (3) any interest of the stockholder in the proposed business; (4) the name or names of each person nominated by the stockholder to be elected or re-elected as a director, if any; and (5) with respect to each nominee, that nominee's name, business address and telephone number, and residence address and telephone number, the number of shares, if any, of each class of stock of the Corporation owned directly and beneficially by that nominee, and all information relating to that nominee that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any provision of law subsequently replacing Regulation 14A, together with a duly acknowledged letter signed by the nominee stating his or her acceptance of the nomination by that stockholder,

stating his or her intention to serve as a director if elected, and consenting to being named as a nominee for director in any proxy statement relating to such election. The person presiding at the annual meeting shall determine whether business (including the nomination of any person as a director) has been properly brought before the meeting and, if the facts so warrant, shall not permit any business (or voting with respect to any particular nominee) to be transacted that has not been properly brought before the meeting. Notwithstanding any other provision of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, and in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law or by the Certificate of Incorporation, the affirmative vote of the holders of not less than 66.67% of the voting power of the then outstanding shares of capital stock entitled to vote thereon (the "Voting Stock"), voting together as a single class, shall be required to amend or repeal, or to adopt a provision inconsistent with, this Section 2.03-a.

Section 2.03-b. Date and Time. Annual meetings of stockholders shall be held at such date and time as shall be designated by the Board of Directors and stated in the notice of the meeting.

Section 2.03-c. Election of Directors. At each annual meeting of stockholders beginning in 2001, the stockholders, voting as provided in the Certificate of Incorporation or in these Bylaws, shall elect directors to succeed directors whose terms are expiring, each such director to hold office until the third annual meeting of stockholders after his or her election and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 2.04. Special Meetings.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may only be called and proposed by: (i) the Chairman of the Board; (ii) the Chief Executive Officer; (iii) the holder(s) of a majority of the voting power of the Voting Stock; or (iv) the Board of Directors pursuant to a resolution adopted by a majority of the then-authorized number of directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.05. Purpose of Special Meeting.

Business transacted at any special meeting of the stockholders shall be limited to the matters stated in the notice of such meeting, or other matters necessarily incidental therefore.

Section 2.06. Notice of Meetings.

Notice of stockholder meetings shall be in writing. Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. A copy of such notice shall be either delivered personally or mailed, postage prepaid, to each stockholder of record entitled to vote at such meeting pursuant to Section 2.13 hereof not less than ten (10) nor more than sixty (60) days before such meeting. If mailed, it shall be directed to each stockholder at his or her address as it appears upon the records of the Corporation, and upon such mailing of any such notice, the service thereof shall be complete, and the time of the notice shall begin to run from the date that such notice is deposited in the mail for transmission to such stockholder. Personal delivery of any such notice to a corporation, an association, or a partnership shall be accomplished by personal delivery of such notice to any officer of a corporation or an association or to any member of a partnership.

Section 2.07. Waiver of Notice.

Notice of any meeting of the stockholders may be waived before, at, or after such meeting in a writing signed by the stockholder or representative thereof entitled to vote the shares so represented. Such waiver shall be filed with the Secretary or entered upon the records of the meeting.

Section 2.08. Quorum; Adjournment.

The holders of a majority of the voting power of all shares entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of all business at meetings of the stockholders, except as may be otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting in accordance with the notice thereof. If a quorum is present when a duly called or held meeting is convened, the stockholders present in person or represented by proxy may continue to transact business until adjournment notwithstanding the withdrawal of enough stockholders originally present in person or by proxy to leave less than a quorum, and for the purposes of voting pursuant to Section 2.09 hereof, stockholders holding a majority of the voting power of all shares entitled to vote shall be deemed to be present in person.

Section 2.09. Vote Required.

When a quorum is present or represented at any meeting, the vote of the holders of a majority of the voting power of all shares entitled to vote present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one that by express provision of statute or of the Certificate of Incorporation or of these Bylaws requires a different vote, in which case such express provision shall govern the vote required.

Section 2.10. Voting Rights.

Except as may be otherwise required by statute or the Certificate of Incorporation or these Bylaws, every stockholder of record of the Corporation shall be entitled at each meeting of the stockholders to one vote for each share of stock standing in his or her name on the books of the Corporation.

Section 2.11. Proxies.

At any meeting of the stockholders, any stockholder may be represented and vote by a proxy or proxies appointed by an instrument in writing, signed by the stockholder, and filed with the Secretary at or before the meeting. In addition, a stockholder may cast or authorize the casting of a vote by a proxy by transmitting to the Corporation or the Corporation's duly authorized agent before the meeting, an appointment of a proxy by means of a telegram, cablegram, or any other form of electronic transmission, including telephonic transmission, whether or not accompanied by written instructions of the stockholder. The electronic transmission must set forth or be submitted with information from which it can be determined that the appointment was authorized by the stockholder. If it is determined that a telegram, cablegram, or other electronic transmission is valid, the inspectors of election or, if there are no inspectors, the other persons making that determination shall specify the information upon which they relied to make that determination.

An appointment of a proxy or proxies for shares held jointly by two or more stockholders is valid if signed by any one of them, unless and until the Corporation receives from any one of those stockholders written notice denying the authority of such other person or persons to appoint a proxy or proxies or appointing a different proxy or proxies, in which case no proxy shall be appointed unless the instrument shall otherwise provide. No proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

Subject to the above, any duly executed proxy shall continue in full force and effect and shall not be revoked unless written notice of its revocation or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as

long as, it is coupled with an interest sufficient in law to support an irrevocable proxy.

Section 2.12. Action in Writing.

All actions required or permitted to be taken by the holders of common stock of the Corporation may be effected by the written consent of such holders pursuant to Section 228 of the General Corporation Law of the State of Delaware; provided that no such action may be effected except in accordance with the provisions of this Section 2.12 and applicable law.

