

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

**FORM 10-K**

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

For the fiscal year ended December 31, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.: 001-15465

**Intellicheck Mobilisa, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware

11-3234779

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer Identification No.)

191 Otto Street, Port Townsend, WA 98368

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (360) 344-3233

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

Common Stock, \$0.001 par value  
(Title of Class)

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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

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

State the aggregate market value of the voting and non-voting stock held by non-affiliates of the Issuer: \$20,153,732 (based upon the closing price of Issuer's Common Stock, \$0.001 par value, as of the last business day of the Issuer's most recently completed second fiscal quarter (June 30, 2014)).

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Common Stock, \$0.001 Par Value  
(Title of Class)

9,826,333  
(No. of Shares Outstanding at March 15, 2015)

DOCUMENTS INCORPORATED BY REFERENCE: Proxy for Annual Meeting of Stockholders May 6, 2015

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## PART I

### Item 1. Business

#### OVERVIEW

We were originally incorporated in the state of New York in 1994 as Intelli-Check, Inc. In August 1999, we reincorporated in Delaware. On March 14, 2008, our corporation was renamed Intelli-Check - Mobilisa, Inc. after the consummation of the merger with Mobilisa, Inc. (“Mobilisa”) (references to “Intelli-Check” in this annual report refer to the Company prior to the merger with Mobilisa). At the closing of the merger, our headquarters were moved to Mobilisa’s offices in Port Townsend, Washington. On October 27, 2009, we made a further change in our name to Intellicheck Mobilisa, Inc. (“Intellicheck Mobilisa,” “we,” “our,” “us,” or “the Company”). On August 31, 2009, the Company acquired 100% of the common stock of Positive Access Corporation (“Positive Access”), a developer of driver license reading technology. The acquisition of Positive Access expanded the Company’s technology portfolio and related product offerings and allowed the Company to reach a larger number of customers through Positive Access’s extensive distribution network.

We are a technology company engaged in developing, integrating and marketing wireless technology and identity systems for various applications including mobile and handheld access control and security systems for the government, military and commercial markets. Our products include the Defense ID and Fugitive Finder systems, advanced ID card access control products currently protecting military and federal locations, and ID-Check, a patented technology that instantly reads, analyzes, and verifies encoded data in magnetic stripes and barcodes on government-issue IDs from U.S. and Canadian jurisdictions designed to improve the customer experience for the financial, hospitality and retail sectors. We are also engaged in the engineering, design and installation of wireless communications systems.

We plan to expand our business in the near term by pursuing a research and development strategy designed to move our technologies into new product markets that are expected to benefit from enhanced safety, regulatory compliance and fraud prevention. For example, we anticipate extending our technologies into the healthcare and first responder spaces and to online applications to provide enhanced safety, regulatory compliance and fraud prevention for the billions of transactions that occur there each day.

As a complement to these new offerings, we are also developing a data analytics platform to analyze the data we capture and to provide meaningful data, trend and predictive analysis to a variety of customers in the commercial and government spaces.

We plan to leverage our IP in the new markets we are targeting to strengthen our competitive position.

Our primary businesses include Identity Systems products, which include commercial applications of identity card reading and verification and government sales of defense security and identity card applications, and the development of wireless security applications.

Our technologies address problems such as:

- **Commercial Fraud and Risk Management** – which may lead to economic losses to merchants from check cashing, debit and credit card, as well as other types of fraud such as identity theft that principally use fraudulent identification cards as proof of identity;
- **Instant Credit Card Approval** – retail stores use our technology to scan a Driver’s License at a kiosk or at the Point Of Sale (POS) and send the information to a credit card underwriter to get instant approval for a loyalty-branded credit card. This technique protects consumer data and is significantly more likely to result in a completed transaction compared to in-store personnel asking customers to fill out a paper form;
- **Unauthorized Access** – our systems and software are designed to increase security and deter terrorism at airports, shipping ports, rail and bus terminals, military installations, high profile buildings and infrastructure where security is a concern;
- **Inefficiencies Associated With Manual Data Entry** – by reading encoded data contained in the bar code and magnetic stripe of an identification card with a quick swipe or scan of the card, where permitted by law, customers are capable of accurately and instantaneously inputting information into forms, applications and the like without the errors associated with manual data entry;
- **Marine Environment Communications** – our Wireless Over Water<sup>®</sup> technology allows for instant communication between multiple points, both on land and at sea, across wide, over-water expanses and optimizes performance by taking into account sea state and Fresnel zones (Fresnel zones result from obstructions in the path of radio waves and impact the signal strength of radio transmissions); and
- **Wireless Network Design and Hazard Assessment** – our AIRchitect<sup>®</sup> tool designs optimum wireless networks based on user parameters and location architecture, and our Radiation Hazard (RADHAZ) tool identifies and assesses radio frequency (RF) exposure.

## **IDENTITY CARD READING AND VERIFICATION SECTOR**

### **Background on Identification Documentation**

#### Driver license

The driver license is the most widely used form of government issued photo identification in North America. The Real ID Act, which became federal law in May 2005, recognizes that the driver license is also a quasi-identification card. In addition to its primary function, the driver license is used to verify identity for social services, firearm sales, check cashing, credit card issuance & use and other applications. Our technology can read the electronically stored information on all currently issued driver licenses (even those that do not comply with the AAMVA/ANSI/ISO standards). Today, all 50 states, the District of Columbia and all 13 Canadian provinces/territories electronically store information on their drivers license.

#### Non-driver identification card

Each U.S. and Canadian Jurisdiction also provides a non-driver identification card as an alternative form of identification for those unable to acquire a driver license. These identification cards are issued with most of the same data found on a driver license. Military documents also provide a means of identification and contain encoded data as well. Since driver licenses are the most widely used form of legally acceptable government documentation, we refer to all these identification documents as "driver licenses." Our ID\Check® software is capable of performing its function on all these forms of identification.

### **Current Challenges Associated with Verifying Identification Documents**

The high-tech revolution has created a major problem for those who rely on identification documents. In an age where scanners, computers and color printers are commonplace, fake IDs of the highest quality are easily obtainable from a number of locations including college campuses and from multiple sites on the Internet. These fakes appear so real, even law enforcement agencies have encountered difficulty distinguishing them from legally issued documents. Additionally, these high-tech devices have the ability to easily alter properly issued ID. Therefore, anyone can gain access to a false identity that gives them the ability, in a commercial transaction, to present fake and stolen credit cards or checks that are supported by false identification. Additionally, starting with only a fraudulent driver license, an individual may be able to create multiple identities, commit fraud, buy age restricted products such as alcohol and tobacco while underage, evade law enforcement and engage in other criminal activities, such as:

- committing identity theft;
- improperly boarding airplanes;
- committing credit card, debit card and check cashing fraud;
- unlawfully committing pharmacy fraud, including false narcotic prescriptions;
- gaining entrance to high profile buildings and sensitive infrastructures;
- illegally purchasing firearms;
- purchasing age restricted products such as alcohol and tobacco while under age;
- engaging in medical fraud;
- obtaining welfare or other government benefits; and
- committing refund fraud.

Given the ease with which identification can be falsified, simply looking at a driver license may not be sufficient to verify age or identity and determine whether or not it is fraudulent. Since merchants are facing significant economic losses due to these frauds, we believe that a document verification system which can accurately read the electronically stored information is needed. We possess patented technology that provides an analysis of the data contained on the encoded formats of these identification documents by reading and analyzing the encoded format on the magnetic stripe or bar code on the driver license and comparing it against known standards. We believe that we are the only company able to do this for all U.S. jurisdictions and that no other company could provide a similar service without infringing on our patents.

## **OUR PRODUCTS AND SERVICES**

Our Products and Services can be categorized into two main areas, Identity Systems and Wireless Security. Our Identity Systems are marketed to the Commercial and Government identification sectors. In addition to the products and services listed below, we provide design, engineering and integration services for commercial Wireless communications systems.

### **Identity Systems Products and Services**

Our Identity Systems are marketed to the Commercial and Government identification sectors.

#### **Commercial Identification**

##### **ID√Check® Family — Solutions and Benefits**

Our patented ID√Check technology is our advanced document verification software. ID√Check is contained in our software products, and is capable of reading and verifying in one swipe or scan the encoded format contained on U.S. and Canadian driver licenses, state issued non-driver identification cards, and military IDs. Our technology has the ability to verify the encoded formats on all currently encoded documents, even those that do not comply with the standards of the American Association of Motor Vehicle Administrators (“AAMVA”), the American National Standards Institute (“ANSI”) and the International Standards Organization (“ISO”).

We believe that ID√Check and our family of software solutions contain the most advanced, reliable and effective technology, providing users with an easy, reliable, and cost-effective method of document and age verification. We have received/acquired encoding formats from multiple sources. This information, combined with our patented technology, enables all of our ID√Check software products to read, decode, process and verify the encoded formats on driver licenses. As jurisdictions change their documents and guidelines, we believe our software can be adapted to these changes.

ID√Check software does not require a connection to a central database to operate, thus negating privacy concerns. Many of our products have the ability to operate add-on peripherals such as printers, fingerprint readers and other devices.

The ID√Check process is quick, simple and easy to use. After matching the driver license photograph to the person presenting the document for identification, the user simply scans or swipes the driver license through a data capture device. The software quickly determines if:

- the format of the document is valid;
- the document has been altered or is fake, by displaying the parsed, encoded data for comparison with the printed information;
- the document has expired; and
- the encoded data contains a date of birth equal to or greater than the legal age to purchase age restricted products, such as alcohol and tobacco.

Then, the ID√Check® software applications can:

- respond to the user by displaying the format verification result and the parsed information;
- save information that is permissible by law to memory; and
- print a record of the transaction including the verification results, if a printer is part of the hardware configuration.

#### ID\Check®-SDK

Our software product, ID\Check SDK, is designed for software developers that wish to incorporate our proprietary ID\Check technology into their applications. We currently have multiple license agreements with third parties for integration and sub-licensing of our software applications into their core applications. The SDK is available for multiple platforms such as Microsoft Windows, Windows Mobile, AIX, certain versions of Linux and is also offered as a Software as a Service (SAAS) product that provides a platform independent & centralized update solution for quicker and easier integration. It can easily be ported to other platforms as the need arises. New integrations are being sold as hosted cloud based Software as a Service (SAAS) products and the customer purchases annual (or longer) subscriptions for use of the software.

#### ID\Check®-POS

ID\Check POS is a software application that runs on multiple VeriFone devices, such as the Omni 37xx series. Our software uses both the onboard magnetic stripe reader and an optional external 2-D bar code reader that plugs into an open port on the back of the unit. The terminal has an integrated, high-speed thermal printer. The VeriFone devices are multi-application terminals that allow the ID\Check software to run side by side with credit card processing software as well as other value added software applications certified by VeriFone. We have been designated as a VeriFone value added partner.

#### ID\Check®-BHO

This software product, formerly called the Web Form Filler product, is a Browser Helper Object ("BHO") for the Microsoft Browser. The BHO allows our customers to seamlessly integrate our core ID\Check technology into their web based applications. The BHO can be programmed through a series of drop down menus to populate driver license data in the fields of specific web pages based on web page URLs and web page field names. The technology also provides the ability to check the encoded formats of ID documents.

#### ScanInn™

ScanInn is a software application that speeds up check-in and ID verification at hotels and motels. This product enhances user productivity by automating data entry thus improving accuracy. ScanInn speeds up the hotel check-in process and is incorporated into legacy Property Management Systems.

#### AssureScan™

AssureScan is an application that assists pharmacies with ID verification and tracking drug related purchases. This product focuses on capturing data from drivers' licenses and tracking the sale of controlled medicines such as pseudoephedrine. Many states are now monitoring the sale of controlled medicines and this product tracks those sales.

#### ID\Check®-PC

ID\Check PC is a standalone software solution that is designed to provide the features of ID\Check for Windows based platforms. It allows the user to instantly view data from government issued IDs such as driver licenses and contains features such as recurring entry and age verification.

#### ID\Check®-Mobile

ID\Check Mobile is the designation for multiple hand held devices that we offer our customers. The form-factor is a small, lightweight mobile computer with a durable housing design that has 2-D bar code and magnetic stripe reading capabilities. By allowing the user to move between locations, ID\Check Mobile products provide the ability to check the encoded format of ID documents at multiple entry points. It additionally has the capability of providing a yes/no response when used for age verification purposes.

#### Intellicheck Age: Smart Phone Application

Validates authenticity of IDs by reading and verifying the format of the information encoded in barcodes on state and provincial driver licenses, ID cards, military and government IDs. This product instantly reads, verifies, parses and displays results: Underage, Expired IDs, Fake IDs, Alerts, etc.

#### State Aware Software

State Aware Software provides or restricts information that is electronically scanned from an ID based on the electronic reading laws according to the state in which the ID is scanned. For example, scanning an ID in New Hampshire for law enforcement purposes is allowed, whereas electronically scanning an ID for a mailing list is not allowed. With all the various uses of scanning and verifying an ID, it is important for responsible users to be aware of the different state laws. State Aware Software incorporates each state's requirements around electronic capture of ID barcode data directly into hosted ID Check software.

### Data Collection Devices

Our software products are designed for use with multiple data collection devices, which are commercially available in various compact forms and may contain either one or both of two-dimensional bar code and magnetic stripe readers. These devices enable our software applications to be used on a variety of commercially available data processing devices, including credit card terminals, PDAs, tablets, laptops, desktops and point-of-sale terminals. Many of these devices contain an electronic serial number (ESN) to prevent unauthorized use of our software.

### Instant Credit Application Kiosk Software Applications

These are custom software applications that Intellicheck Mobilisa has developed for a variety of major financial service companies and retail stores. The software installed on multiple kiosk devices provides the customers of the major financial service companies and retail stores with the ability to perform in-store instant credit approval on these devices. The hardware platforms, on which the software applications run, range from stationary devices to handhelds to tablet PCs. The process involves the swiping or scanning of the driver license to verify the encoded format and after verification, the information parsed from the encoded data is populated into the proper fields on the application displayed on the kiosk. The applicant then completes the application by entering the remaining required information that is not encoded on the driver license, such as social security and telephone numbers. The software application then sends the data to the financial service company's backend "decisioning" tool for credit approval. If approved, the applicant is granted instant credit which can then be used to make purchases.

### Upgrade Capability

All of the ID/Check products may be updated as states and provinces adjust or modify the format of their electronically stored information. We distribute jurisdictional updates in a variety of ways depending on the product in use. Our technology can be upgraded by the installation of a file sent on an SD card, CD and/or e-mail to the customer. One of our products can be upgraded by modem using a dial-up phone connection. Jurisdictional Updates are included in the purchase price of Intellicheck Mobilisa products for the first year after purchase. We sell upgrade packages for the period commencing after the first year of purchase. We have also developed an automated remote update system that customers can use to automatically download and install updates. This product is currently being used in instant credit kiosk applications.

### Government Identification

#### Defense ID<sup>®</sup> System

Our Defense ID System offers law enforcement personnel and military security officers additional information for protecting their facilities. The Defense ID System uses rugged, handheld, mobile devices and desktop visitor/vendor approval workstations to read barcodes, magnetic stripes, RFID (radio frequency identification) and OCR (optical character recognition) codes printed on current forms of identification cards. By scanning and comparing the information contained on the ID card to over 100 databases, Defense ID can immediately determine if the card has been reported lost or stolen, the individual's identity information matches watch lists or law enforcement databases, or if they are on an authorized roster of previously-cleared personnel. In 2008, our Defense ID System received a U.S. Navy-wide certification and accreditation referred to as an Authority to Operate ("ATO"), and in 2009, our Defense ID System received U.S. Army-wide, U.S. Marine Corps-wide and U.S. Air Force-wide ATOs. We believe these ATOs will facilitate further deployment of the Defense ID System at military bases and facilities.

