

IMMERSION CORP

Form 10-Q/A

July 31, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(MARK ONE)

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

For the quarterly period ended March 31, 2018

OR

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

For the transition period from _____ to _____

Commission file number 001-38334

IMMERSION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 94-3180138

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

50 Rio Robles, San Jose, California 95134

(Address of principal executive offices)(Zip Code)

(408) 467-1900

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer ☐ Accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller Reporting Company ☐
Emerging Growth Company ☐

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Number of shares of common stock outstanding at May 4, 2018: 30,367,214.

EXPLANATORY NOTE

On May 11, 2018, Immersion Corporation (the “Company”) filed the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018 (the “Form 10-Q”). The Company is filing this Amendment No. 1 to Form 10-Q (“Amendment No. 1”) to file an amended Exhibit 10.2 (Settlement and License Agreement, between Immersion and Apple Inc., dated as of January 26, 2018). Certain portions of the information omitted from the Exhibit 10.2 filed with the Form 10-Q pursuant to a confidential treatment request have now been included in the Exhibit 10.2 filed with this Amendment No. 1.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company has set forth the complete text of Item 6, as amended. This Amendment No. 1 speaks as of the filing date of the Form 10-Q, does not update information in the Form 10-Q to reflect events that have occurred subsequent to the filing date of the Form 10-Q, and does not modify or update in any way disclosures made in the Form 10-Q. Except as described above, no other amendments are being made to the Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Form 10-Q and the Company’s subsequent filings made with the Securities and Exchange Commission since May 11, 2018. The filing of this Amendment No. 1 shall not be deemed an admission that the Form 10-Q, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

PART II
OTHER INFORMATION

ITEM 6. EXHIBITS

The exhibits listed in the accompanying “Exhibit Index” are filed or incorporated by reference as part of this Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 30, 2018

IMMERSION CORPORATION

By/s/ Nancy Erba
Nancy Erba
Chief Financial Officer and Principal Accounting Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
<u>10.1</u>	<u>Separation Agreement dated January 2, 2018 between Immersion and Victor Viegas</u>	8-K/A	001-38334	10.2	January 3, 2018	
<u>10.2 #</u>	<u>Settlement and License Agreement, between Immersion and Apple Inc., dated as of January 26, 2018</u>		001-38334			X
<u>10.4 **</u>	<u>Amended and Restated Retention and Ownership Change Agreement dated February 26, 2018 by and between Immersion and Nancy Erba</u>	10-Q	001-38334	10.4	May 11, 2018	
<u>10.6 **</u>	<u>Amended and Restated Retention and Ownership Change Agreement dated February 26, 2018 by and between Immersion and Anne Marie Peters</u>	10-Q	001-38334	10.6	May 11, 2018	
<u>31.1</u>	<u>Certification of Carl Schlachte, Interim Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>					X
<u>31.2</u>	<u>Certification of Nancy Erba, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>					X
<u>32.1*</u>	<u>Certification of Carl Schlachte, Interim Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>					X
<u>32.2*</u>	<u>Certification of Nancy Erba, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>					X
101.INS	XBRL Report Instance Document					
101.SCH	XBRL Taxonomy Extension Schema Document					
101.CAL	XBRL Taxonomy Calculation Linkbase Document					
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	XBRL Taxonomy Label Linkbase Document					
101.PRE	XBRL Presentation Linkbase Document					

Certain portions of this exhibit have been omitted and filed separately with the SEC pursuant to a request for confidential treatment under Rule 24b-2 as promulgated under the Exchange Act.

This certification is deemed not filed for purposes of section 18 of the Exchange Act or otherwise subject to the

* liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

** Constitutes a management contract or compensatory plan.