- (a) **Request for Record Date.** The record date for determining such stockholders entitled to consent to corporate action in writing without a meeting shall be as fixed by the Board of Directors or as otherwise established under this Section 2.12. Any holder of common stock of the Corporation seeking to have such stockholders authorize or take corporate action by written consent without a meeting shall, by written notice addressed to the Secretary of this Corporation, delivered to this Corporation and signed by holders of record at the time such notice is delivered holding shares representing in the aggregate at least twenty percent (20%) of the outstanding shares of common stock of the Corporation request that a record date be fixed for such purpose. The written notice must contain the information set forth in paragraph (b) of this Section 2.12. Following delivery of the notice, the Board of Directors shall, by the later of (i) 20 days after delivery of a valid request to set a record date and (ii) 5 days after delivery of any information required by the Corporation to determine the validity of the request for a record date or to determine whether the action to which the request relates may be effected by written consent under paragraph (c) of this Section 2.12, determine the validity of the request and whether the request relates to an action that may be taken by written consent and, if appropriate, adopt a resolution fixing the record date for such purpose. The record date for such purpose shall be no more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors and shall not precede the date such resolution is adopted. If a notice complying with the second and third sentences of this paragraph (a) has been duly delivered to the Secretary of the Corporation but no record date has been fixed by the Board of Directors by the date required by the preceding sentence, the record date shall be the first date on which a signed written consent relating to the action taken or proposed to be taken by written consent is delivered to this Corporation in the matter described in paragraph (f) of this Section 2.12; provided that, if prior action by the Board of Directors is required under the provisions of Delaware law, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.
- (b) **Notice Requirements.** Any notice required by paragraph (a) of this Section 2.12 must be delivered by the holders of record of at least twenty percent (20%) of the outstanding shares of common stock of the Corporation (with evidence of ownership attached to the notice), must describe the action proposed to be taken by written consent of stockholders and must contain (i) such information and representations, to the extent applicable, then required by this Corporation's Bylaws as though such stockholder was intending to make a nomination of persons for election to the Board of Directors or to bring any other matter before a meeting of stockholders, as applicable, and (ii) the text of the proposed action to be taken (including the text of any resolutions to be adopted by written consent of stockholders and the language of any proposed amendment to the Bylaws of this Corporation). This Corporation may require the stockholder(s) submitting such notice to furnish such other information as may be requested by this Corporation to determine whether the request relates to an action that may be effected by written consent under paragraph (c) of this Section 2.12. In connection with an action or actions proposed to be taken by written consent in accordance with this Section 2.12, the stockholders seeking such action or actions shall further update and supplement the information previously provided to this Corporation in connection therewith, if necessary, as required by Article II of this Corporation's Bylaws.
- (c) **Actions Which May Be Taken by Written Consent.** Stockholders are not entitled to act by written consent if (i) the action relates to an item of business that is not a proper subject for stockholder action under applicable law, (ii) the request for a record date for such action is delivered to the Corporation during the period commencing 90 days prior to the first anniversary of the date of the notice of annual meeting for the immediately preceding annual meeting and ending on the earlier of (x) the date of the next annual meeting and (y) 30 calendar days after the first anniversary of the date of the immediately preceding annual meeting, (iii) an identical or substantially similar item (as determined in good faith by the Board of Directors, a "Similar Item"), other than the election or removal of

directors, was presented at a meeting of stockholders held not more than 12 months before the request for a record date for such action is delivered to the Corporation, (iv) a Similar Item consisting of the election or removal of directors was presented at a meeting of stockholders held not more than 90 days before the request for a record date was delivered to the Corporation (and, for purposes of this clause, the election or removal of directors shall be deemed a “Similar Item” with respect to all items of business involving the election or removal of directors), (v) a Similar Item is included in the Corporation’s notice as an item of business to be brought before a stockholders meeting that has been called by the time the request for a record date is delivered to the Corporation but not yet held, (vi) such record date request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934 or other applicable law, or (vii) sufficient written consents are not dated and delivered to the Corporation prior to the first anniversary of the date of the notice of annual meeting for the immediately preceding annual meeting.

- (d) Manner of Consent Solicitation. Holders of common stock of the Corporation may take action by written consent only if consents are solicited by the stockholder or group of stockholders seeking to take action by written consent of stockholders from all holders of capital stock of this Corporation entitled to vote on the matter and in accordance with applicable law.
- (e) Date of Consent. Every written consent purporting to take or authorize the taking of corporate action (each such written consent is referred to in this paragraph and in paragraph (f) as a “Consent”) must bear the date of signature of each stockholder who signs the Consent, and no Consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated Consent delivered in the manner required by paragraph (f) of this Section 2.12, consents signed by a sufficient number of stockholders to take such action are so delivered to this Corporation.
- (f) Delivery of Consents. No Consents may be dated or delivered to this Corporation or its registered office in the State of Delaware until 60 days after the delivery of a valid request to set a record date. Consents must be delivered to this Corporation by delivery to its registered office in the State of Delaware or its principal place of business. Delivery must be made by hand or by certified or registered mail, return receipt requested. In the event of the delivery to this Corporation of Consents, the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, shall provide for the safe-keeping of such Consents and any related revocations and shall promptly conduct such ministerial review of the sufficiency of all Consents and any related revocations and of the validity of the action to be taken by written consent as the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, deems necessary or appropriate, including, without limitation, whether the stockholders of a number of shares having the requisite voting power to authorize or take the action specified in Consents have given consent; provided, however, that if the action to which the Consents relate is the election or removal of one or more members of the Board of Directors, the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, shall promptly designate two persons, who shall not be members of the Board of Directors, to serve as inspectors (“Inspectors”) with respect to such Consent, and such Inspectors shall discharge the functions of the Secretary of this Corporation, or such other officer of this Corporation as the Board of Directors may designate, as the case may be, under this Section 2.12. If after such investigation the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, shall determine that the action purported to have been taken is duly authorized by the Consents, that fact shall be certified on the records of this Corporation kept for the purpose of recording the proceedings of meetings of stockholders and the Consents shall be filed in such records. In conducting the investigation required by this section, the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, may, at the expense of this Corporation, retain special legal counsel and any other necessary or appropriate professional advisors as such person or persons may deem necessary or appropriate and, to the fullest extent permitted by law, shall be fully protected in relying in good faith upon the opinion of such counsel or advisors.
- (g) Effectiveness of Consent. Notwithstanding anything in these Bylaws to the contrary, no action may be taken by written consent of the holders of common stock of the Corporation except in accordance with this Section 2.12.