#### Intellicheck Law: Law Enforcement Smart Phone Application

A mobile app for bona fide law enforcement officers that performs real time queries against State DMV, State Criminal Justice Databases and FBI NCIC (National Crime Information Center) records. Every day officers turn their backs on potentially dangerous persons. Now the Law Enforcement Officer LEO can instantly have DOL/DMV, State and Federal search results instantly while maintaining subject visibility. Without the need to return to a vehicle to enter driver license data or to contact dispatch by radio, the app uses the Smart Phone camera to extract the 2D barcode information from driver licenses and other identification documents, instantly returning to the officer query results from DOL/DMV, State and Federal criminal justice databases. These results include DOL/DMV photos, vehicle/weapon registration information and a wealth of additional information that may be critical to officer safety.

#### TWIC Plus® IM2600 Series Reader Solutions

Provides ports and facilities an innovative, integrated, efficient way to validate ID credentials of individuals requesting entry to secure areas. Our TWIC reading software and hardware meets all TSA requirements for portable readers and is listed on the TSA's QTL (Qualified Technology List). The IM2600 Series Readers are proving to be an instrumental component to port security as we continue to help many U.S. ports of all sizes in further protecting their facilities.

#### Visitor Center (IM 3000)

The Visitor Center is a component of our Defense ID system and makes it faster and easier to process visitors and vendors. Using the visitor center system it pre-populates fields by scanning the government-issued ID, performs a real time background check utilizing over 100 databases to verify the individual is not on a wanted list and also if the individual has been pre-approved to access the facility or building. The Visitor Center can then take photos and prints a visit pass or new local ID card, all in a matter of seconds.

#### Upgrade Capability

Like our ID\Check products, our Defense ID products are constantly updated to stay current with identification formats and new forms of ID. In addition, we continuously update the databases related to lost or stolen cards, watch lists and law enforcement database updates, and authorized rosters of cleared personnel. Our Defense ID Systems are maintained via annual subscriptions that are purchased by our customers.

#### **Wireless Security Products and Services**

##### Wireless Over Water® Technology ("WOW™")

WOW technology was first developed to allow passengers of moving vessels, for example passenger ferries, high rates of data transfer through wireless 802.11 networking. WOW technology allows users to access the Internet while in motion on water. WOW was used to develop the Floating Area Network technology.

##### AIRchitect®

AIRchitect is a wireless LAN design expert system that is tailored to military ships, installations and infrastructure. This product uses blueprint drawings in AutoCAD or Visio format and allows a network engineer to optimally design a wireless network including the best location for access points and uses requirements of users, throughput performance, interference, physical structures, and co-channel interference.

In addition to the above products and services, the company provides design, engineering and integration services for commercial Wireless communications systems.

#### **STRATEGY**

Our objective is to be a leading security company providing world class solutions in the identity and wireless industry sectors. These solutions include our commercial identity systems focusing on work-flow, productivity enhancement, fraud protection and risk management segments; our government identity systems focusing on access control, vendor validation, and suspect identification; and our wireless security systems, focusing on wireless network planning, designing and installing enterprise wireless networks in rural areas. Key elements of our strategy are as follows:

##### **Commercial Systems**

Productivity Enhancement. We market our technology as a key productivity enhancement tool. Our patented ID\Check software can add functionality to virtually any given software application to automatically populate fields within a given form, when a government-issued photo ID is presented. Our ability to correctly read and authenticate all US jurisdictions, coupled with our patented technology, is a key differentiator from our competitors. The automation that results from the intelligence added to the form dramatically increases throughput and data integrity, and it significantly enhances the customer's experience.

Develop Additional Strategic Alliances with Providers of Security Solutions. We have entered into strategic alliances to utilize our systems and software as the proposed or potential enrollment application for their technologies and to jointly market these security applications with multiple biometric companies: Lenel, AMAG Technology, Inc., in the defense industry; Zebra Technologies hardware manufacturers; and MorphoTrust USA now part of Safran, producers of driver licenses for approximately 85% of the jurisdictions in North America. We are an associate member of AAMVA and a member of AAMVA's Industry Advisory Board. We believe these relationships will broaden our marketing reach through their sales efforts and we intend to develop additional strategic alliances with additional providers of security solutions.

Strengthen Sales and Marketing Efforts. We intend to capitalize on the growth in demand for document verification and productivity enhancement by continuing to market and support our systems and software. Our sales and marketing departments are organized by target sector rather than geographic area to provide focus and create experts in each area. Our recent focus has been on Software as a Service (SaaS) license arrangements in the financial services, retail, and hospitality services industries.

Enter into Additional Licensing Agreements. We intend to continue to license our software for use with a customer's system. We are currently licensing our ID\Check SDK software product for Windows, Windows CE, Windows Mobile and other operating system platforms and intend to similarly continue to license our ID\Check PC, and ID\Check PDA software solutions. Our software is intended to be used with a compatible hardware device. We have entered into multiple licensing agreements to date.

Protect Intellectual Property. We intend to strongly protect our intellectual property portfolio in order to preserve value and obtain favorable settlements where warranted.

#### **Government Identity Systems**

Product Enhancement. Due to the success of Defense ID in the military and government industry sectors, we have enhanced our product line to support other entities such as law enforcement, port security and commercial installations. We continue our ongoing efforts to research and implement the use of new identification cards, additional databases and upgraded equipment form factors in order to increase the efficiency and performance of the system.

TWIC Program. The TWIC program continues to undergo testing for final rules regarding the reader technology. We were on the first list of ICE readers and will continue to provide our software on additional hardware platforms to address the unique needs of each port. We have combined our Defense ID and TWIC reader applications to provide customers with the benefits of each product in a single device and are the first company to have readers listed on the TSA's QTL (Qualified Technology List).

Strengthen Sales and Marketing Efforts. As the need for access control systems continues to grow, our experienced sales and marketing departments are adjusting to target new sectors. Sales and marketing materials are specially designed to clearly outline the capabilities of the system and how it is valuable to each of these specific sectors. We have sales staff and office locations on the East and West Coasts, which allows a quick response to questions and personalized assistance for each customer based on location.

Additional Access to Multiple Databases. We continue to increase the data source information accessed through our Defense ID system. This is achieved by increasing the capabilities of our internally-developed scraping programs for publicly-available information as well as by negotiating additional data source agreements with various law enforcement and government agencies. In addition to these general databases, we can customize databases for each individual customer based on information provided by the customer.

## **Wireless Systems**

**Enterprise Wireless.** We are experts in building advanced wireless infrastructure that can be used by telecom companies to supply very high speed broadband to schools, libraries, hospitals, government agencies, and commercial customers. Recently the company has completed several projects in the northwest and is currently engineering and installing enterprise wireless networks in Washington State. As the nation's demands increase for wireless capability the Mobilisa division of IDN is prepared to build that infrastructure.

The Company enjoys an excellent relationship with its current customers stemming from projects already completed or in process. We will continue to work with these customers to determine how best to continue to create innovative solutions that meet customers' changing technological

## **Our Revenue Sources**

We derive our revenue from the following sources:

- Sales of our systems by both our own direct sales force and marketing partners;
- Per transaction or subscription fees (SaaS) from the licensed use of our technology;
- Royalties and licensing fees from licensing our patented technology to third parties;
- Revenue sharing and marketing arrangements through strategic alliances and partnerships; and
- Sale of software upgrades and extended maintenance programs.
- Government grants for research and development projects.

## **Our Target Industry Sectors**

### **Commercial Identity Systems**

The use of false identification cards, primarily driver licenses and non-driver identification cards, to engage in commercial fraud, to gain access to unauthorized areas and to gain entry to critical infrastructure is all too common. Given the ease with which identification can be falsified, we believe that simply looking at a driver license is not sufficient to verify identity and determine whether or not such an identification card is fraudulent. Since merchants are facing significant economic losses due to these frauds, we believe that what they need is a document verification system that can accurately read the electronically stored information. We target the industry sectors that would most benefit from our systems and software.

We also market our products to opportunities where our ID√Check technology can be used to enhance productivity. We have made significant progress in the sectors for the retail issuance of instant credit. We believe there are financial benefits and compelling business models for customers in this sector to utilize our technology.

### **Productivity Enhancement**

- |                                          |                                            |
|------------------------------------------|--------------------------------------------|
| ▪ Mass merchandisers and retailers       | ▪ Auto dealerships and rental car agencies |
| ▪ Banks and other financial institutions | ▪ Casinos for enrollment of guests         |
| ▪ Credit unions                          | ▪ Hospital patient admissions              |
| ▪ Credit card issuers                    | ▪ Lodging Industry                         |
| ▪ Check cashing services                 | ▪ Airlines                                 |

### **Commercial fraud protection**

- |                                          |                                                  |
|------------------------------------------|--------------------------------------------------|
| ▪ Mass merchandisers and retailers       | ▪ Auto dealerships and rental car agencies       |
| ▪ Banks and other financial institutions | ▪ Casino cage operations                         |
| ▪ Credit unions                          | ▪ Hospitals, medical facilities and health plans |
| ▪ Credit card issuers                    | ▪ Lodging Industry                               |
| ▪ Check cashing services                 | ▪ Pharmacies                                     |

**Access control**

- Airports and airlines
- Departments of Motor Vehicles
- Notable buildings
- Court houses
- Nuclear facilities
- Oil refineries and storage facilities
- Prisons
- Law enforcement agencies
- Military establishments
- College campuses
- Department of Homeland Security
- Bus, rail and port facilities

**Age verification**

- Bars and night clubs
- Convenience stores
- Grocery chains
- Restaurants
- Stadiums and arenas
- Casinos and gaming establishments
- Sellers of sexually explicit material
- Firearm dealers

Government Identity Systems

Our Defense ID system is tailored to locations that validate identification cards as a means of access. Historically, the military sector has been the primary focus, followed closely by Sea Ports, Oil Refineries and the law enforcement sector. Military bases, for example, are an ideal location for the use of the Defense ID system because individual ID cards are checked prior to allowing base access and, in most cases, bases issue visitor/vendor passes to individuals needing access that do not possess a military ID.

Because Defense ID is customizable, it can be used in many different environments. The information provided via instant access to multiple law enforcement databases proves invaluable to gate officers and law enforcement personnel ensuring the security of a facility. Current targets include:

**Military**

- Army
- Air Force
- Coast Guard
- Military and Veterans Hospitals
- Airports and Seaports
- Navy
- Marines
- Military Academies
- Oil Refineries

**Law Enforcement/Government**

- FBI
- State & Local Police
- Bureau of Alcohol, Tobacco, Firearms, and Explosives
- Customs
- Department of Homeland Security
- Drug Enforcement Administration
- Local Sheriffs
- Intelligence Agencies
- Department of Transportation
- Border Patrol

Wireless Security Systems

We provide wireless services, including wireless environment analysis, custom wireless network design, wireless communication system installation and application and custom wireless application development, to a range of customers across a variety of industry sectors. Our AIRchitect® product enables us to design the ideal wireless network for a variety of different facilities. In addition to designing shipboard networks for the U.S. Navy and the Washington State and British Columbia Ferries, we target rural areas, warehouses, hospitals, public transportation providers and other businesses requiring wireless design and specialty services. Our WOW technology can be adapted for a variety of forms of transportation, including buses and trains, and the Company continues to further explore potential customers in those sectors.

**REPRESENTATIVE CUSTOMERS****Commercial Identity Systems**

We have generated revenues from our customers from the sale of systems, licensing of software and sale of software upgrades. The following representative customers have used or are using our systems and software for commercial fraud protection and productivity enhancement:

- Fidelity Information Services
- MGM Grand
- Caesar's Palace
- Enterprise
- Toys R Us
- Alliance Data
- Rooms to Go
- Walmart
- Foxwoods Resorts and Casino
- Mohegan Sun Resort Casino
- Barclaycard USA
- JPMorgan Chase
- LL Bean
- GE Consumer Finance
- AT&T
- Winn Dixie

The following representative customers and programs have used or are using our systems and software for access control:

- John F. Kennedy International Airport in New York
- O'Hare International Airport in Chicago
- Reagan National Airport in Washington, DC
- New York Stock Exchange
- Fort Sam Houston
- Fort Hood
- Force Protection Industries
- New York Department of Motor Vehicles
- Vermont Department of Motor Vehicles
- Delaware Department of Motor Vehicles
- Port of Houston
- Port of New Orleans
- New Hampshire Department of Motor Vehicles
- Port Authority of New York and New Jersey
- Port of Hawaii
- United States Supreme Court
- Registered Traveler Program
- Delaware Department of Motor Vehicles

The following representative customers are using or have used our systems and software for age verification:

- Idaho State Liquor Dispensary
- Sunoco
- Exxon/Mobil franchisees
- Drake Petroleum
- Houston's Restaurants

**Government Identity Systems**

We have generated revenue from our customers from the sale of systems, licensing of software and sale of extended service agreements. The following representative customers have used or are using our systems and software for security and identification purposes.

- The United States Air Force Academy
- Fort Wainwright
- Elmendorf Air Force Base ("AFB")
- Andrews AFB
- Fort Meade
- Fort Belvoir
- USMC Parris Island
- The U.S. Military Academy at West Point
- Bangor Naval Submarine Base
- Fort Jackson
- Fort Leonard Wood
- Fort Benning
- Fort Richardson
- Bolling AFB
- Fort Polk
- Fort Dix
- Yuma Marine Corps Base
- Walter Reed Army Hospital
- McChord AFB
- Claremont County Sheriff Department
- Fort Sill
- 29 Palms
- Camp Atterbury
- Fort Stewart

### Wireless Communications Systems

The following representative customers have used our wireless solutions, including AIRchitect:

- United States Navy
- Sound and Sea Technologies
- British Columbia Ferries
- Port Townsend Paper Company
- Parsons Corporation
- NASA
- United States Air Force
- Science Application International Corporation
- Washington State Ferries
- Mikros Systems Corporation
- National Center for Manufacturing Sciences
- NoaNet

### MARKETING AND DISTRIBUTION

#### Commercial Identity Systems

Our objective is to become the leading developer and distributor of document and age verification products. To date, our marketing efforts have been through direct sales by our sales and marketing personnel, through resellers and license agreements. We are marketing our products through direct marketing approaches such as web marketing, a small number of select trade shows and well known public interest and trade associations.

We generate revenues from the licensing of our software and the selling of bundled solutions that contain hardware and software. Depending on the specific needs of our clients, we tailor the right solution for them. Our bundled solutions are sold as a Software as a Service(SaaS).

Our ID\Check software is available to customers via the cloud (SAAS) and available for Microsoft Windows and Windows Mobile platforms in addition to devices such as credit card terminals and other operating systems such as Linux. We are marketing our ID\Check technology to the government, airlines, airports, high profile buildings or infrastructure, mass merchandisers, grocery, convenience and pharmacy chains, casinos and banks.

We have developed a comprehensive marketing plan to build customer awareness and develop brand recognition in our target industry sectors. We promote the advantages and ease of use of our products through:

- Endorsements by nationally known public interest groups and trade associations;
- Trade publications;
- Trade shows;
- Web seminars, as well as our own website; and
- Various conventions and industry specific seminars.

We intend to continue to develop and market other related software applications.

#### Government Identity Solutions

We have sector-specific brochures for each product in our product line for both the military, port and law enforcement sectors that the sales force utilizes when demonstrating the Defense ID system to potential customers. These brochures serve as a quick reference guide outlining the capabilities of our technology. Once customers have a clear understanding of our products, they can use these brochures to discuss their individual needs and ordering requirements.