If the Board of Directors shall determine that any request to fix a record date or to take stockholder action by written consent was not properly made in accordance with, or relates to an action that may not be effected by written consent pursuant to, this Section 2.12, or the stockholder or stockholders seeking to take such action do not otherwise comply with this Section 2.12, then the Board of Directors shall not be required to fix a record date and any such purported action by written consent shall be null and void to the fullest extent permitted by applicable law. No action by written consent without a meeting shall be effective until such date as the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate, or the Inspectors, as applicable, certify to this Corporation that the Consents delivered to this Corporation in accordance with paragraph (f) of this Section 2.12, represent at least the minimum number of votes that would be necessary to take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with Delaware law and this Corporation's Certificate of Incorporation and Bylaws.

- (h) Challenge to Validity of Consent. Nothing contained in this Section 2.12 shall in any way be construed to suggest or imply that the Board of Directors of this Corporation or any stockholder shall not be entitled to contest the validity of any Consent or related revocations, whether before or after such certification by the Secretary of this Corporation, such other officer of this Corporation as the Board of Directors may designate or the Inspectors, as the case may be, or to prosecute or defend any litigation with respect thereto.
- (i) Board-solicited Stockholder Action by Written Consent. Notwithstanding anything to the contrary set forth above, (x) none of the foregoing provisions of this Section 2.12 shall apply to any solicitation of stockholder action by written consent by or at the direction of the Board of Directors and (y) the Board of Directors shall be entitled to solicit stockholder action by written consent in accordance with applicable law.

Section 2.13. Closing of Books; Record Date.

The Board of Directors may fix, or authorize an officer to fix, a date, not more than sixty (60) nor less than ten (10) days preceding the date of any meeting of the stockholders of the Corporation, as a record date for the determination of the stockholders of record on the date so fixed or their legal representatives shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of shares on the books of the Corporation against the transfer of shares during the whole or any part of such period.

ARTICLE III: DIRECTORS

Section 3.01. General Powers.

The business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are by statute or by the Certificate of Incorporation or by these Bylaws permitted, directed or required to be exercised or done by the Board of Directors.

Section 3.02. Number and Qualification.

The number of directors that shall constitute the whole Board of Directors shall from time to time be fixed exclusively by the Board of Directors by a resolution adopted by a majority of the whole Board of Directors serving at the time of that vote. In no event shall the number of directors that constitute the whole Board of Directors be fewer than three (3), nor greater than nine (9). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors of the Corporation need not be elected by written ballot. Directors need not be stockholders.

Section 3.03. Classes and Terms.

The Board of Directors of the Corporation shall be divided into three classes designated Class A, Class B, and Class C, respectively, all as nearly equal in number as possible, with each director then in office receiving the classification that at least a majority of the Board of Directors designates. The initial term of office of directors

of Class A shall expire at the annual meeting of stockholders of the Corporation in 2001, of Class B shall expire at the annual meeting of stockholders of the Corporation in 2002, and of Class C shall expire at the annual meeting of stockholders of the Corporation in 2003, and in all cases a director shall serve until the director's successor is elected and qualified or until his earlier death, resignation or removal. At each annual meeting of stockholders beginning with the annual meeting of stockholders in 2001, each director elected to succeed a director whose term is then expiring shall hold office until the third annual meeting of stockholders after his or her election and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. If the number of directors that constitutes the whole Board of Directors is changed as permitted by the Certificate of incorporation or these Bylaws, the majority of the whole Board of Directors that adopts the change shall also fix and determine the number of directors comprising each class; provided, however, that any increase or decrease in the number of directors shall be apportioned among the classes as equally as possible. Notwithstanding any provision of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, and in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law or by the Certificate of Incorporation, the affirmative vote of 66.67% of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with, this Section 3.03.

Section 3.04. Vacancies.

Vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause, and newly-created directorships resulting from any increase in the authorized number of directors, may be filled by no less than a majority vote of the remaining directors then in office, though less than a quorum, who are designated to represent the same class or classes of stockholders that the vacant position, when filled, is to represent or by the sole remaining director (but not by the stockholders except as required by law); provided, however, that, with respect to any directorship to be filled by the Board of Directors by reason of an increase in the number of directors: (a) such directorship shall be for a term of office continuing only until the next election of one or more directors by the stockholders; and (b) the Board of Directors may not fill more than two such directorships during the period between any two successive annual meetings of stockholders. Each director chosen in accordance with this provision shall receive the classification of the vacant directorship to which he or she has been appointed or, if it is a newly-created directorship, shall receive the classification that at least a majority of the Board of Directors designates and shall hold office until the first meeting of stockholders held after his or her election for the purpose of electing directors of that classification and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal from office. Notwithstanding any provision of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, and in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law or by the Certificate of Incorporation, the affirmative vote of 66.67% of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with, this Section 3.04.

Section 3.05. Meetings.

Section 3.05-a. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.05-b. Regular Meetings. As soon as practicable after each regular election of directors, the Board of Directors shall meet at the registered office of the Corporation, or at such other place within or without the State of Delaware as may be designated by the Board of Directors, for the purpose of electing the officers of the Corporation and for the transaction of such other business as shall come before the meeting. Other regular meetings of the Board of Directors may be held without notice at such time and place within and without the State of Delaware as shall from time to time be determined by resolution of the Board of Directors.

Section 3.05-c. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, Chief Executive Officer, or a majority of the then directors, and shall be held at such time and place as shall be designated in the notice thereof.

Section 3.05-d. Notice. Notice of a special meeting shall be given to each Director at least twenty-four (24) hours before the time of the meeting. Said notice shall be in writing and state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Whenever any provision of law, the Certificate of Incorporation, or the Bylaws require notice to be given, any director may, in writing, either before or after the meeting, waive notice thereof. Without notice, any director, by his or her attendance at and participation in the action taken at the meeting, shall be deemed to have waived notice thereof.

Section 3.05-e. Quorum: Voting Requirements: Adjournment. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or these Bylaws.

If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting to another time or place, and no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. If a quorum is present at the call of a meeting, the directors may continue to transact business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 3.05-f. Organization of Meetings. At all meetings of the Board of Directors, the Chairman of the Board, or in his absence, the Chief Executive Officer, or in his absence, any director appointed by the Chief Executive Officer, shall preside, and the Secretary, or in his absence, any person appointed by the Chairman, shall act as Secretary.

Section 3.05-g. Action in Writing. Except as may be otherwise required by statute or the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation or of any committee thereof may be taken by written consent in lieu of a meeting, if all members of the Board or committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 3.05-h. Absent Directors. A director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. Such advance written consent or opposition shall be ineffective unless the writing is delivered to the Chief Executive Officer, Chairman or Secretary of the Corporation prior to the meeting at which such proposal is to be considered. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but such consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected, such substantial similarity to be determined in the sole judgment of the presiding officer at the meeting.

Section 3.06. Committees.

Section 3.06-a. Designation. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 3.06-b. Limitations on Authority. No committees of the Corporation shall have authority as to any of the following matters:

- (a) Approving or adopting, or recommending to the stockholders any action or matter expressly required by law to be submitted to stockholders for approval; or
- (b) Adopting, amending or repealing any bylaw of the Corporation.

Section 3.06-c. Minutes of Committee Meetings. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 3.07. Telephone Conference Meetings.

Any Director or any member of a duly constituted committee of the Board of Directors may participate in any meeting of the Board of Directors or of any duly constituted committee thereof by means of a conference telephone or other comparable communication technique whereby all persons participating in such a meeting can hear and communicate with each other. For the purpose of establishing a quorum and taking any action at such a meeting, the members participating in such a meeting pursuant to this Section 3.07 shall be deemed present in person at such meeting

Section 3.08. Compensation.

Unless otherwise provided by the Board of Directors, directors shall be paid their expenses, if any, of attendance at each meeting of the Board of Directors or a committee thereof. Directors who are not employees of the Corporation shall be paid at least \$500 for attendance at each meeting of the Board of Directors, or any committee thereof, unless a different sum is fixed by resolution of the Board of Directors. Directors may also receive other compensation, such as stock options or grants, for their service as directors or committee members as determined by the Board of Directors. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.09. Limitation of Director Liability.

A director shall not be liable to the Corporation or its stockholders for dividends illegally declared, distributions illegally made to stockholders, or any other actions taken in good faith reliance upon financial statements of the Corporation represented to the director to be correct by the Chief Executive Officer of the Corporation or the officer having charge of its books of account or certified by an independent or certified public accountant to fairly reflect the financial condition of the Corporation; nor shall the director be liable if in good faith in determining the amount available for dividends or distributions the Board values the assets in a manner allowable under applicable law.

Section 3.10. Resignation and Removal.

A director may resign at any time by giving written notice to the Secretary or Assistant Secretary. Such resignation shall take effect on the date of the receipt of such notice or at such later date as specified therein. A director of any class of directors of the Corporation may be removed before the expiration date of that director's term of office only by an affirmative vote of the holders of 66.67% of the voting power of the Voting Stock, voting together as a single class. Notwithstanding any provision of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser or no vote, and in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law or by the Certificate of Incorporation, the affirmative vote of 66.67% of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with, this Section 3.10.

ARTICLE IV: OFFICERS

Section 4.01. Selection: Qualifications.

Section 4.01-a. Election: Qualifications. The Board of Directors at its next meeting after each annual meeting of the stockholders shall choose a Chairman of the Board, a Chief Executive Officer, a Secretary, a Chief Financial Officer, and such other officers or agents as it deems necessary, none of whom need be members of the Board.

Section 4.01-b. Additional Officers. The Board of Directors may choose a President, additional Vice Presidents, Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4.02. Salaries.

The salaries of all officers, and of the Chairman of the Corporation, shall be fixed by the Board of Directors on an annual basis.

Section 4.03. Term of Office.

The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors. Any officer may resign at any time by giving written notice to the Chief Executive Officer or the Secretary of the Corporation. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

Section 4.04. Chairman of the Board.

The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and of the stockholders and shall perform such other duties as he or she may be directed to perform by the Board of Directors.

Section 4.05. Chief Executive Officer.

The Chief Executive Officer of the Corporation shall have general active management of the business of the Corporation. Unless the Board has elected a Chairman of the Board of Directors, the Chief Executive Officer shall preside at meetings of the stockholders of the Corporation and at meetings of the Board of Directors. The Chief Executive Officer may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to some other officer or agent of the Corporation; may delegate the authority to execute and deliver documents to other officers of the Corporation; shall maintain records of and, whenever necessary, certify any proceedings of the stockholders and the Board; shall perform such other duties as may from time to time be prescribed by the Board; and, in general, shall perform all duties usually incident to the office of the Chief Executive Officer.