When dealing with military and government entities, we must comply with applicable procurement regulations.

In addition to sole source awards, we also respond to Requests for Proposal ("RFPs") and Requests for Qualifications ("RFQs") when our technological capabilities meet that of the desired system. In many cases, we are the only company that is able to meet the requirements in the RFP, which can lead to a quick and easy award.

Also, we have all Defense ID products, as well as individual labor services, listed on GSA Schedule 70. This makes it possible for government entities to make direct purchases of equipment and services for a pre-negotiated price without having to go through the formal RFP/Bid process.

We have offices in New York and Washington State to fully support our current and potential customers. This makes it easy to schedule and complete installations and maintenance in an efficient, time-conscious manner.

#### Wireless Security Systems

Marketing for our wireless products and capabilities is performed primarily via our website and tradeshow exhibitions, as well as through direct contacts with government agencies. We attend market-specific tradeshows to demonstrate current products and capabilities. We pride ourselves on being an innovative solutions provider and this is a prime arena for showcasing the Company's talents and for interfacing with potential customers who can benefit from our wireless solutions.

Many of our potential wireless customers contact the Company after seeing publicity about current wireless projects. Our wireless systems have garnered both local and national publicity, which has been highly beneficial in projecting to the public the Company's capabilities.

#### MAJOR CUSTOMERS

Although the composition of our largest customers has changed from year to year, a significant portion of our revenues have been attributable to a limited number of major customers. In 2014, our top ten customer account for approximately 44% of total revenues. In 2013, our Wireless Installations subcontracting with Northwest Open Access Network accounted for approximately 17% of total revenues. While we believe that one or more major customers could account for a significant portion of our sales for at least the next two years, we anticipate that our customer base will continue to expand and that in the future we will be less dependent on major customers.

#### REGULATION

The sale and use of the Company's Identity System products are not subject to regulation by government authorities. We believe we are currently in compliance with applicable United States, state and local laws and regulations relating to the protection of the environment.

#### COMPETITION

##### Commercial Identity Systems

We compete in an industry that is intensely competitive and rapidly changing. Unless a device can read, decode and analyze all of the information that is legally permitted to be analyzed, which is electronically stored on a driver license, the user may not obtain accurate and reliable confirmation that a driver license is valid and has not been altered or tampered with. We are aware of several companies that are currently offering products that electronically read and calculate age from a driver license. We have tested and compared some of these products to ID√Check and believe that our product is superior in quality and functionality. We believe that units unable to read bar codes are at a significant disadvantage because all states and Canadian provinces currently utilize bar codes to encode their driver licenses, as well as all U.S. military IDs and uniformed services cards.

In the government identity sector, there are several companies, including Morpho Trust USA, EID and HID. , that are currently offering products that compete with the Defense ID system. The U.S. government also has DBIDS and AIE that compete with our products.

We are also aware that Motorola and Honeywell are offering an embedded driver's license reading solution on a tether scanner.

We have experienced and expect to continue to experience increased competition in the document verification sector. If any of our competitors were to become the industry standard or were to enter into or expand relationships with significantly larger companies through mergers, acquisitions or otherwise, our business and operating results could be seriously harmed. In addition, potential competitors could bundle their products or incorporate functionality into existing products in a manner that discourages users from purchasing our products.

In the wireless security sector, several competitors have developed technology that may compete with our products & services. These include EFJ, Inc., Sea-Mobile and Motorola. In addition, other defense or wireless companies may be developing technology that will compete with our current products or with the projects and products that are currently in research and development.

### **MANUFACTURING**

We do not manufacture readers or input devices, but use products from several manufacturers. Some of these devices are private labeled and programmed by the supplier to work with our ID\Check technology. The majority of our hardware consists of commercial off-the-shelf ("COTS") products. We rely on a small number of suppliers to provide our COTS products.

Our government identity and wireless systems products are created with COTS items that we customize with software and specialized configurations. All products are customized, assembled, and tested in-house and then installed and placed by our employees in the field.

### **RESEARCH AND DEVELOPMENT**

Our research and development efforts are mainly concentrated in two areas. The most significant effort is concentrated in the identity sector. We modify existing software applications based on customer's requirements, which are fee based. In addition, we develop new software solutions and make improvements to existing software platforms, which are funded internally. R&D spending during the years ended December 31, 2014 and 2013 was \$1,823,147 and \$2,056,744, respectively.

### **INTELLECTUAL PROPERTY**

In January 1999, the U.S. Patent and Trademark Office granted us a patent on our ID\Check software technology. In October 2002, we were granted another patent relating to our document authentication and age verification technology. In January 2009, we were granted another patent that is a continuation of our patents relating to our document authentication and age verification technology. Upon our acquisition of the assets of IDentiScan, we also received equitable ownership and sole ownership rights to its intellectual property, including other patents and patent applications relating to age verification technology.

During 2010, we were granted two additional patents. The first patent was for a software key control for mobile devices. It is used to get a registration key for the parser that is based on the unique internal ID of one mobile device. The Mobile Key Manager communicates with the mobile device, reading its ID, and then requests a registration key specific for that ID from Intellicheck Mobilisa's server. This server maintains a database of all customers using IDecode Mobile Parsers, including the number of licenses they have purchased, the latest software version for which they have paid support, and the registration keys and unique device IDs associated with those licenses. The server generates a new registration key unique to the device ID, and returns it to the Mobile Key Manager to register that device. In this way, the customer can deploy the IDecode Mobile Parser to only one mobile device for each parser purchased.

The second patent was relating to a document comparison system and reinforces the innovative nature of Intellicheck Mobilisa's security solutions involving documents. The technology described in the patent relates to a system and method for comparing information contained in at least two documents. Like information on different documents is compared to determine whether the information is the same on each document. For instance, a name contained on an individual's driver's license is automatically compared with a name contained on the individual's airline boarding pass.

In 2011, we were issued another patent. This patent allows for verifying and authenticating the encoded information on driver licenses of all 50 states and other North American driver licenses, and allows the information to be electronically transferred in a secure environment to a local or remote jurisdiction for age verification, organ donor, or criminal activity checks critical in fighting both crime and terrorism.

In 2012, the Company was granted a patent relating to a system and method for comparing information contained in at least two documents, but not limited to just a driver license and passport. This patent compares "like information" on different documents to determine whether the information is the same on each document. As an example, a passport is compared to a boarding pass to determine "like information" matches, for instance name and birthdate.

We were also granted a patent related to a system that uses environmental information to determine a level of scrutiny that is to be applied to received identification information at a location where user identification is being checked. Depending on the level of scrutiny that is applied and on generated candidate scores, the system will display a number of potential persons of interest that match the received identification information.

In 2013, we were granted four patents that are continuations of earlier-filed applications we previously filed. One patent is related to a document comparison system that compares information contained in two documents to determine whether the information is substantially identical on each document. An indication is provided as to whether the two documents identify the same entity or do not identify the same entity. The second patent relates to improvements to software key control for mobile devices. The third patent relates to an apparatus for extracting date of birth information from driver's licenses and displaying a calculated age along with a license background graphic. Finally, the fourth patent is related to a system that uses environmental information to determine a level of scrutiny that is to be applied to received identification information at a location, and to display a number of potential persons of interest that match the received identification information based on the applied level of scrutiny.

In 2014, we were granted one patent that was also a continuation of an earlier-filed application. The patent is related to a document comparison system that compares information contained in two documents to determine whether certain information is substantially identical on each document. The system provides a positive or negative indication as to whether portions of the two documents are substantially identical.

We currently hold sixteen (16) U.S. patents, two (2) Canadian patents and one (1) United Kingdom patent. At present, we have other patent applications pending in the U.S. Patent and Trademark Office as well as internationally. These patents cover commercially important aspects of our capabilities relating to the authentication and verification of identification documents, and relating to our Defense ID System technology. We will continue to pursue patents for all of our new technologies arising from our research and development efforts.

We own multiple copyrights in the United States, which are effective in Canada and in other major industrial countries. The copyright protection covers software source codes and supporting graphics relating to the operation of ID\Check<sup>®</sup> and other software products. We also have several trademarks relating to our company, its product names and logos.

In connection with the sales or licensing of our intellectual property, we have entered into an agreement with Mr. Kevin Messina, our former Senior Executive V.P. and Chief Technology Officer, under which we will pay royalties equal to 0.005% of cumulative gross sales for cumulative gross sales of \$2,000,000 to \$52,000,000 and 0.0025% of cumulative gross sales for cumulative gross sales in excess of \$52,000,000 pertaining to those patents on which Mr. Messina was identified as an inventor. Cumulatively, as of December 31, 2014, total fees paid under this agreement were about \$1,650.

#### **EMPLOYEES**

As of March 19, 2015, we had thirty-one (31) full-time employees. Four (4) are engaged in executive management, sixteen (16) in information technology, six (6) in sales and marketing and five (5) in administration. All employees are employed "at will." We believe our relations with our employees are generally positive and we have no collective bargaining agreements with any labor unions.

**Item 1A. Risk Factors****RISK FACTORS****Risks Related to Our Business and Industry**

**We have incurred principally losses since inception and losses may continue, which could result in a decline in the value of our securities and a loss of your investment.**

We sustained net losses of \$7,644,230 and \$2,424,256 for the fiscal years ended December 31, 2014 and 2013, respectively, and our accumulated deficit was \$93,299,794 as of December 31, 2014. Since we expect to incur additional expenditures in line with the sales growth of our business, we may not achieve operating profits in the near future. This could lead to a decline in the value of our securities.

**Our proprietary software relies on reference data provided by government and quasi-government agencies. If these governmental and quasi-government agencies were to stop sharing data with us, the utility of our proprietary software would be diminished in those jurisdictions and our business would be damaged.**

Currently, the fifty states, ten Canadian provinces and the District of Columbia, which in most instances conform to the guidelines established by certain organizations responsible for implementing industry standards, cooperate with us by providing sample identification cards so that we may modify all of our hardware and software products to read and analyze the encoded information found on such jurisdiction's identification cards. In the event that one or more of these jurisdictions do not continue to provide this reference data, the utility of our proprietary software may be diminished in those jurisdictions.

**Our business strategy exposes us to long sales and implementation cycles for our products.**

Our target customers in the commercial fraud protection, access control and age verification industry sectors include large retailers and government agencies, which typically require longer sales and implementation cycles for our products than do our potential customer base solely interested in age verification, such as restaurant, bar and convenience store operators. The longer sales and implementation cycles for larger retail companies continue to have an adverse impact on the timing of realizing our revenues. In addition, budgetary constraints and potential economic slowdowns may also continue to delay purchasing decisions by these prospective customers. These initiatives have costs associated with them, and we cannot assure you that they ultimately will prove successful or result in, an increase to our revenues or profitability.

In addition, the loss or significant reduction in government spending by government entities could materially limit our ability to obtain government contracts. These limitations, if significant, could also have a material adverse effect on our business, financial condition and results of operations. In addition, we will need to develop additional strategic relationships with large government contractors in order to successfully compete for government contracts. Should we lose or fail to develop these strategic relationships we may not be able to implement our business strategy.

**The industry for our systems and software is evolving and its growth is uncertain.**

Demand and industry acceptance for recently introduced and existing systems, and software and sales from such systems and software, are subject to a high level of uncertainty and risk. With changing administration in government, changes in government budgets, and slowly evolving government standards on use of identity products, the government sector is slowly developing. The commercial sector has the ability to develop faster than the government sector, but it is also subject to a higher level of uncertainty because of potential uncertainty in the continued financial health of our commercial customers, as well as long sales cycles. Our business may suffer if the industry develops more slowly than anticipated and does not sustain industry acceptance.

**Failure to manage our operations if they expand could impair our future growth.**

If we are able to expand our operations, particularly through multiple sales to large retailers and government agencies in the document verification industry, the expansion will place significant strain on our management, financial controls, operating systems, personnel and other resources. Our ability to manage future growth, should it occur, will depend to a large extent upon several factors, including our ability to do the following:

- build and train our sales force;
- establish and maintain relationships with distributors;
- develop customer support systems;
- develop expanded internal management and financial controls adequate to keep pace with growth in personnel and sales, if they occur; and
- manage the use of third-party manufacturers and suppliers.

If we are able to grow our business but do not manage our growth successfully, we may experience increased operating expenses, loss of customers, distributors or suppliers and declining or slowed growth of revenues.

**We are subject to risks associated with product failure and technological flaws.**

Products as complex as those offered by us may contain undetected errors or result in failures when first introduced or when new versions are released. Despite vigorous product testing efforts and testing by current and potential customers, it is possible that errors will be found in a new product or enhancement after commencement of commercial shipments. The occurrence of product defects or errors could result in adverse publicity, delay in product introduction, diversion of resources to remedy defects, loss of, or a delay in industry acceptance, claims by customers against us, or could cause us to incur additional costs, any of which could adversely affect our business.

**Failure to protect our proprietary technology may impair our competitive position.**

We continue to allocate significant resources to developing new and innovative technologies that are utilized in our products and systems. Because our continued success depends on, to a significant degree, our ability to offer products providing superior functionality and performance over those offered by our competitors, we consider the protection of our technology from unauthorized use to be fundamental to our success. This is done by processes aimed at identifying and seeking appropriate protection for newly-developed intellectual property, including patents, trade secrets, copyrights and trademarks, as well as policies aimed at identifying unauthorized use of such property. These processes include:

- contractual arrangements providing for nondisclosure of proprietary information;
- maintaining and enforcing issued patents and filing patent applications on innovative solutions to commercially important problems;
- protecting trade secrets;
- protecting copyrights and trademarks by registration and other appropriate means;
- establishing internal processes for identifying and appropriately protecting new and innovative technologies; and
- establishing practices for identifying unauthorized use of intellectual property.

We may have to litigate to enforce patents or trademarks or to determine the scope and validity of other parties' proprietary rights. Litigation could be very costly and divert management's attention. An adverse outcome in any litigation may have a severe negative effect on our financial results. To determine the priority of inventions, we may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office or oppositions in foreign patent and trademark offices, which could result in substantial cost and limitations on the scope or validity of our patents or trademarks.

Additionally, third parties, including our competitors or licensees, may seek to have our patents reviewed by the Patent Trial and Appeal Board of the United States Patent and Trademark Office in a post grant proceeding, such as post grant review or an inter partes review. Such proceedings, if instituted could cancel our patents or narrow the scope of our patent claims. We cannot predict the effect that such proceedings, if instituted, may have on our business or revenue received from licensing our patents.

In addition, foreign laws treat the protection of proprietary rights differently from laws in the United States. The failure of foreign laws or judicial systems to adequately protect our proprietary rights or intellectual property, including intellectual property developed on our behalf by foreign contractors or subcontractors may have a material adverse effect on our business, operations and financial results.

**If our future products incorporate technologies that infringe the proprietary rights of third parties, and we do not secure licenses from them, we could be liable for substantial damages.**

We are not aware that our current products infringe the intellectual property rights of any third parties. We also are not aware of any third party intellectual property rights that may hamper our ability to provide future products and services. However, we recognize that the development of our services or products may require that we acquire intellectual property licenses from third parties so as to avoid infringement of those parties' intellectual property rights. These licenses may not be available at all or may only be available on terms that are not commercially reasonable. If third parties make infringement claims against us whether or not they are upheld, such claims could:

- consume substantial time and financial resources;
- divert the attention of management from growing our business and managing operations; and
- disrupt product sales and shipments.

If any third party prevails in an action against us for infringement of its proprietary rights, we could be required to pay damages and either enter into costly licensing arrangements or redesign our products so as to exclude any infringing use. As a result, we would incur substantial costs, delays in product development, sales and shipments, and our revenues may decline substantially. Additionally, we may not be able to achieve the minimum necessary growth for our continued success.

**Failure to attract and retain management and other personnel may damage our operations and financial results and cause our stock price to decline.**

We depend to a significant degree on the skills, experience and efforts of our executive officers and other key management, technical, finance, sales and other personnel. Our failure to attract, integrate, motivate and retain existing or additional personnel could disrupt or otherwise harm our operations and financial results. We do not carry key man life insurance policies covering any employees. The loss of services of certain of our key employees, an inability to attract or retain qualified personnel in the future, or delays in hiring additional personnel could delay the development of our business and could cause our stock price to decline.

**Our share price may be volatile and could decline substantially**

The market price of our common stock, like the price of shares of technology companies generally, has been and may continue to be volatile. From January 1, 2002 to March 19, 2015, the closing price of our common stock has varied from a high of \$140.00 to a low of \$1.39 per share, as reported on the NYSE MKT. Many factors may cause the market price for our common stock to decline, including:

- shortfalls in revenues, cash flows or continued losses from operations;
- delays in development or roll-out of any of our products;
- announcements by one or more competitors of new product acquisitions or technological innovations; and
- unfavorable outcomes from outstanding litigation.

In addition, the stock market experiences extreme fluctuations in price and volume that particularly affect the market price of shares of emerging technology companies, such as ours. These price and volume fluctuations are often unrelated or disproportionate to the operating performance of the affected companies. Because of this volatility, we may fail to meet the expectations of our stockholders or of securities analysts and our stock price could decline as a result. Declines in our stock price for any reason, as well as broad-based market fluctuations or fluctuations related to our financial results or other developments, may adversely affect your ability to sell your shares at a price equal to or above the price at which you purchased them. Decreases in the price of our common stock may also lead to de-listing of our common stock.

**We incur significant accounting and other control costs that impact our financial condition.**

As a publicly traded corporation, we incur certain costs to comply with regulatory requirements. If regulatory requirements were to become more stringent or if controls thought to be effective later fail, we may be forced to make additional expenditures, the amounts of which could be material. Some of our competitors are privately owned, so their accounting and control costs could create a competitive advantage over us. Should our sales decline or if we are unsuccessful at increasing prices to cover higher expenditures for internal controls and audits, our costs associated with regulatory compliance will rise as a percentage of sales.

**We have derived a significant portion of our revenue from government R&D (Research and Development) contracts, which are often non-standard, involve competitive bidding, may be subject to cancellation and may produce volatility in earnings and revenue.**

In the years ended December 31, 2014 and 2013, we derived no revenue from government R&D contracts. These government contracts often include provisions that substantially differ from those found in typical private commercial transactions. For instance, government contracts may:

- include provisions that allow the agency, in certain circumstances, to terminate the contract without penalty;
- be subject to purchasing decisions by agencies that are subject to political influence;
- include bonding requirements;
- contain comprehensive procurement provisions that require us to expend substantial resources in pursuing the contract;
- specify performance criteria that we must satisfy before the customer accepts the products and services; and
- be subject to cancellation or reduction if funding is reduced or becomes unavailable.

Securing government contracts typically involves a lengthy competitive bidding process. Often, unsuccessful bidders have the ability to challenge contract awards. Such challenges may increase costs, result in delays and risk the loss of the contract by the winning bidder. Protests or other delays related to material government contracts that may be awarded to us could result in revenue volatility. State and local government agency contracts may depend on the availability of matching funds from federal, state or local entities. State and local government agencies are subject to political, budgetary, purchasing and delivery constraints that may result in irregular revenue and operating results. Revenue volatility makes management of our business difficult. Outright loss of any material government contract through the protest process or otherwise, could significantly reduce our revenues.

**We could be adversely affected by a negative audit by the U.S. government.**

We, like other government contractors, are subject to various routine audits, reviews and investigations by U.S. government agencies, including the Defense Contract Audit Agency and various agency inspectors. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations, and standards. Any costs found to be misclassified may be subject to repayment. If an audit or investigation uncovers improper or illegal activities, we may be subject to civil or criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines, and suspension or prohibition from doing business with the U.S. government.

**Our business strategy exposes us to long sales and implementation cycles for our products.**

Historically, some of our primary target customers have been government agencies and branches of the U.S. military, both of which require long sales and implementation cycles for products, which may result in a long period of time prior to revenue realization. The loss or significant reduction in government spending could limit our ability to obtain government contracts. These limitations, if significant, could significantly reduce our revenues. We will need to develop additional strategic relationships with large government contractors in order to successfully compete for government contracts. Should we lose or fail to develop these strategic relationships, we may not be able to implement our business strategy.

**We cannot be certain that our backlog estimates will result in actual revenues in any particular fiscal period because our clients may modify or terminate projects or may decide not to exercise contract options.**

Our backlog represents sales value of firm orders for products and services not yet delivered and, for long-term, executed contractual arrangements (contracts, subcontract and customer commitments), the estimated future sales value of product shipments, transactions processed and services to be provided over the term of the contractual arrangements, including anticipated renewal options. For contracts with indefinite quantities, our backlog is estimated based on current activity levels. Our backlog includes estimates of revenues, the receipt of which require future government appropriations, depend on option exercise by clients or are subject to contract modification or termination. At December 31, 2014, our backlog approximated \$530,000. These estimates are based on our experience under such contracts and similar contracts, and we believe that such estimates are reasonable. If we do not realize a substantial amount of our backlog, as we presently anticipate, our operations could be harmed and future revenues could be significantly reduced.

**Long lead times for the components used in certain products creates uncertainty in our supply chain and may prevent us from making required deliveries to our customers on time.**

We rely exclusively on commercial off-the-shelf technology in manufacturing our products. The lead-time for ordering certain components used in our products and for the production of products can be lengthy. As a result, we must, from time to time, order products based on forecasted demand. If demand for products lags significantly behind forecasts, we may purchase more product than we can sell. Conversely, if demand exceeds forecasts, we may not have enough products to meet our obligations to our customers.

**We obtain certain hardware and services, as well as some software applications, from a limited group of suppliers, and our reliance on these suppliers involves significant risks, including reduced control over quality and delivery schedules.**

Any financial instability of our suppliers could result in having to find new suppliers. We may experience significant delays in manufacturing and deliveries of products and services to customers if we lose our sources or if supplies and services delivered from these sources are delayed. As a result, we may be required to incur additional development, manufacturing and other costs to establish alternative supply sources. It may take several months to locate alternative suppliers, if required. We cannot predict whether we will be able to obtain replacement hardware within the required time frames at affordable costs, or at all. Any delays resulting from suppliers failing to deliver hardware or delays in obtaining alternative hardware, in sufficient quantities and of sufficient quality, or any significant increase in the cost of hardware from existing or alternative suppliers could result in delays on the shipment of product which, in turn, could result in the loss of customers we may not be able to successfully complete.

**Our Defense ID system relies on access to databases run by various government agencies. If these governmental agencies were to stop sharing data with us, the utility of the Defense ID system would be diminished and business would be damaged.**

Currently, our Defense ID system accesses over 100 separate databases run by various government and law enforcement agencies. We cannot be assured that each of these agencies will continue to cooperate with us. In the event that one or more of these agencies does not continue to provide access to these databases, the utility of the Defense ID system may be diminished and as a result, our sales could suffer.

**Our Defense ID system requires permission from each branch of the U.S. military in the form of an Authority to Operate (ATO). If an existing ATO is revoked, we would risk losing our ability to install our Defense ID system at military bases.**

We cannot be assured that these permissions will be renewed, and it is possible that they could be revoked. If one or more of these permissions is revoked or not renewed, then the sector for the Defense ID system would be reduced and as a result, our sales could suffer.

**Our Defense ID system manages private personal information and information related to sensitive government functions and a breach of the security systems protecting such information may result in a loss of suppliers or customers or result in litigation.**

The protective security measures designed to protect sensitive information and contained in our products may not prevent all security breaches. Failure to prevent security breaches may disrupt our business, damage our reputation and expose us to litigation and liability. A party who is able to circumvent protective security measures used in these systems could misappropriate sensitive information or cause interruptions or otherwise damage our products, services and reputation as well as the property and privacy of customers. If unintended parties obtain sensitive data and information, or create bugs or viruses or otherwise sabotage the functionality of our products, we may receive negative publicity, incur liability to our customers or lose the confidence of our customers, any of which may cause the termination or modification of contracts. Further, our existing insurance coverage may be insufficient to cover losses and liabilities that may result from such events.

In addition, we may be required to expend significant capital and other resources to protect against the threat of security breaches or to alleviate problems caused by the occurrence of any such breaches. However, protective or remedial measures may not be available at a reasonable price or at all, or may not be entirely effective if commenced.

**Future government regulation restricting the capture of information electronically stored on identification cards could adversely affect our business.**

The Defense ID system is designed to read, verify and capture information from identification cards. Currently, some jurisdictions have restrictions on what can be done with this information. Because issues of personal privacy continue to be a major topic of public policy debate, it is possible that, in the future, these or other jurisdictions may introduce similar or additional restrictions on capturing this information. Therefore, the implementation of unfavorable regulations or unfavorable interpretations of existing regulations by courts or regulatory bodies could require us to incur significant compliance costs, cause the development of the affected industry sectors to become impractical and reduce our revenues and potential revenues.

**We are subject to risks associated with product failure and technological flaws.**

Our products are complex and may contain undetected errors or result in failures when first introduced or when new versions are released. Despite vigorous product testing efforts and testing by current and potential customers, it is possible that errors will be found in a new product or enhancement after commercial shipments have commenced. The occurrence of product defects or errors could result in negative publicity, delays in product introduction, the diversion of resources to remedy defects and loss of or delay in industry acceptance or claims by customers against us and could cause us to incur additional costs, any one of which could adversely affect our business. Because of the risk of undetected error, we may be compelled to accept liability provisions that vary from our preferred contracting model in certain critical transactions. There is a risk that in certain contracts and circumstances we may not be successful in adequately minimizing product and related liabilities or that the protections negotiated will not ultimately be deemed enforceable.

We carry product liability insurance, but existing coverage may not be adequate to cover potential claims. The failure of our products to perform as promised could result in increased costs, lower margins, liquidated damage payment obligations and harm to our reputation.

**We may not be able to keep up with rapid technological change.**

The sectors for all of our products are characterized by rapid technological advancements. Significant technological change could render existing technology obsolete. If we are unable to successfully respond to these developments, or do not respond in a cost-effective manner, our business, financial condition and results of operations will be materially adversely affected.

**We cannot guarantee that projects currently in research and development stage, including FANs and Littoral Sensor Grids, will result in operational systems or prototypes or that such systems or prototypes, if produced, will be commercially marketable.**

Projects in the research and development stage have not yet been proven operational. While we anticipate that we will be able to produce operational systems or prototypes based on our research and development, there is no guarantee that we will be able to do so. Furthermore, even if we are able to produce operational systems or prototypes, there is no guarantee that those systems or prototypes will prove commercially marketable.

**Future capital requirements may require incurring debt or dilution of existing stockholders.**

Acquisition and development opportunities and other contingencies may arise, which could require us to raise additional capital or incur debt. If we raise additional capital through the sale of equity, including preferred stock, or convertible debt securities, the percentage ownership of our then existing stockholders will be diluted.

**Because we do not intend to pay dividends on our Common Stock, stockholders will benefit from an investment in our stock only if it appreciates in value.**

We have never declared or paid any cash dividends on our shares of stock. We currently intend to retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we do not anticipate paying cash dividends in the foreseeable future. Any future determination as to the declaration and payment of cash dividends will be at the discretion of our Board of Directors and will depend on factors the Board of Directors deems relevant, including among others, our results of operations, financial condition and cash requirements, business prospects, and the terms of Intellicheck Mobilisa's credit facilities and other financing arrangements. Accordingly, realization of a gain on stockholders' investments will depend on the appreciation of the price of our stock. There is no guarantee that our stock will appreciate in value.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

Our corporate headquarters is currently located in Port Townsend, WA, where we occupy approximately 5,840 square feet pursuant to a lease that expires on July 31, 2017. We also occupy 9,233 square feet of office space in Jericho, NY pursuant to a lease that expires on March 1, 2018. Most U.S. sales, marketing and technical personnel for all product divisions are in these locations, with a small number of individuals operating out of home offices. We believe that our existing facilities are adequate to meet current requirements and that additional or substitute space will be available as needed to accommodate any expansion of operations.

**Item 3. Legal Proceedings**

We are not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on our business.

**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**

(a) Our common stock is traded on the NYSE MKT Stock Exchange under the symbol "IDN." The following table indicates high and low sales prices for the periods indicated.

	Low	High
<b>2013</b>		
First quarter	\$ 3.12	\$ 7.52
Second quarter	\$ 2.40	\$ 5.60
Third quarter	\$ 2.24	\$ 6.56
Fourth quarter	\$ 3.60	\$ 6.08
<b>2014</b>		
First quarter	\$ 3.44	\$ 13.04
Second quarter	\$ 4.64	\$ 7.76
Third quarter	\$ 3.86	\$ 6.00
Fourth quarter	\$ 2.95	\$ 4.29
<b>2015</b>		
First quarter*	\$ 1.39	\$ 2.78

\* Portion of first fiscal quarter through March 18, 2015.

(b) no cash dividends or other cash distributions made by us during the fiscal year ended December 31, 2014. Future dividend policy will be determined by our Board of Directors based on our earnings, financial condition, capital requirements and other then existing conditions. It is anticipated that cash dividends will not be paid to the holders of our common stock in the foreseeable future.

(c) Recent Sales of Unregistered Securities

None.

(e) Repurchases of Equity Securities

There were no shares purchased during 2014.

(f) Reverse Stock Split

Effective on August 12, 2014 and commencing with the opening of trading on August 13, 2014, the Company effected a reverse stock split of our issued and outstanding common stock, \$0.001 par value per share, at a ratio of one-for-eight, with each eight (8) issued and outstanding shares of the common stock automatically combined and converted into one (1) issued and outstanding share of the common stock. The reverse stock split was approved by stockholders holding a majority of the outstanding voting power at a special meeting of stockholders held on August 12, 2014.

**Item 6. Selected Financial Data**

The following selected financial data presented under the captions "Statement of Operations Data" and "Balance Sheet Data" as of the end of each of the five years ended December 31, 2014, are derived from the financial statements of Intellicheck Mobilisa. The selected financial data should be read in conjunction with the financial statements as of December 31, 2014 and 2013 and for each of the two years in the period ended December 31, 2014, the accompanying notes and the report of independent registered public accounting firms thereon, which are included elsewhere in this Form 10-K. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Mobilisa and Positive Access. The acquisition of Mobilisa was completed on March 14, 2008, and therefore Mobilisa's results of operations are included in the financial statements beginning from March 15, 2008. The acquisition of Positive Access was completed on August 31, 2009, and therefore Positive Access's results of operations are included in the financial statements beginning from September 1, 2009.