Section 4.06. President.

The President of the Corporation shall have general active management of the business of the Corporation in the absence or disability of the Chief Executive Officer. He shall also generally assist the Chief Executive Officer and exercise such other powers and perform such other duties as are delegated to him by the Chief Executive Officer or Chairman, or as the Board of Directors shall prescribe.

Section 4.07. Vice-Presidents.

Unless otherwise determined by the Board of Directors, the Vice Presidents, If any, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall also generally assist the Chief Executive Officer and the President and exercise such other powers and perform such other duties as are delegated to them by the Chief Executive Officer or the President or as the Board of Directors shall prescribe.

Section 4.08. Secretary and Assistant Secretary.

The Secretary or Assistant Secretary shall attend all meetings of the stockholders and of the Board of Directors and shall record all the proceedings of the meetings of the stockholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required, and shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Chairman or the Board of Directors, under whose supervision he shall be.

The Assistant Secretary, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of inability or refusal to act by the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Chairman, or Board of Directors, may, from time to time, prescribe.

Section 4.09. Chief Financial Officer.

Section 4.09-a. Custody of Funds and Accounting. The Chief Financial Officer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 4.09-b. Disbursements and Reports. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors, at the regular meetings of the Board, or when the Board of Directors so requires, an account of all his transactions as Chief Financial Officer and of the financial condition of the Corporation.

Section 4.09-c. Bond. If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration, upon the expiration of his term of office or his resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

ARTICLE V. CERTIFICATES FOR SHARES

Section 5.01. Issuance of Shares and Fractional Shares.

The Board of Directors is authorized to issue shares and fractional shares of stock of the Corporation up to the full amount authorized by the Certificate of Incorporation in such amounts as may be determined by the Board of Directors and as permitted by law.

Section 5.02. Form of Certificate.

The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may resolve that some or all of any or all classes or series of its stock will be uncertificated shares as provided in Section 5.06. Certificates shall be signed by the Chairman of the Board or the President and by the Secretary or Assistant Secretary of the Corporation, certifying the number of shares of capital stock owned by him in the Corporation. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences, and relative, participating, optional, or other special rights of the various classes of stock or series thereof and the qualifications, limitations, or restrictions of such rights, together with a statement of the authority of the Board of Directors to determine the relative rights and preferences of

subsequent classes or series, shall be set forth in full on the face or back of the certificate which the Corporation shall issue to represent such stock, or, in lieu thereof, such certificate shall contain a statement that the stock is, or may be, subject to certain rights, preferences, or restrictions and that a statement of the same will be furnished without charge by the Corporation upon request by any stockholder.

Certificates representing the shares of the capital stock of the Corporation shall be in such form not inconsistent with law or the Certificate of Incorporation or these Bylaws as shall be determined by the Board of Directors.

Section 5.03. Facsimile Signatures.

Whenever any certificate is countersigned or otherwise authenticated by a transfer agent, transfer clerk, or registrar, then a facsimile of the signatures of the officers or agents of the Corporation may be printed or lithographed upon such certificate in lieu of the actual signatures. In case any officer or officers who shall have signed, or whose facsimile signature shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be signed and delivered as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be the officer or officers of the Corporation.

Section 5.04. Lost, Stolen, or Destroyed Certificates.

The Board of Directors may direct a certificate or certificates to be issued in place of a certificate or certificates previously issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 5.05. Transfers of Stock.

Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books; except that the Board of Directors may, by resolution duly adopted, establish conditions upon the transfer of shares of stock to be issued by the Corporation, and the purchasers of such shares shall be deemed to have accepted such conditions on transfer upon the receipt of the certificate representing such shares, provided that the restrictions shall be referred to on the certificates or the purchaser shall have otherwise been notified thereof.

Section 5.06. Uncertificated Shares.

Unless prohibited by the Certificate of Incorporation or these Bylaws, some or all of any or all classes and series of the Corporation's shares may be uncertificated shares. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the new stockholder the information required by Section 5.02 to be stated on certificates. If this Corporation becomes a publicly held corporation which adopts, in compliance with Section 17 of the Securities Exchange Act of 1934, a system of issuance, recordation, and transfer

of its shares by electronic or other means not involving an issuance of certificates, this information is not required to be sent to new stockholders.

Section 5.07. Closing of Transfer Books: Record Date.

The Board of Directors or an officer of the Corporation authorized by the Board may close the stock transfer books of the Corporation for a period not exceeding sixty (60) days preceding the date of any meeting of stockholders as provided in Section 2.13 hereof or the date for payment of any dividend as provided in Section 6.02 hereof or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect. In lieu of closing the stock transfer books as aforesaid, the Board of Directors or an officer of the Corporation authorized by the Board may fix, in advance, a date, not exceeding sixty (60) days preceding the date for payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to receive payment.

Section 5.08. Registered Stockholders.

The Corporation shall be entitled to recognize the exclusive right of the persons registered on its books as the owners of shares to receive dividends and to vote as such owners and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided in the laws of Delaware.

Section 5.09. Stock Options and Agreements.

In addition to any stock options, plans, or agreements into which the Corporation may enter, any stockholder of the Corporation may enter into an agreement giving any other stockholder or stockholders or any third party an option to purchase any of his stock in the Corporation, and such shares of stock shall thereupon be subject to such agreement and transferable only upon proof of compliance therewith; provided, however, that a copy of such agreement shall be filed with the Corporation and reference thereto placed upon the certificates representing said shares of stock.

ARTICLE VI: DIVIDENDS

Section 6.01. Method of Payment.

Dividends upon the capital stock of the Corporation may be declared by the Board of Directors at any regular or special meeting pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

Section 6.02. Closing of Books: Record Date.