	Years Ended December 31,				
	2010	2011	2012	2013	2014
	(In thousands, except per share data)				
<b>Statement of Operations Data:</b>					
Revenue	\$ 12,292	\$ 12,484	\$ 8,803	\$ 7,298	\$ 6,613
Loss from operations	(2,547)	(282)	(2,261)	(2,424)	(7,645)
Net loss	(2,573)	(291)	(2,260)	(2,424)	(7,644)
Net loss per common share					
Basic	(0.77)	(0.09)	(0.65)	(0.70)	(1.59)
Diluted	(0.77)	(0.09)	(0.65)	(0.70)	(1.59)
Common shares used in computing per share amounts					
Basic	3,331	3,406	3,466	3,487	4,801
Diluted	3,331	3,406	3,466	3,487	4,801

	As of December 31,				
	2010	2011	2012	2013	2014
	(In thousands)				
<b>Balance sheet data:</b>					
Cash and cash equivalents	\$ 1,489	\$ 1,394	\$ 1,686	\$ 224	\$ 2,966
Working capital	1,174	1,984	744	(720)	1,880
Total assets	23,974	22,945	20,461	17,902	15,814
Total liabilities	4,188	3,190	2,782	2,546	2,666
Stockholders' equity	19,786	19,755	17,679	15,356	13,148

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

### Overview

We are a technology company that provides wireless technology and identity systems for various applications including mobile and handheld access control and security systems for the government, military and commercial markets. Our products include the Defense ID and Fugitive Finder systems, advanced ID card access control products currently protecting approximately 100 military and federal locations, and ID\Check, a patented technology that instantly reads, analyzes, and verifies encoded data in magnetic stripes and barcodes on government-issue IDs from U.S. and Canadian jurisdictions designed to improve the Customer Experience for the financial, hospitality and retail sectors. Our wireless products include Aegeus, a wireless security buoy system for the government, military and oil industry.

### Critical Accounting Policies and the Use of Estimates

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Significant estimates and assumptions that affect amounts reported in the financial statements include impairment of goodwill, valuation of intangible assets, deferred tax valuation allowances, allowance for doubtful accounts, revenue allocation of multi-element arrangements and the fair value of stock options granted under our stock-based compensation plans. Due to the inherent uncertainties involved in making estimates, actual results reported in future periods may be different from those estimates.

We believe that there are several accounting policies that are critical to understanding our historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management's judgments and estimates. These significant accounting policies relate to revenue recognition, stock based compensation, deferred taxes, goodwill and intangible asset valuation and impairment, and commitments and contingencies. These policies and our procedures related to these policies are described in detail below.

*Valuation of goodwill and other long-lived assets*

Our long-lived assets include property and equipment, goodwill and intangible assets. As of December 31, 2014, the balances of property and equipment, goodwill and intangible assets, all net of accumulated depreciation and amortization, were \$346,915, \$8,101,661 and \$3,307,797 respectively. As of December 31, 2013, the balances of property and equipment, goodwill and intangible assets, all net of accumulated depreciation and amortization, were \$369,095, 12,308,661 and \$3,724,354, respectively.

We depreciate property and equipment and amortize intangible assets that have finite lives over their estimated useful lives. For purposes of determining whether there are any impairment losses, as further discussed below, management evaluates the carrying amounts of identifiable long-lived tangible and intangible assets, including their estimated useful lives, when indicators of impairment are present as more fully described below. Based on our review of the carrying amounts of the long-lived tangible and intangible assets with finite lives, we may also determine that shorter estimated useful lives are appropriate. In that event, we record depreciation and amortization over shorter future periods, which would reduce our earnings.

*Goodwill*

The excess of the purchase consideration over the fair value of the assets of acquired businesses is considered goodwill. Under authoritative guidance, purchased goodwill is not amortized, but rather it is periodically reviewed for impairment. The Company had goodwill of \$8,101,661 and \$12,308,661, respectively, at December 31, 2014 and December 31, 2013. This goodwill resulted from the acquisition of Mobilisa, Inc. and Positive Access Corporation.

For the years ended December 31, 2014 and 2013, the Company performed its annual impairment test of goodwill. Under authoritative guidance, the Company can use industry and Company specific qualitative factors to determine whether it is more likely than not that impairment exists, before using a two-step quantitative analysis. Events or changes in circumstances which could trigger an impairment review include macroeconomic conditions, industry and market conditions, cost factors, overall financial performance, other entity specific events and sustained decrease in share price.

For the year ended December 31, 2014, after a review of these qualitative factors, the Company determined that it was necessary to perform a two-step quantitative analysis. The first step is to compare the fair value of the Company's reporting unit, including goodwill to its carrying value. If the fair value of the reporting unit exceeds its carrying amount, goodwill is considered not impaired otherwise, there is an indication that goodwill may be impaired and the amount of loss, if any is measured by performing step two. Under step two, the impairment loss, if any, is measured by comparing the implied fair value of the reporting unit goodwill with the carrying amount of goodwill.

The Company engaged an outside consulting firm to perform this analysis. As of December 31, 2014, as a result of equity market conditions and the resulting decrease in current market multiples and the Company's stock price, the Company compared the carrying amounts of its reporting unit to its estimated fair value, and determined that the carrying amount exceeded its estimated fair value. The Company calculated the impairment loss by deriving the implied fair value of the goodwill after allocating the estimated fair value of the reporting unit to tangible and intangible assets. The goodwill impairment charge was primarily driven by the deteriorating economic conditions that manifested themselves in the fourth quarter of 2014. The test determined that there was an impairment related to the carrying value of goodwill and the Company recorded an impairment charge of \$4,207,000 in the fourth quarter of 2014. The Company considered whether long-lived assets were also impaired. As required by ASC 360, the Company compared the carrying amounts of the identified asset groups (including goodwill as required by ASC 360 to the undiscounted cash flow of the asset groups and determined that the Company's intangible assets related to the Mobilisa acquisition were not impaired.

### *Intangible Assets*

Intangible assets include trade names, patents, developed technology, non-compete agreements and backlog described more fully in Note 5. The Company uses the straight line method to amortize these assets over their estimated useful lives. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable in accordance with ASC Topic 360. To determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows, without interest charges, will be less than the carrying amount of the assets. Impairment is measured at fair value. No impairments were recognized during the years ended December 31, 2014 and 2013.

The Company discovered an error in the fourth quarter relating to the amortization of intangible assets which resulted in the understatement of amortization expense in the first, second and third quarters of 2014 totaling \$336,219. The Company determined that the effect of the misstatement was not material and therefore recorded the adjustment in the fourth quarter 2014.

### *Revenue Recognition and Deferred Revenue*

Revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed and determinable, collectability is probable, and there is no future Company involvement or commitment. The Company sells its commercial products directly through its sales force and through distributors. Revenue from direct sales of products is recognized when shipped to the customer and title has passed.

Under the provisions of ASC Topic 605-25, "Revenue Arrangements with Multiple Deliverables," for multi-element arrangements that include tangible products containing software essential to the tangible product's functionality and undelivered software elements relating to the tangible product's essential software, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price and (iii) best estimate of the selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

The Company also recognizes revenues from licensing of its patented software to customers. The licensed software requires continuing service or post contractual customer support and performance; accordingly, a portion of the revenue is deferred based on its fair value and recognized ratably over the period in which the future service, support and performance are provided, which is generally one to three years. Royalties from the licensing of the Company's technology are recognized as revenues in the period they are earned.

Revenue from research and development contracts are generally with government agencies under long-term cost-plus fixed-fee contracts, where revenue is based on time and material costs incurred. Revenue from these arrangements is recognized as time is spent on the contract and materials are purchased. Research and development costs are expensed as incurred.

The Company also performs consulting work for other companies. These services are billed based on time and materials. Revenue from these arrangements is also recognized as time is spent on the contract and materials are purchased.

Subscriptions to database information can be purchased for month-to-month, one, two, and three year periods. Revenue from subscriptions are deferred and recognized over the contractual period, which is typically three years.

The Company offers enhanced extended warranties for its sales of hardware and software at a set price. The revenue from these sales are deferred and recognized on a straight-line basis over the contractual period, which is typically one to three years.

*Stock-Based Compensation*

The Company accounts for the issuance of equity awards to employees in accordance with ASC Topic 718 and 505, which requires that the cost resulting from all share based payment transactions be recognized in the financial statements. This pronouncement establishes fair value as the measurement objective in accounting for share based payment arrangements and requires all companies to apply a fair value based measurement method in accounting for all share based payment transactions with employees.

*Deferred Income Taxes*

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss carry forwards. Deferred tax assets and liabilities are measured using expected tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. We have recorded a full valuation allowance for our net deferred tax assets as of December 31, 2014, due to the uncertainty of the realizability of those assets.

*Commitments and Contingencies*

We are not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on our business.

The above listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

**Results of Operations** (All figures were rounded to the nearest \$1,000)**COMPARISON OF THE YEAR ENDED DECEMBER 31, 2014 TO THE YEAR ENDED DECEMBER 31, 2013**

**REVENUE.** Total revenues were approximately 9% lower in the year ended December 31, 2014 as compared to the year ended December 31, 2013.

	<i>Year Ended December 31,</i>		
	<b>2014</b>	<b>2013</b>	<b>% Change</b>
Identity Systems	5,650,000	\$ 5,665,000	(1)%
Wireless R&D	963,000	1,634,000	(41)%
	<u>\$ 6,613,000</u>	<u>\$ 7,299,000</u>	<u>(9)%</u>

The slight decrease in the Identity Systems revenues in 2014 is a result of decreased license sales and lower subscriptions for identify systems. The decrease in wireless R&D revenues in 2014 is a result of less wireless installation projects in progress in 2014.

As of December 31, 2014, our backlog, which represents non-cancelable sales orders for products not yet shipped and services to be performed, was approximately \$530,000. Our backlog as of December 31, 2013 was \$381,000. The backlog consists of wireless R&D and Defense ID contracts. Period to period comparisons may not be indicative of future operating results, since we still face long sales cycles, particularly in the Wireless sector, and, therefore, we cannot predict with certainty in which period the opportunities currently in the pipeline will develop into sales or if they will develop at all.

**GROSS PROFIT.** Gross profit decreased by \$676K or (15)% to \$3,850,000 for the year ended December 31, 2014 from \$4,526,000 in the year ended December 31, 2013. Our Gross profit, as a percentage of revenues, was 58% and 62% in 2014 and 2013, respectively. The decrease in gross profit in 2014 was due to low margin work installing wireless networks.

**OPERATING EXPENSES.** Operating expenses, which consist of selling, general and administrative and research and development expenses increased by \$339K or 5% to \$7,288,000 for the year ended December 31, 2014 from \$6,950,000 for the year ended December 31, 2013. Selling expenses increased 25% to \$1,374,000 for the year ended December 31, 2014 from \$1,096,000 for the year ended December 31, 2013, principally as a result of an increase in sales personnel and related costs for staff and travel. General and administrative expenses increased 8% to \$4,091,000 for the year ended December 31, 2014 from \$3,797,000 for the year ended December 31, 2013, principally as a result of an amortization of the covenant not to compete and higher costs for stock compensation for options issued in 2014. Research and development expenses decreased 11% to \$1,823,000 for the year ended December 31, 2014 from \$2,057,000 for the year ended December 31, 2013, principally as a result of lower costs paid for consulting, bonuses and professional dues.

The Company completed its annual impairment testing of goodwill and other intangible assets in accordance with ASC Topic 350 "Goodwill and Other Intangible Assets" and ASC Topic 360 "Accounting for the Impairment or Disposal of Long-Lived Assets." Based upon this review, it was determined that there was an impairment of goodwill of \$4,207,000 as of December 31, 2014.

**INTEREST INCOME.** Interest income was insignificant in both periods presented.

**INTEREST EXPENSE.** Interest expense was insignificant in both periods presented.

**INCOME TAXES.** We have incurred net losses to date; therefore, we have paid nominal income taxes.

**NET LOSS.** As a result of the factors noted above, we incurred a net loss, after the \$4,207,000 million goodwill impairment, of \$7,644,000 for the year ended December 31, 2014 as compared to a net loss of \$2,424,000 for the year ended December 31, 2013.

**Liquidity and Capital Resources** (All figures were rounded to the nearest \$1,000)

As of December 31, 2014, the Company had cash and cash equivalents of \$2,966,000, working capital (defined as current assets minus current liabilities) of \$1,880,000, total assets of \$15,814,000 and stockholders' equity of \$13,148,000.

During 2014, the Company increased its cash and cash equivalents by \$2,742,000. Cash used in operating activities was (\$2,374,000) in 2014 compared to cash used in operating activities of (\$1,451,000) in 2013. The decrease in cash flow in 2014 is primarily a result of the increase in the net loss for the year. We used cash of (\$131,000) in investing activities during 2014 compared to (\$81,000) in 2013 due to investments in equipment. Cash generated in financing activities was \$5,247,000 and resulted from the sale of equity in 2014 compared to \$71,000 in cash generated by financing activities in 2013.

The Company entered into a revolving credit facility with Silicon Valley Bank. On October 15, 2014, this facility was renewed for an additional year. The maximum borrowing under the facility is \$2 million. Borrowings under the facility are subject to certain limitations based on a percentage of accounts receivable, as defined in the agreement, and are secured by all of the Company's assets. The facility bears interest at a rate of U.S. prime (3.25% at December 31, 2014) plus 1.25% - 1.75%, depending on the Company's cash plus availability. Interest is payable monthly and the principal is due upon maturity on October 15, 2015. The facility contains a tangible net worth covenant requiring that, as of each monthly reporting, total assets minus intangible assets minus capitalized software development costs minus total liabilities plus subordinated debt is at least equal to \$1,948,400, starting October 15, 2014, and increasing immediately by 50% for new debt or equity received and 50% of quarterly net income (with no reduction for losses). As of December 31, 2014, the Company violated its tangible net worth covenant which was subsequently cured by Silicon Valley Bank. At December 31, 2014, there were no amounts outstanding and unused availability under the facility was approximately \$696,100.

On January 14, 2014, the Company announced the closing of an underwritten public offering of 1,118,375 shares of its common stock, offered to the public at \$3.60 per share. The offering netted the Company approximately \$3,644,000 in cash, after underwriting discounts and commissions. The underwriters received a warrant to purchase 48,625 shares of common stock, at the price of \$4.48, which will be exercisable one year after the date of the offering and will expire on the fifth anniversary of that offering.

On April 10, 2014, the Company completed a public offering of 327,125 shares of common stock at a price to the public of \$6.40 per share. Net proceeds to the Company from the offering, after underwriting discounts and commissions paid by the Company, were \$1,852,437. The underwriter received a warrant to purchase 16,356 shares of common stock, at a price of \$8.00 per share (125% of the price of the shares sold in the offering), which will be exercisable one year after the date of the offering and will expire on the fifth anniversary of that offering.

On January 14, 2015, the Company announced the closing of an underwritten public offering of 4,857,143 shares of its common stock, offered to the public at \$1.75 per share. Net proceeds to the Company from this offering were approximately \$7,845,000 after deducting underwriting discounts and commissions paid by the Company.

We currently anticipate that our available cash, as well as cash from the previously mentioned stock offerings, and expected cash from operations and availability under the revolving credit agreement, will be sufficient to meet our anticipated working capitals and capital expenditure requirements for at least the next 12 months.

We keep the option open to raise additional funds to respond to business contingencies which may include the need to fund more rapid expansion, fund additional marketing expenditures, develop new markets for our technology, enhance our operating infrastructure, respond to competitive pressures, or acquire complementary businesses or necessary technologies. There can be no assurance that the Company will be able to secure the additional funds when needed or obtain such on terms satisfactory to the Company, if at all.

The Company has filed a universal shelf registration statement on Form S-3 with the Securities and Exchange Commission ("SEC"), which became effective July 19, 2010. Under the shelf registration statement, the Company may offer and sell, from time to time in the future in one or more public offerings, its common stock, preferred stock, warrants, and units. The aggregate initial offering price of all securities sold by the Company will not exceed \$25,000,000, and, pursuant to SEC rules, the Company may only sell up to one-third of the market cap held by non-affiliate stockholders in any 12-month period. The Company renewed this registration statement with the SEC on July 31, 2013.