The Board of Directors or an officer of the Corporation authorized by the Board may fix a date not exceeding sixty (60) days preceding the date fixed for the payment of any dividend as the record date for the determination of the stockholders entitled to receive payment of the dividend and, in such case, only stockholders of record on the date so fixed shall be entitled to receive payment of such dividend notwithstanding any transfer of shares on the books of the Corporation after the record date. The Board of Directors or an officer of the Corporation authorized by the Board may close the books of the Corporation against the transfer of shares during the whole or any part of such period. If the Board of Directors or an officer of the Corporation authorized by the Board fails to fix such a record date, the record date shall be the thirtieth (30th) day preceding the date of such payment.

Section 6.03. Reserves.

Before payment of any dividend, there may be set aside out of the funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves for meeting contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board shall think conducive to the interest of the Corporation, and the Board may modify or abolish any such reserve in the manner in which it was created.

ARTICLE VII: CHECKS

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII: CORPORATE SEAL

The Corporation shall have no corporate seal.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 unless otherwise fixed by resolution of the Board of Directors.

ARTICLE X: AMENDMENTS

These Bylaws shall not be adopted, altered, amended or repealed except in accordance with the provisions of the Certificate of Incorporation and these Bylaws. Unless a different requirement is mandated by the Certificate of Incorporation or these Bylaws, adoption, alteration, amendment or repeal of these Bylaws requires the affirmative action of a majority of the directors then in office or the vote of the holders of not less than 66.67% of the Voting Stock, voting together as a single class, at an annual meeting of the stockholders or any special meeting of the stockholders.

ARTICLE XI: BOOKS AND RECORDS

Section 11.01. Books and Records.

The Board of Directors of the Corporation shall cause to be kept:

Section 11.01-a. A share register not more than one year old, giving the names and addresses of the stockholders, the number and classes held by each, and the dates on which the certificated or uncertificated shares were issued;

Section 11.01-b. Records of all proceedings of stockholders and directors; and

Section 11.01-c. Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 11.02. Computerized Records.

The records maintained by the Corporation, including its share register, financial records, and minute books, may utilize any information storage technique, including, for example, computer memory or micro images, even though that makes them illegible visually, if the records can be converted, by machine and within a reasonable time, into a form that is legible visually and whose contents are assembled by related subject matter to permit convenient use by persons in the normal course of business.

Section 11.03. Examination and Copying by Stockholders.

Every stockholder of record of the Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, at the place or places where usually kept, and upon the showing of a proper purpose, the Corporation's stock ledger, a list of its stockholders and its other books and records, and to make copies or extracts therefrom.

ARTICLE XII: LOANS AND ADVANCES

Section 12.01. Loans, Guarantees, and Suretyship.

The Corporation may lend money to, guarantee an obligation of, become a surety for, or otherwise financially assist a person, if the transaction, or a class of transactions to which the transaction belongs, is approved by the affirmative vote of a majority of the directors present at a lawfully convened meeting and such action: (a) is in the usual and regular course of business of the Corporation; (b) is with, or for the benefit of, a related corporation, an organization with which the Corporation has the power to make donations; (c) is with, or for the benefit of, an officer or other employee of the Corporation or a subsidiary, including an officer or employee who is a director of the Corporation or a subsidiary, and may reasonably be expected, in the judgment of the Board of Directors, to benefit the Corporation; or (d) has been approved by the affirmative vote of the holders of seventy-five percent (75%) of the Voting Stock, voting together as a single class. The loan, guarantee, or other assistance may be with or without interest and may be unsecured or may be secured in any manner that a majority of the Board of Directors approves, including, without limitation, a pledge of or other security interest in shares of the Corporation.

Section 12.02. Advances to Officers, Directors, and Employees.

The Corporation may, without a vote of the directors, advance money to its directors, officers, or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

ARTICLE XIII: INDEMNIFICATION

Section 13.01. Directors and Officers

Section 13.01-a. Indemnity in Third-Party Proceedings. The Corporation shall indemnify its directors and officers in accordance with the provisions of this Section 13.01- a if the director or officer was or is a party to, or is threatened to be made a party to, any proceeding (other than a proceeding by or in the right of the Corporation to procure a judgment in its favor), against all expenses, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the director or officer in connection with such proceeding if the director or officer acted in good faith and in a manner the director or officer reasonably believed was in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, the director or officer, in addition, had no reasonable cause to believe that the director's or officer's conduct was unlawful; provided, however, that the director or officer shall not be entitled to indemnification under this Section 13.01-a: (1) in connection with any proceeding charging improper personal benefit to the director or officer in which the director or officer is adjudged liable on the basis that personal benefit was improperly received by the director or officer unless and only to the extent that the court conducting such proceeding or any other court of competent jurisdiction determines upon application that, despite the adjudication of liability, the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, or (2) in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the Corporation or its directors, officers, employees or other agents unless: (A) such indemnification is expressly required to be made by law, (B) the proceeding was authorized by the Board of Directors, or (C) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the Delaware General Corporation Law.

Section 13.01-b. Indemnity in Proceedings by or in the Right of the Corporation. The Corporation shall indemnify its directors and officers in accordance with the provisions of this Section 13.01-b if the director or officer was or is a party to, or is threatened to be made a party to, any proceeding by or in the right of the Corporation to procure a judgment in its favor, against all expenses actually and reasonably incurred by the director or officer in connection with the defense or settlement of such proceeding if the director or officer acted in good faith and in a manner the director or officer reasonably believed was in or not opposed to the best interests of the corporation; provided, however, that the director or officer shall not be entitled to indemnification under this Section 13.01-b: (1) in connection with any proceeding in which the director or officer has been adjudged liable to the Corporation unless and only to the extent that the court conducting such proceeding, or the Delaware Court of Chancery, determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the director or officer is fairly and reasonably entitled to indemnification for such expenses as such court shall deem proper, or (2) in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the Corporation or its directors, officers, employees or other agents unless (A) such indemnification is expressly required to be made by law, (B) the proceeding was authorized by the Board of Directors, or (A) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the Delaware General Corporation Law.

Section 13.02. Employees and Other Agents

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article XIII to directors and officers of the Corporation.

Section 13.03. Good Faith.

Section 13.03-a. For purposes of any determination under this Article XIII, a director or officer shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding to have had no reasonable cause to believe that his or her conduct was unlawful, if his or her action is based on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of the Corporation whom the director or officer believed to be reliable and competent in the matters presented;
2. counsel, independent accountants or other persons as to matters which the director or officer believed to be within such person's professional or expert competence; or
3. with respect to a director, a committee of the Board of Directors upon which such director does not serve, as to matters within such committee's designated authority, which committee the director believes to merit confidence; so long as, in each case, the director or executive officer acts without knowledge that would cause such reliance to be unwarranted.

Section 13.03-b. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, that he had reasonable cause to believe that his or her conduct was unlawful.

Section 13.03-c. The provisions of this Section 13.03 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth by the Delaware General Corporation Law.

Section 13.04. Advances of Expenses

The Corporation shall pay the expenses incurred by its directors or officers in any proceeding (other than a proceeding brought for an accounting of profits made from the purchase and sale by the director or officer of securities of the corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provision of any state statutory law or common law) in advance of the final disposition of the proceeding at the written request of the director or officer, if the director or officer: (a) furnishes the Corporation a written affirmation of the director's or officer's good faith belief that the director or officer is entitled to be indemnified under this Article XIII, and (b) furnishes the Corporation a written undertaking to repay the advance to the extent that it is ultimately determined that the director or officer is not entitled to be indemnified by the Corporation. Such undertaking shall be an unlimited general obligation of the director or officer but need not be secured. Advances pursuant to this Section 13.04 shall be made no later than 10 days after receipt by the Corporation of the affirmation and undertaking described in clauses (a) and (b) above, and shall be made without regard to the director's or officer's ability to repay the amount advanced and without regard to the director's or officer's ultimate entitlement to indemnification under this Article XIII. The Corporation may establish a trust, escrow account or other secured funding source for the payment of advances made and to be made pursuant to this Section 13.04 or of other liability incurred by the director or officer in connection with any proceeding.

Section 13.05. Enforcement

Without the necessity of entering into an express contract, all rights to indemnification and advances to directors and officers under this Article XIII shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the Corporation and the director or officer. Any director or officer may enforce any right to indemnification or advances under this Article XIII in any court of competent jurisdiction if: (a) the Corporation denies the claim for indemnification or advances, in whole or in part, or (b) the Corporation does not dispose of such claim within 45 days of request therefor. It shall be a defense to any such enforcement action (other than an action brought to enforce a claim for advancement of expenses pursuant to, and in compliance with, Section 13.01 of this Article XIII) that the director or officer is not entitled to indemnification under this Article XIII. However, except as provided in Section 13.12 of this Article XIII, the Corporation shall not assert any defense to an action brought to enforce a claim for advancement of expenses pursuant to Section 13.04 of this Article XIII if the director or officer has tendered to the Corporation the affirmation and undertaking required thereunder. The burden of proving by clear and convincing evidence that indemnification is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification is proper in the circumstances because the director or officer has met the applicable standard of conduct nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that indemnification is improper because the director or officer has not met such applicable standard of conduct, shall be asserted as a defense to the action or create a presumption that the director or officer is not entitled to indemnification under this Article XIII or otherwise. The director's or officer's expenses incurred in connection with successfully establishing such person's right to indemnification or advances, in whole or in part, in any proceeding shall also be paid or reimbursed by the Corporation.

Section 13.06. Non-Exclusivity of Rights

The rights conferred on any person by this Article XIII shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The Corporation is authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Delaware General Corporation Law.

Section 13.07. Survival of Rights

The rights conferred on any person by this Article XIII shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 13.08. Insurance

To the fullest extent permitted by the Delaware General Corporation Law, the Corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article XIII.

Section 13.09. Amendments

Any repeal or modification of this Article XIII shall only be prospective and shall not affect the rights under this Article XIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director, officer, employee or agent of the Corporation.

Section 13.10. Savings Clause

If this Article XIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer to the full extent not prohibited by any applicable portion of this Article XIII that shall not have been invalidated, or by any other applicable law.

Section 13.11. Certain Definitions

For the purposes of this Article XIII, the following definitions shall apply: Section 13.11-a.

The term "**proceeding**" shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise, and whether of a civil, criminal, administrative or investigative nature, in which the director or officer may be or may have been involved as a party, witness or otherwise, by reason of the fact that the director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or reimbursement can be provided under this Article XIII.

Section 13.11-b. The term "expenses" includes, without limitation thereto, expenses of investigations, judicial or administrative proceedings or appeals, attorney, accountant and other professional fees and disbursements and any expenses of establishing a right to indemnification under this Article XIII, but shall not include amounts paid in settlement by the director or officer or the amount of judgments or fines against the director or officer.

Section 13.11-c. References to "other enterprise" include, without limitation, employee benefit plans; references to "fines" include, without limitation, any excise taxes assessed on a person with respect to any employee benefit plan; references to "serving at the request of the Corporation" include, without limitation, any service as a director, officer, employee or agent which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article XIII.

Section 13.11-d. References to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer or employee of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article XIII with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 13.11-e. The meaning of the phrase "to the fullest extent permitted by law" shall include, but not be limited to: (i) to the fullest extent authorized or permitted by any amendments to or replacements of the Delaware General Corporation Law adopted after the date of this Article XIII that increase the extent to which a corporation may indemnify its directors and officers, and (ii) to the fullest extent permitted by the provision of the Delaware General Corporation Law that authorizes or contemplates additional indemnification by agreement, or the corresponding provision of any amendment to or replacement of the Delaware General Corporation Law.