The specific terms of any future offering, including the prices and use of proceeds, will be determined at the time of any such offering and will be described in detail in a prospectus supplement which will be filed with the SEC at the time of the offering.

The shelf registration statement is designed to give the Company the flexibility to access additional capital at some point in the future when market conditions are appropriate.

We are not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on our business.

#### **Adjusted EBITDA**

The Company uses Adjusted EBITDA as a non-GAAP financial performance measurement. Adjusted EBITDA is calculated by adding back to net loss interest, income taxes, impairments of long-lived assets and goodwill, depreciation, amortization and stock-based compensation expense. Adjusted EBITDA is provided to investors to supplement the results of operations reported in accordance with GAAP. Management believes that Adjusted EBITDA provides an additional tool for investors to use in comparing Intellicheck Mobilisa financial results with other companies that also use Adjusted EBITDA in their communications to investors. By excluding non-cash charges such as impairments of long-lived assets and goodwill, amortization, depreciation and stock-based compensation, as well as non-operating charges for interest and income taxes, investors can evaluate the Company's operations and can compare its results on a more consistent basis to the results of other companies. In addition, adjusted EBITDA is one of the primary measures management uses to monitor and evaluate financial and operating results.

Intellicheck Mobilisa considers Adjusted EBITDA to be an important indicator of the Company's operational strength and performance of its business and a useful measure of the Company's historical operating trends. However, there are significant limitations to the use of Adjusted EBITDA since it excludes interest income and expense, impairments of long lived assets and goodwill, stock based compensation expense, all of which impact the Company's profitability, as well as depreciation and amortization related to the use of long term assets which benefit multiple periods. The Company believes that these limitations are compensated by providing Adjusted EBITDA only with GAAP net loss and clearly identifying the difference between the two measures. Consequently, Adjusted EBITDA should not be considered in isolation or as a substitute for net loss presented in accordance with GAAP. Adjusted EBITDA as defined by the Company may not be comparable with similarly named measures provided by other entities.

A reconciliation of GAAP net loss to Adjusted EBITDA follows: (Rounded to the nearest \$1,000)

	<b>Year Ended December 31,</b>	
	<b>(Unaudited)</b>	
	<b>2014</b>	<b>2013</b>
Net loss	\$ (7,644,000)	\$ (2,424,000)
Reconciling items:	(1,000)	
Interest – net	-	-
Provision (benefit) for income taxes	-	-
Depreciation and amortization	1,157,000	1,068,000
Stock-based compensation costs	189,000	32,000
Impairment of goodwill	4,207,000	-
Adjusted EBITDA	<u>\$ (2,092,000)</u>	<u>\$ (1,324,000)</u>

#### **Related Party Transactions**

Mobilisa leases office space from a company (“Lessor Company”) that is wholly-owned by two former directors, who were also members of management. The Company entered into a 10-year lease for the office space ending in 2017. The annual rent for this facility is currently \$85,000 and is subject to annual increases based on the increase in the CPI index plus 1%. For the years ended December 31, 2014 and 2013, total rent payments for this office space were \$88,301 and \$92,000, respectively.

#### **Net Operating Loss Carry Forwards**

As of December 31, 2014, the Company had net operating loss carryforwards (“NOLs”) for federal income tax purposes of approximately \$42.9 million. There can be no assurance that the Company will realize the benefit of the NOLs. The federal NOLs are available to offset future taxable income and expire from 2018 to 2030 if not utilized. The Company has not yet completed its review to determine whether or not these NOLs will be limited under Section 382 of the Internal Revenue Code due to the ownership change from the acquisition of Mobilisa.

#### **Contractual Obligations**

Below is a table, which presents our contractual obligations and commitments at December 31, 2014:

	<b>Payments Due by Period</b>				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Operating Leases	\$ 1,272,393	\$ 398,751	\$ 873,642	\$ -	\$ -
Non-compete Agreements	417,500	417,500	-	-	-
Purchase Obligations	-	-	-	-	-
Total Contractual Obligations	<u>\$ 1,689,893</u>	<u>\$ 816,251</u>	<u>\$ 873,642</u>	<u>\$ 0</u>	<u>\$ 0</u>

**Recently Issued Accounting Pronouncements Not Yet Effective**

Except as discussed below, the Company does not expect the impact of the future adoption of recently issued accounting pronouncements to have a material impact on the Company's financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 completes the joint effort by the FASB and International Accounting Standards Board ("IASB") to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards ("IFRS"). ASU 2014-09 applies to all companies that enter into contracts with customers to transfer goods or services. ASU 2014-09 is effective for public entities for interim and annual reporting periods beginning after December 15, 2016. Early application is not permitted and entities have the choice to apply ASU 2014-09 either retrospectively to each reporting period presented or by recognizing the cumulative effect of applying ASU 2014-09 at the date of initial application and not adjusting comparative information. We are currently evaluating the requirements of ASU 2014-09 and have not yet determined its impact on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern", which defines management's responsibility to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date the financial statements are issued and to provide related footnote disclosures in certain circumstances. In connection with each annual and interim period, management must assess if there is substantial doubt about the company's ability to continue as a going concern within one year after the issuance date. Disclosures are required if conditions give rise to substantial doubt. This standard is effective for all companies in the first annual period ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. We are currently evaluating the requirements of ASU 2014-15 and have not yet determined its impact on our consolidated financial statements.

**Off-Balance Sheet Arrangements**

We have never entered into any off-balance sheet financing arrangements and have never established any special purpose entities. We have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

**Forward Looking Statements**

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, particularly statements anticipating future growth in revenues, loss from operations and cash flow. Words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance used in connection with any discussion of future operating or financial performance identify forward-looking statements. These forward-looking statements are based on management's current expectations and beliefs about future events. As with any projection or forecast, they are inherently susceptible to uncertainty and changes in circumstances, and the Company is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements whether as a result of such changes, new information, subsequent events or otherwise.

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

Financial instruments, which subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company maintains cash between three financial institutions. The marketable securities and short term investments are invested in money market funds and bank certificates of deposit. The Company performs periodic evaluations of the relative credit standing of these institutions.

**Item 8. Financial Statements and Supplementary Data**

Our financial statements and supplementary data are attached hereto beginning on Page F-1.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures**

There have been no changes in or disagreements with the Company's principal independent registered public accounting firm for the two-year period ended December 31, 2014.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and our Chief Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. As of December 31, 2014, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Securities Exchange Act Rule 13a-15(e), were effective.

Our disclosure controls and procedures have been formulated to ensure (i) that information that we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 were recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) that the information required to be disclosed by us is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

**Changes in Internal Control over Financial Reporting**

There was no change in the Company's internal control over financial reporting that occurred during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Annual Report of Management on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 15d-15(f) under the Exchange Act) for the Company. Management, with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2014 (the end of our fiscal year), based on the framework and criteria established in the 1992 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2014.

**Item 9B. Other Information**

On November 7, 2014, the Company filed a Form 8-K, announcing the results of its Annual Stockholders Meeting held November 4, 2014. The Company's stockholders elected Vice Admiral Michael D. Malone, General Emil R. Bedard, General Jack A. Davis, Mr. William P. Georges and Mr. Guy L. Smith to serve as directors for one-year terms or until their respective successors have been duly elected and qualified. The Company's stockholders also ratified the appointment of EisnerAmper, LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2014.

Pursuant to Regulation FD, on November 7, 2014, the Company filed a Form 8-K, advising that it posted a presentation to investors on its website.

On October 20, 2014, the Company filed a Form 8-K, which announced the renewal of its Loan and Security Agreement with Silicon Valley Bank. The Parties agreed to a Revolving Credit Facility based on borrowing formula up to a lesser of \$2,000,000 or 80% of eligible accounts receivable (as defined in the Loan Agreement), a maturity period of one year, the loan secured by first priority perfected interest in all the Borrower's assets, an interest rate of WSJ Prime plus 1.25% while on Streamline Reporting (or WSJ Prime plus 1.75% while off Streamline Reporting) payable monthly, subject to a financial covenant that Tangible Net Worth will not be less than (\$1,948,400) and customary representations and warranties of the Borrower and customary events of default.

On September 24, 2014, pursuant to Regulation FD, the Company filed a Form 8-K advising that its then President and Chief Executive Officer Dr. Nelson Ludlow and Senior Vice President Bonnie Ludlow were retiring from the Company effective September 30, 2014. In addition, the Company announced that it appointed its current Chief Operating Officer, William H. Roof, Ph.D., to the roles of President and Chief Executive Officer, effective October 1, 2014.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated herein by reference from the Company's 2015 definitive proxy statement (which will be filed with the SEC within 120 days after December 31, 2014 in connection with the solicitation of proxies for the Company's 2015 annual meeting of stockholders) ("2015 Proxy Statement") under the captions "Proposal 1—Election of Directors," "Other Information—Executive Officers," and "Beneficial Ownership Reporting Compliance under Section 16(a) of the Exchange Act."

#### **Item 11. Executive Compensation**

The information required by this Item is incorporated herein by reference from the Company's 2015 Proxy Statement under the captions "Executive Compensation" and "Director Compensation."

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated herein by reference from the Company's 2015 Proxy Statement under the captions "Other Information—Security Ownership of Certain Beneficial Owners and Management" and "Other Information—Equity Compensation Plan Information."

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

The information required by this Item is incorporated herein by reference from the Company's 2015 Proxy Statement under the captions "Other Information—Related Party Transactions Overview," "Other Information—Certain Transactions with Related Persons" and "Director Attributes and Independence."

#### **Item 14. Principal Accounting Fees and Services**

The information required by this Item is incorporated herein by reference from the Company's 2015 Proxy Statement under the caption "Proposal 4—Ratification of the Selection of Independent Auditors."

### **PART IV**

#### **Item 8. Exhibits and Financial Statement Schedules**

(a)(1) Financial Statements

Consolidated Balance Sheets as of December 31, 2014 and 2013  
Consolidated Statements of Operations for the years ended December 31, 2014 and 2013  
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2013 and 2014  
Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013

## (b) Exhibits

Exhibit No.	Description
3.1	Certificate of Incorporation of the Company (1)
3.2	Amendment to the Certificate of Incorporation of the Company (11)
3.3	Certificate of Amendment to the Certificate of Incorporation of the Company (8)
3.4	Amended and Restated By-laws of the Company (13)
4.1	Specimen Stock Certificate (7)
10.1	Agreement of Lease between the Company and JQ1 Associates, LLC, dated as of April 19, 2010 (4)
10.2	Agreement of Lease between Mobilisa and Eagle Coast, LLC, dated as of August 1, 2007. (7)
10.3	1998 Stock Option Plan (1) *
10.4	1999 Stock Option Plan (1) *
10.5	2001 Stock Option Plan (2) *
10.6	2003 Stock Option Plan (3) *
10.7	2006 Equity Incentive Plan (5) *
10.8	Employment Agreement by and between Robert N. Willamsen and the Company * **
10.9	Executive Severance Agreement dated November 16, 2010 by and between Peter J. Mundy and Intellicheck Mobilisa, Inc. (12) *
10.10	Nelson Ludlow Separation and Consulting Agreement (9) *
10.11	Bonnie Ludlow Separation and Consulting Agreement (9) *
10.12	Bill Roof Chief Executive Officer Employment Agreement (9) *
10.13	Bill White Severance Agreement (9) *
10.14	Fourth Amendment to Loan and Security Agreement, dated as of October 15, 2014, by and between the Company and Silicon Valley Bank (10)
14.1	Code of Business Conduct and Ethics (6)
21	List of Subsidiaries (7)
23.1	Consent of EisnerAmper LLP **
31.1	Certification of CEO pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 **
31.2	Certification of CFO pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 **
32	Certification of CEO and CFO pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 **
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema **
101.CAL	XBRL Taxonomy Extension Calculation Linkbase **
101.DEF	XBRL Taxonomy Extension Definition Linkbase **
101.LAB	XBRL Taxonomy Extension Label Linkbase **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase **

\* Denotes a management contract or compensatory plan, contract or arrangement.

\*\* Filed herewith.

- (1) Incorporated by reference to Registration Statement on Form SB-2 (File No. 333-87797) filed September 24, 1999.
- (2) Incorporated by reference to Registrant's Proxy Statement on Schedule 14A filed May 31, 2001.
- (3) Incorporated by reference to Registrant's Proxy Statement on Schedule 14A filed June 13, 2003.
- (4) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q filed August 10, 2010.
- (5) Incorporated by reference to Registrant's Annual Report on Form 10-K filed March 25, 2014.
- (6) Incorporated by reference to Registrant's Annual Report on Form 10-K filed March 30, 2004.
- (7) Incorporated by reference to Registrant's Annual Report on Form 10-K filed March 11, 2010.
- (8) Incorporated by reference to Registrant's Current Report on Form 8-K filed August 13, 2014.
- (9) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q filed November 4, 2014.
- (10) Incorporated by reference to Registrant's Current Report on Form 8-K filed October 20, 2014.
- (11) Incorporated by reference to Registrant's Current Report on Form 8-K filed October 28, 2009.
- (12) Incorporated by reference to Registrant's Annual Report on Form 10-K filed March 8, 2011.
- (13) Incorporated by reference to Registrant's Current Report on Form 8-K filed August 14, 2007.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant had duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 27, 2015

INTELLICHECK MOBILISA, INC.

By: /s/ William H. Roof  
William H. Roof, Ph.D.  
Chief Executive Officer

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

INTELLICHECK MOBILISA, INC.

Date: March 27, 2015

By: /s/ William H. Roof  
William H. Roof, Ph.D.  
Chief Executive Officer  
(Principal Executive Officer)

Date: March 27, 2015

By: /s/ Bill White  
Bill White  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: March 27, 2015

By: /s/ Michael D. Malone  
Michael D. Malone, Chairman and Director

Date: March 27, 2015

By: /s/ Emil R. Bedard  
Lt. Gen. Emil R. Bedard, Director

Date: March 27, 2015

By: /s/ Jack A. Davis  
Jack A. Davis, Director

Date: March 27, 2015

By: /s/ William P. Georges  
William P. Georges, Director

Date: March 27, 2015

By: /s/ Guy L. Smith  
Guy L. Smith, Director

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
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101.LAB	XBRL Taxonomy Extension Label Linkbase *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase *

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\* Filed herewith.

**FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders of  
Intellicheck Mobilisa, Inc.

We have audited the accompanying consolidated balance sheets of Intellicheck Mobilisa, Inc. (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly we express no such opinion. 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 consolidated financial position of Intellicheck Mobilisa, Inc. as of December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

/s/ EisnerAmper LLP

March 27, 2015

Iselin, New Jersey

**INTELLICHECK MOBILISA, INC.**CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2014 and 2013

	2014	2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 2,966,350	\$ 224,386
Accounts receivable, net of allowance of \$78,724 and \$0	792,072	1,041,519
Inventory	115,021	54,677
Other current assets	108,884	107,519
Total current assets	3,982,327	1,428,101
PROPERTY AND EQUIPMENT, net	346,915	369,095
GOODWILL	8,101,661	12,308,661
INTANGIBLE ASSETS, net	3,307,797	3,724,354
OTHER ASSETS	75,007	72,006
Total assets	\$ 15,813,707	\$ 17,902,217
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 45,193	\$ 478,588
Accrued expenses	915,809	701,928
Deferred revenue, current portion	1,141,069	967,912
Total current liabilities	2,102,071	2,148,428
<b>OTHER LIABILITIES</b>		
Deferred revenue, long-term portion	435,153	233,732
Deferred rent	128,446	163,753
Total liabilities	2,665,670	2,545,913
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock – \$.001 par value; 40,000,000 shares authorized; 4,934,601 and 3,487,183 shares issued and outstanding as of 2014 and 2013, respectively	4,934	3,487
Additional paid-in capital	106,442,897	101,008,381
Accumulated deficit	(93,299,794)	(85,655,564)
Total stockholders' equity	13,148,037	15,356,304
Total liabilities and stockholders' equity	\$ 15,813,707	\$ 17,902,217

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

**INTELLICHECK MOBILISA, INC.**CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
REVENUES	\$ 6,613,056	\$ 7,298,537
COST OF REVENUES	(2,763,432)	(2,772,984)
Gross profit	3,849,624	4,525,553
OPERATING EXPENSES		
Selling	1,374,004	1,096,486
General and administrative	4,090,642	3,796,735
Research and development	1,823,147	2,056,744
Goodwill impairment	4,207,000	-
Total operating expenses	11,494,793	6,949,965
Loss from operations	(7,645,169)	(2,424,412)
OTHER INCOME		
Interest income	939	156
Net loss	\$ (7,644,230)	\$ (2,424,256)
PER SHARE INFORMATION:		
Net loss per common share		
Basic	\$ (1.59)	\$ (0.70)
Diluted	\$ (1.59)	\$ (0.70)
Weighted average common shares used in computing per share amounts		
Basic	4,801,059	3,487,183
Diluted	4,801,059	3,487,183

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

**INTELLICHECK MOBILISA, INC.**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2014

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
BALANCE, December 31, 2012	3,464,907	\$ 3,465	\$ 100,906,277	\$ (83,231,308)	\$ 17,678,434
Stock based compensation expense (employees and directors)	-	-	19,053	-	19,053
Exercise of stock options	19,150	19	70,453	-	70,472
Issuance of common stock	2,500	3	12,598	-	12,601
Net loss	-	-	-	(2,424,256)	(2,424,256)
BALANCE, December 31, 2013	3,486,557	\$ 3,487	\$ 101,008,381	\$ (85,655,564)	\$ 15,356,304
Stock based compensation expense (employees and directors)	2,544	2	188,638	-	188,640
Issuance of common stock	1,445,500	1,445	5,245,878	-	5,247,323
Net loss	-	-	-	(7,644,230)	(7,644,230)
BALANCE, December 31, 2014	<u>4,934,601</u>	<u>\$ 4,934</u>	<u>\$ 106,442,897</u>	<u>\$ (93,299,794)</u>	<u>\$ 13,148,037</u>

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

**INTELLICHECK MOBILISA, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (7,644,230)	\$ (2,424,256)
Adjustments to reconcile net loss to net cash used in operating activities:		
Non cash stock based compensation expense	188,640	31,653
Depreciation and amortization	1,157,709	1,068,408
Provision for doubtful accounts	78,724	-
Impairment of goodwill	4,207,000	-
Decrease (increase) in accounts receivable	170,724	(171,772)
(Increase) decrease in inventory	(60,344)	282,882
(Increase) in other current assets and other assets	(4,365)	(1,637)
(Decrease) increase in accounts payable and accrued expenses	(807,015)	376,413
Increase (decrease) in deferred revenue	374,578	(591,227)
(Decrease) in deferred rent	(35,307)	(21,587)
Net cash used in operating activities	<u>(2,373,886)</u>	<u>(1,451,123)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(131,473)	(80,842)
Net cash used in investing activities	<u>(131,473)</u>	<u>(80,842)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net proceeds from the issuance of common stock	5,247,323	-
Net proceeds from issuance of common stock from exercise of stock options and warrants	-	70,472
Net cash provided by financing activities	<u>5,247,323</u>	<u>70,472</u>
Net increase (decrease) in cash and cash equivalents	2,741,964	(1,461,493)
CASH AND CASH EQUIVALENTS, beginning of year	224,386	1,685,879
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 2,966,350</u>	<u>\$ 224,386</u>
Non-cash financing and investing		
Non-compete covenant	\$ 587,500	-

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

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**1. NATURE OF BUSINESSBusiness

Intellicheck Mobilisa, Inc. (the "Company" or "Intellicheck") is a leading technology company that is engaged in developing, integrating and marketing wireless technology and identity systems for various applications including mobile and handheld access control and security systems for the government, military and commercial markets. Products include the Defense ID and Fugitive Finder systems, advanced ID card access control products currently protecting military and federal locations, and ID-Check, a patented technology that instantly reads, analyzes, and verifies encoded data in magnetic stripes and barcodes on government-issue IDs from U.S. and Canadian jurisdictions designed to improve the Customer Experience for the financial, hospitality and retail sectors. The company is also engaged in the engineering, design and installation of wireless communications systems.

Reverse Stock Split

Effective on August 12, 2014 and commencing with the opening of trading on August 13, 2014, the Company effected a reverse stock split of the issued and outstanding common stock, \$0.001 par value per share, at a ratio of one-for-eight, with each eight (8) issued and outstanding shares of the common stock automatically combined and converted into one (1) issued and outstanding share of the common stock. The reverse stock split was approved by stockholders holding a majority of the outstanding voting power at a special meeting of stockholders held on August 12, 2014. All information in the consolidated financial statements and the notes thereto regarding share amounts of the common stock and prices per share of the common stock has been adjusted to reflect the application of the reverse stock split on a retroactive basis.

Liquidity

For the year ended December 31, 2014, the Company incurred a net loss of \$7,644,230. As of December 31, 2014, the Company had cash and cash equivalents of \$2,966,350 and an accumulated deficit of \$93,299,794. In January 2015, the Company completed an equity raise with gross proceeds of \$8,500,000 before deducting the underwriting discount and other offering expenses. Based on our business plan and, cash resources, we expect our existing and future resources and revenues generated from operations to satisfy our working capital requirements for at least the next 12 months.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Mobilisa, Inc. ("Mobilisa") and Positive Access Corporation ("Positive Access"). All intercompany balances and transactions have been eliminated upon consolidation.

2. SIGNIFICANT ACCOUNTING POLICIESCash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid investments with original maturities of three months or less when purchased.

Allowance for Doubtful Accounts

The Company records its allowance for doubtful accounts based upon its assessment of various factors. The Company considers historical experience, the age of the accounts receivable balances, credit quality of the Company's customers, current economic conditions and other factors that may affect customers' ability to pay.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

Inventory

Inventory is stated at the lower of cost or market and cost is determined using the first-in, first-out method. Inventory is primarily comprised of finished goods. As of December 31, 2014, the majority of our inventory related to Government and Commercial Identity products for intended near-term sales.

Long-Lived Assets and Impairment of Long-Lived Assets

The Company's long-lived assets include property and equipment, goodwill and intangible assets.

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable in accordance with ASC topic 350 and ASC Topic 360 to determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows, without interest charges, will be less than the carrying amount of the assets. Impairment is measured at fair value.

**INTELLICHECK MOBILISA, INC.  
NOTES TO FINANCIAL STATEMENTS**Property and Equipment

Property and equipment are recorded at cost and are depreciated over their estimated useful lives ranging from three to ten-years using the straight-line method. Leasehold improvements are amortized utilizing the straight-line method over the lesser of the term of the lease or estimated useful life of the asset.

Goodwill

Goodwill represents the excess of acquisition cost over the fair value of net assets acquired in business combinations. Pursuant to ASC Topic 350, the Company tests goodwill for impairment on an annual basis in the fourth quarter, or between annual tests, in certain circumstances. Under guidance, the Company first assessed qualitative factors to determine whether it was necessary to perform the two-step quantitative goodwill impairment test. An entity is not required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. Events or changes in circumstances which could trigger an impairment review include macroeconomic conditions, industry and market conditions, cost factors, overall financial performance, other entity specific events and sustained decrease in share price.

The Company determined that a two-step quantitative analysis was necessary for both years ended December 31, 2014 and 2013. In 2014, the Company recognized an impairment charge of \$4,207,000. No impairments were recognized during the year ended December 31, 2013. See Note 5 for further details.

Intangible Assets

Intangible assets include trade names, patents, developed technology, non-compete agreements and backlog described more fully in Note 5. The Company uses the straight line method to amortize these assets over their estimated useful lives. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable in accordance with ASC Topic 360. To determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows, without interest charges, will be less than the carrying amount of the assets. Impairment is measured at fair value. No impairments were recognized during the years ended December 31, 2014 and 2013.

Deferred Rent

The Company received certain rent abatements and incentives from landlords as an inducement to move into its New York office facility. In accordance with ASC Topic 840, the Company is amortizing these incentives on a straight line basis over the periods of the respective leases.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**Revenue Recognition and Deferred Revenue

Revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed and determinable, collectability is probable, and there is no future Company involvement or commitment. The Company sells its commercial products directly through its sales force and through distributors. Revenue from direct sales of products is recognized when shipped to the customer and title has passed.

Under the provisions of ASC Topic 605-25, "Revenue Arrangements with Multiple Deliverables," for multi-element arrangements that include tangible products containing software essential to the tangible product's functionality and undelivered software elements relating to the tangible product's essential software, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price and (iii) best estimate of the selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

The Company also recognizes revenues from licensing of its patented software to customers. The licensed software requires continuing service or post contractual customer support and performance; accordingly, a portion of the revenue is deferred based on its fair value and recognized ratably over the period in which the future service, support and performance are provided, which is generally one to three years. Royalties from the licensing of the Company's technology are recognized as revenues in the period they are earned.

Revenue from research and development contracts are generally with government agencies under long-term cost-plus fixed-fee contracts, where revenue is based on time and material costs incurred. Revenue from these arrangements is recognized as time is spent on the contract and materials are purchased. Research and development costs are expensed as incurred.

The Company also performs consulting work for other companies. These services are billed based on time and materials. Revenue from these arrangements is also recognized as time is spent on the contract and materials are purchased.

Subscriptions to database information can be purchased for month-to-month, one, two, and three year periods. Revenue from subscriptions are deferred and recognized over the contractual period, which is typically three years.

The Company offers enhanced extended warranties for its sales of hardware and software at a set price. The revenue from these sales are deferred and recognized on a straight-line basis over the contractual period, which is typically one to three years.

Research and Development Costs

Research and development costs are charged to expense as incurred.

Shipping Costs

The Company's shipping and handling costs are included in cost of revenues for all periods presented.

Income Taxes

The Company accounts for income taxes under in accordance with ASC Topic 740, "Accounting for Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss carryforwards. Deferred tax assets and liabilities are measured using expected tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. The Company has recorded a full valuation allowance for its net deferred tax assets as of December 31, 2014 and 2013, due to the uncertainty of the realizability of those assets.

**INTELLICHECK MOBILISA, INC.  
NOTES TO FINANCIAL STATEMENTS**Fair Value of Financial Instruments

The Company adheres to the provisions of ASC Topic 820, "Fair Value Measurements and Disclosures". This pronouncement requires that the Company calculate the fair value of financial instruments and include this additional information in the notes to financial statements when the fair value is different than the book value of those financial instruments. The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and notes payable. At December 31, 2014 and 2013, the carrying value of the Company's financial instruments approximated fair value, due to their short-term nature.

Business Concentration and Credit Risk

Financial instruments, which subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company maintains cash between three financial institutions. The cash equivalents consist of money market funds. The Company performs periodic evaluations of the relative credit standing of these institutions.

The Company's sales are principally made to large retail customers, financial institutions concentrated in the United States of America and to U.S. government entities. The Company performs ongoing credit evaluations, generally does not require collateral, and establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information.

During the year ended December 31, 2014 the Company did not have any single customer account for 10% of revenue. In 2013, the Company had one customer that accounted for approximately 17% of total revenues. The revenue resulted from wireless network installations in Washington State. The Company had customers whose accounts receivable balance exceeded 10% in 2014 and 2013. These customers represented 43% and 12% of total accounts receivable at December 31, 2014 and 2013, respectively.

As of December 31, 2014, the Company had three suppliers for the production of its input devices. The Company has modified its software to operate in windows based systems and can integrate with different hardware platforms that are readily available in the marketplace. The Company does not maintain a manufacturing facility of its own and is not dependent on maintaining its production relationships due to the flexibility of its software to run on multiple existing platforms.

Net Loss and Net Loss Per Share

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding during the period. The dilutive effect of outstanding options and restricted stock is reflected in diluted earnings per share by application of the treasury stock method. The calculation of diluted net income (loss) per share excludes all anti-dilutive shares. The following table sets forth the computation of basic and diluted net income (loss) per share for the periods indicated:

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

The following table summarizes the common stock equivalents excluded from loss per diluted share because their effect would be anti-dilutive:

	<u>2014</u>	<u>2013</u>
Stock options	235,478	40,936
Restricted Stock	31,807	-
Warrants	64,981	-
Total	<u>332,266</u>	<u>40,936</u>

Share Based Compensation

The Company accounts for the issuance of equity awards to employees in accordance ASC Topic 715 and 505, which requires that the cost resulting from all share based payment transactions be recognized in the financial statements. This pronouncement establishes fair value as the measurement objective in accounting for share based payment arrangements and requires all companies to apply a fair value based measurement method in accounting for all share based payment transactions with employees. Period compensation costs are included in selling, general and administrative and research and development expenses.

The Company recognizes compensation expense related to stock option grants on a straight-line basis over the vesting period.

Options granted to consultants and other non-employees are accounted for in accordance with ASC Topic 505-50. Accordingly, such options are recorded at fair value at the date of grant and subsequently adjusted to fair value at the end of each reporting period until such options vest, and the fair value of the options, as adjusted, is amortized to consulting expense over the related vesting period.

Comprehensive Loss

The Company's comprehensive loss is equal to its net loss for the years ended December 31, 2014 and 2013.

Segment Information

The Company adheres to the provisions of ASC Topic 280, which establishes standards for the way public business enterprises report information about operating segments in annual financial statements and requires that those enterprises report selected information about operating segments in financial statements issued to shareholders. Management has determined that it has only one reporting segment.

Use of Estimates

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the Company's financial statements and accompanying notes. Significant estimates and assumptions that affect amounts reported in the financial statements include impairment of goodwill and intangible assets, deferred tax valuation allowances, allowances for doubtful accounts, revenue allocation of multi-element arrangements and the fair value of options granted under the Company's share based compensation plans. Due to the inherent uncertainties involved in making estimates, actual results reported in future periods may be different from those estimates.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

Recent Accounting Pronouncements Not Yet Effective

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 completes the joint effort by the FASB and International Accounting Standards Board ("IASB") to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards ("IFRS"). ASU 2014-09 applies to all companies that enter into contracts with customers to transfer goods or services. ASU 2014-09 is effective for public entities for interim and annual reporting periods beginning after December 15, 2016. Early application is not permitted and entities have the choice to apply ASU 2014-09 either retrospectively to each reporting period presented or by recognizing the cumulative effect of applying ASU 2014-09 at the date of initial application and not adjusting comparative information. We are currently evaluating the requirements of ASU 2014-09 and have not yet determined its impact on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern", which defines management's responsibility to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date the financial statements are issued and to provide related footnote disclosures in certain circumstances. In connection with each annual and interim period, management must assess if there is substantial doubt about the company's ability to continue as a going concern within one year after the issuance date. Disclosures are required if conditions give rise to substantial doubt. This standard is effective for all companies in the first annual period ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the requirements of ASU 2014-15 and has not yet determined the impact on the consolidated financial statements.