Section 13.12. Notification and Defense of Claim

As a condition precedent to indemnification under this Article XIII, not later than 30 days after receipt by the director or officer of notice of the commencement of any proceeding the director or officer shall, if a claim in respect of the proceeding is to be made against the Corporation under this Article XIII, notify the Corporation in writing of the commencement of the proceeding. The failure to properly notify the Corporation shall not relieve the Corporation from any liability which it may have to the director or officer otherwise than under this Article XIII. With respect to any proceeding as to which the director or officer so notifies the Corporation of the commencement:

Section 13.12-a. The Corporation shall be entitled to participate in the proceeding at its own expense.

Section 13.12-b. Except as otherwise provided in this Section 13.12, the Corporation may, at its option and jointly with any other indemnifying party similarly notified and electing to assume such defense, assume the defense of the proceeding, with legal counsel reasonably satisfactory to the director or officer. The director or officer shall have the right to use separate legal counsel in the proceeding, but the Corporation shall not be liable to the director or officer under this Article XIII for the fees and expenses of separate legal counsel incurred after notice from the Corporation of its assumption of the defense, unless (1) the director or officer reasonably concludes that there may be a conflict of interest between the Corporation and the director or officer in the conduct of the defense of the proceeding, or (2) the Corporation does not use legal counsel to assume the defense of such proceeding. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which the director or officer has made the conclusion provided for in (1) above.

Section 13.12-c. If two or more persons who may be entitled to indemnification from the Corporation, including the director or officer seeking indemnification, are parties to any proceeding, the Corporation may require the director or officer to use the same legal counsel as the other parties. The director or officer shall have the right to use separate legal counsel in the proceeding, but the Corporation shall not be liable to the director or officer under this Article XIII for the fees and expenses of separate legal counsel incurred after notice from the Corporation of the requirement to use the same legal counsel as the other parties, unless the director or officer reasonably concludes that there may be a conflict of interest between the director or officer and any of the other parties required by the Corporation to be represented by the same legal counsel.

Section 13.12-d. The Corporation shall not be liable to indemnify the director or officer under this Article XIII for any amounts paid in settlement of any proceeding effected without its written consent,

which shall not be unreasonably withheld. The director or officer shall permit the Corporation to settle any proceeding that the Corporation assumes the defense of, except that the Corporation shall not settle any action or claim in any manner that would impose any penalty or limitation on the director or officer without such person's written consent.

Section 13.13. Exclusions

Notwithstanding any provision in this Article XIII, the Corporation shall not be obligated under this Article XIII to make any indemnification in connection with any claim made against any director or officer: (a) for which payment is required to be made to or on behalf of the director or officer under any insurance policy, except with respect to any excess amount to which the director or officer is entitled under this Article XIII beyond the amount of payment under such insurance policy; (b) if a court having jurisdiction in the matter finally determines that such indemnification is not lawful under any applicable statute or public policy; (c) in connection with any proceeding (or part of any proceeding) initiated by the director or officer, or any proceeding by the director or officer against the Corporation or its directors, officers, employees or other persons entitled to be indemnified by the Corporation, unless: (1) the Corporation is expressly required by law to make the indemnification; (2) the proceeding was authorized by the Board of Directors of the Corporation; or (3) the director or officer initiated the proceeding pursuant to Section 13.05 of this Article XIII and the director or officer is successful in whole or in part in such proceeding; or (d) for an accounting of profits made from the purchase and sale by the director or officer of securities of the Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provision of any state statutory law or common law.

Section 13.14. Subrogation

In the event of payment under this Article XIII, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the director or officer. The director or officer shall execute all documents required and shall do all acts that may be necessary to secure such rights and to enable the Corporation effectively to bring suit to enforce such rights.

ARTICLE XIV: DEFINITIONS AND USAGE

Whenever the context of these Bylaws requires, the plural shall be read to include the singular, and vice versa; and word; of the masculine gender shall refer to the feminine gender, and vice versa; and words of the neuter gender shall refer to any gender.

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing is a true and complete copy of the Corporation's Bylaws as amended effective April 10, 2001 and the same have not been modified and remain in full force and effect on the date of this certificate.

EXHIBIT 21.1**List of Subsidiaries***

	<u>Jurisdiction of Incorporation</u>
TASER International, B.V.	The Netherlands
TASER International Europe SE	Germany
Axon Public Safety UK Limited	United Kingdom
Axon Public Service Canada	Canada
MediaSolv Solutions Corporation	Delaware, U.S.

* Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of other subsidiaries of TASER International, Inc. are omitted because, considered in the aggregate, they would not constitute a significant subsidiary as of the end of the year covered by this report.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 3, 2016 , with respect to the consolidated financial statements, schedule, and internal control over financial reporting included in the Annual Report of TASER International, Inc. on Form 10-K for the year ended December 31, 2015 . We hereby consent to the incorporation by reference of said reports in the Registration Statements of TASER International, Inc. on Forms S-8 (File No. 333-190442; File No. 333-190441; File No. 333-125455; File No. 333-89434).

/s/ GRANT THORNTON LLP

Phoenix, Arizona
March 3, 2016

EXHIBIT 32

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of TASER International, Inc. (the "Company") for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patrick W. Smith, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Patrick W. Smith

Patrick W. Smith

Chief Executive Officer

March 3, 2016

In connection with the Annual Report on Form 10-K of TASER International, Inc. (the "Company") for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel M. Behrendt, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Daniel M. Behrendt

Daniel M. Behrendt

Chief Financial Officer

March 3, 2016