3. ACCOUNTS RECEIVABLE

Accounts receivable represent amounts due from the Company's customers and are presented net of allowance for doubtful accounts. These balances include revenue recognized in advance of customer billings but do not include unbilled contractual commitments executed under license agreements. The components of accounts receivable, net are as follows:

	2014	2013
Accounts receivable - billed	\$ 870,796	\$ 975,996
Accounts receivable - unbilled	-	65,523
Less: Allowance for doubtful accounts	(78,724)	-
Accounts receivable, net	<u>\$ 792,072</u>	<u>\$ 1,041,519</u>

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

4. PROPERTY AND EQUIPMENT

Property and equipment are comprised of the following as of December 31, 2014 and 2013:

	2014	2013
Computer equipment	\$ 801,425	\$ 743,857
Furniture and fixtures	72,480	72,480
Leasehold improvements	188,859	169,032
Office equipment	545,417	491,340
Vehicles	147,310	147,310
	1,755,491	1,624,019
Less - Accumulated depreciation and amortization	1,408,576	1,254,924
	<u>\$ 346,915</u>	<u>\$ 369,095</u>

Depreciation expense for the years ended December 31, 2014 and 2013 amounted to \$153,652 and \$161,185, respectively.

5. GOODWILL AND INTANGIBLE ASSETS

Identifiable intangible assets

The changes in the carrying amount of intangible assets for the year ended December 31, 2014 and 2013 were as follows:

	2014	2013
Balance at beginning of year	\$ 3,724,354	\$ 4,631,577
Addition: Non-compete agreement	587,500	
Deduction: Amortization expense	(1,004,057)	(907,223)
Balance at end of year	<u>\$ 3,307,797</u>	<u>\$ 3,724,354</u>

The Company has recorded the fair value of the acquired identifiable intangible assets, which are subject to amortization, using the income approach. The following table sets forth the components of these intangible assets as of December 31, 2014 and 2013:

	Estimated Useful Life	As of December 31, 2014		Net Amount as of 12/31/2014
		Adjusted Carrying Amount	Accumulated Amortization	
Trade name	20 years	\$ 704,458	\$ (291,877)	\$ 412,581
Patents and copyrights	17 years	1,117,842	(511,698)	606,144
Non-compete agreements	15 months	897,500	(427,500)	470,000
Developed technology	7 years	3,941,310	(3,829,900)	111,410
Backlog	3 years	303,400	(303,400)	-
Non-contractual customer relationships	15 years	3,268,568	(1,560,906)	1,707,662
		<u>\$ 10,233,078</u>	<u>(\$ 6,925,281)</u>	<u>\$ 3,307,797</u>

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

	<b>As of December 31, 2013</b>		
	<b>Adjusted Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net as of 12/31/2013</b>
Trade name	\$ 704,458	\$ (260,641)	\$ 443,817
Patents and copyrights	1,117,842	(454,421)	663,421
Non-compete agreements	310,000	(268,667)	41,333
Developed technology	3,941,310	(3,295,135)	646,175
Backlog	303,400	(303,400)	-
Non-contractual customer relationships	3,268,568	(1,338,960)	1,929,608
	<u>\$ 9,645,578</u>	<u>\$ (5,921,224)</u>	<u>\$ 3,724,354</u>

The following summarizes amortization of acquisition related intangible assets included in the statement of operations:

	<b>Years Ended December 31,</b>	
	<b>2014</b>	<b>2013</b>
Cost of sales	724,044	\$ 771,416
General and administrative	280,013	135,807
	<u>1,004,057</u>	<u>\$ 907,223</u>

The Company expects that amortization expense for the next five succeeding years will be as follows:

2015	\$ 699,584
2016	\$ 310,458
2017	\$ 310,458
2018	\$ 310,458
2019	\$ 310,458

These amounts are subject to change based upon the review of recoverability and useful lives that are performed at least annually.

The Company discovered an error in the fourth quarter relating to the amortization of intangible assets which resulted in the understatement of amortization expense in the first, second and third quarters of 2014 totaling \$336,219. The Company determined that the effect of the misstatement was not material and therefore recorded the adjustment in the fourth quarter 2014.

**Goodwill**

The excess of the purchase consideration over the fair value of the assets of acquired businesses is considered goodwill. Under authoritative guidance, purchased goodwill is not amortized, but rather it is periodically reviewed for impairment. The Company had goodwill of \$8,101,661 and \$12,308,661, respectively, at December 31, 2014 and 2013. This goodwill resulted from the acquisition of Mobilisa, Inc. and Positive Access Corporation.

For the years ended December 31, 2014 and 2013, the Company performed its annual impairment test of goodwill in the fourth quarter. Under authoritative guidance, the Company can use industry and Company specific qualitative factors to determine whether it is more likely than not that impairment exists, before using a two-step quantitative analysis. Events or changes in circumstances which could trigger an impairment review include macroeconomic conditions, industry and market conditions, cost factors, overall financial performance, other entity specific events and sustained decrease in share price.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

For the year ended December 31, 2014, after a review of these qualitative factors, the Company determined that it was necessary to perform a two-step quantitative analysis. The first step is to compare the fair value of the Company's reporting unit, including goodwill to its carrying value. The Company has one reporting unit. If the fair value of the reporting unit exceeds its carrying amount, goodwill is considered not impaired otherwise, there is an indication that goodwill may be impaired and the amount of loss, if any is measured by performing step two. Under step two, the impairment loss, if any, is measured by comparing the implied fair value of the reporting unit goodwill with the carrying amount of Goodwill.

The fair value of the Company was determined using various assumptions and the utilization of the income and market valuation approaches. Based upon the Company's Step 1 analysis it was probable that the carrying value was in excess of its fair value at December 31, 2014.

Completion of Step 2 of the goodwill impairment indicated a reduction in the fair value of goodwill and resulted in the Company recording an impairment charge of \$4,207,000 in the fourth quarter 2014. The Company also considered the realizability of long-lived assets and intangible assets at December 31, 2014 and noted that no impairment of such assets was required.

**6. REVOLVING LINE OF CREDIT**

The Company entered into a revolving credit facility with Silicon Valley Bank. On October 15, 2014, this facility was renewed for an additional year. The maximum borrowing under the facility is \$2 million. Borrowings under the facility are subject to certain limitations based on a percentage of accounts receivable, as defined in the agreement, and are secured by all of the Company's assets. The facility bears interest at a rate of U.S. prime (3.25% at December 31, 2014) plus 1.25% - 1.75%, depending on the Company's cash plus availability. Interest is payable monthly and the principal is due upon maturity on October 15, 2015. At December 31, 2014, there were no amounts outstanding, and the unused availability under the facility was approximately \$696,100. As of December 31, 2014, the Company violated its tangible net worth covenant which was subsequently cured by Silicon Valley Bank.

The facility contains a tangible net worth covenant requiring that, as of each monthly reporting, total assets minus intangible assets minus capitalized software development costs minus total liabilities plus subordinated debt is at least equal to \$1,948,400, starting October 15, 2014, and increasing immediately by 50% for new debt or equity received and 50% of quarterly net income (with no reduction for losses).

**7. ACCRUED EXPENSES**

Accrued expenses are comprised of the following as of December 31, 2014 and 2013:

	<b>2014</b>	<b>2013</b>
Professional fees	\$ 92,103	\$ 136,152
Non-compete agreement	417,500	-
Payroll and related	309,348	362,960
Navy Contract Close-out	-	117,970
Other	96,858	84,846
	<u>\$ 915,809</u>	<u>\$ 701,928</u>

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

8. INCOME TAXES

The Company is subject to federal and state income taxes as regular (Subchapter C) corporation. As a result of continuing losses for tax purposes, the Company has historically not paid income taxes and has recorded a full valuation allowance against the net deferred tax asset. Interest and penalties related are recorded as income tax expense. There was no tax interest or penalties recorded in the financial statements as of December 31, 2014. The tax years 2011-2014 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets for federal and state income taxes as of December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred tax assets:		
Net operating loss carryforwards	\$ 17,164,000	\$ 16,473,000
Reserves-	32,000	-
Deferred rent	51,000	66,000
Research & development tax credits	109,000	139,000
Total deferred tax assets	17,356,000	16,678,000
Deferred tax liabilities:		
Intangible assets	(1,108,000)	(1,355,000)
Other	(1,000)	(1,000)
Depreciation	(140,000)	(138,000)
Total deferred tax liabilities	(1,249,000)	(1,494,000)
Net deferred tax assets	16,107,000	15,184,000
Less: Valuation allowance	(16,107,000)	(15,184,000)
Deferred tax assets, net of allowance	\$ -	\$ -

Realization of deferred tax assets is dependent upon future earnings, if any. The Company has recorded a full valuation allowance against its deferred tax assets since management believes that it is more likely than not that these assets will not be realized.

As of December 31, 2014 the Company had net operating loss carryforwards (NOL's) for federal and New York State income tax purposes of approximately \$42.9 million. There can be no assurance that the Company will realize the benefit of the NOL's. The federal and state NOL's are available to offset future taxable income and expire from 2018 through 2030 if not utilized. Under Section 382 of the Internal Revenue Code, these NOL's may be limited due to ownership changes.

The effective tax rate for the years ended December 31, 2014 and 2013 is different from the tax benefit that would result from applying the statutory tax rates primarily due to the recognition of valuation allowances.

ASC Topic 740-10 requires evaluation of uncertain tax positions. As of December 31, 2014, the Company has no material uncertain tax positions.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

9. STOCKHOLDERS' EQUITY

Series A Convertible Preferred Stock

In January 1997, the Board of Directors authorized the creation of a class of Series A Convertible Preferred Stock with a par value of \$.01. The Series A Convertible Preferred Stock is convertible into an equal number of common shares at the holder's option, subject to adjustment for anti-dilution. The holders of Series A Convertible Preferred Stock are entitled to receive dividends as and if declared by the Board of Directors. In the event of liquidation or dissolution of the Company, the holders of Series A Convertible Preferred Stock are entitled to receive all accrued dividends, if applicable, plus the liquidation price of \$1.00 per share. As of December 31, 2014 and 2013, there were no outstanding shares of Series A Convertible Preferred Stock.

Stock Options and Share Based Compensation

In order to retain and attract qualified personnel necessary for the success of the Company, the Company adopted several Stock Option Plans from 1998 through 2004 (and an amendment to the 2004 plan in 2006 pursuant to which the plan was renamed the "2006 Equity Incentive Plan" and amended to provide for the issuance of other types of equity incentives such as restricted stock grants) (collectively, the "Plans") covering up to 6,250,000 of the Company's common shares, pursuant to which officers, directors, key employees and consultants to the Company are eligible to receive incentive stock options and nonqualified stock options. The Compensation Committee of the Board of Directors administers these Plans and determines the terms and conditions of options granted, including the exercise price. These Plans generally provide that all stock options will expire within ten years of the date of grant. Incentive stock options granted under these Plans must be granted at an exercise price that is not less than the fair market value per share at the date of the grant and the exercise price must not be less than 110% of the fair market value per share at the date of the grant for grants to persons owning more than 10% of the voting stock of the Company. These Plans also entitle non-employee directors to receive grants of non-qualified stock options as approved by the Board of Directors.

The Company uses the Black-Scholes option pricing model to value the options. The table below presents the weighted average expected life of the options in years. The expected life computation is based on the time to option expiration. Volatility is determined using changes in historical stock prices. The interest rate for periods within the expected life of the award is based on the U.S. Treasury yield curve in effect at the time of grant.

The fair value of share-based payment units was estimated using the Black-Scholes option pricing model with the following assumptions and weighted average fair values as follows:

	Twelve Months Ended	
	December 31,	
	2014	2013
Valuation assumptions:		
Grant price	\$3.09- \$5.68	\$ 3.12
Exercise price	\$3.09- \$5.68	\$ 3.12
Expected dividend yield	0%	0%
Expected volatility	90%-152.6%	100.41%
Expected life (in years)	5	5
Risk-free interest rate	0.75% - 1.97%	0.77%

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

Stock option activity under the Plans during the periods indicated below is as follows:

	Number of Shares Subject to Issuance	Weighted- average Exercise Price	Weighted- average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2012	93,330	\$ 16.48	1.66 years	
Granted	16,875	3.12		
Forfeited or expired	(50,119)	15.12		
Exercised	(19,150)	3.68		
Outstanding at December 31, 2013	40,936	\$ 18.48	2.42 years	\$ 12,100
Granted	203,622	\$ 4.31		
Forfeited or expired	(9,080)	9.63		
Exercised	-	-		
Outstanding at December 31, 2014	235,478	\$ 5.95	4.44 years	\$ -
Exercisable at December 31, 2014	21,544	\$ 28.70	1.32 years	\$ -

There were 203,622 and 16,875 options granted in the years ended December 31, 2014 and 2013.

The following is a summary of stock options as of December 31, 2014:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Options	Weighted- average Remaining Life	Weighted- average Exercise Price	Number of Options	Weighted- average Exercise Price
\$3.09 to \$4.00	141,122	4.75 years	\$ 3.26	3,438	\$ 3.12
\$4.00 to \$12.00	80,625	4.49 years	\$ 4.78	4,375	\$ 11.60
\$12.24 to 24.00	375	0.58 years	\$ 12.56	375	\$ 12.56
\$29.04 to \$45.12	13,356	1.22 years	\$ 41.34	13,356	\$ 41.34
	235,478	4.44 years	\$ 5.95	21,544	\$ 28.70

The weighted-average fair value of the options granted during the years ended December 31, 2014 and 2013 is \$3.63 and \$3.12, respectively.

As of December 31, 2014, the Company had 76,291 options available for future grant under the existing Stock Option and Equity Incentive Plans.

**Restricted Stock Units**

The Company issues Restricted Stock Units ("RSUs") which are equity-based instruments that may be settled in shares of common stock of the Company. In the year ended December 31, 2014, the Company issued RSUs and to certain directors as compensation. RSU agreements vest with the passage of time. The vesting of all RSUs is contingent on continued board services.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

The compensation expense incurred by the Company for RSUs is based on the closing market price of the Company's common stock on the date of grant and is amortized ratably on a straight-line basis over the requisite service period and charged to general and administrative expense with a corresponding increase to additional paid-in capital. During the years ended December 31, 2014 and 2013, charges associated with RSUs were \$86,873 and \$0, respectively.

	Number of Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Outstanding at December 31, 2013	-	-	\$ -
Granted	34,351	3.93	
Vested and Settled in Shares	(2,544)	3.93	
Canceled / Expired	-	3.93	-
Outstanding at December 31, 2014	31,807	3.93	\$ -

As of December 31, 2014, there was \$48,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements from previously granted RSUs. That cost is expected to be recognized over a weighted-average period of 1 year.

As of December 31, 2014, there was \$327,000 of total unrecognized compensation cost, net of estimated forfeitures, related to all unvested stock options and restricted stock units, which is expected to be recognized over a weighted average period of approximately four years.

Share based compensation expense for the years ended December 31, 2014 and 2013 is as follows:

	Years Ended December 31,	
	2014	2013
Compensation cost recognized:		
Stock options	\$ 101,767	\$ 19,053
Restricted stock units	86,873	12,600
	<u>\$ 188,640</u>	<u>\$ 31,653</u>

Share based compensation is included in operating expenses as follows:

	Years Ended December 31,	
	2014	2013
Selling	\$ -	\$ 13,099
General and administrative	184,543	6,467
Research and development	4,097	12,087
	<u>\$ 188,640</u>	<u>\$ 31,653</u>

The Company has a net operating loss carry-forward as of December 31, 2014, and no excess tax benefits for the tax deductions related to share based awards were recognized in the statements of operations. Additionally, no incremental tax benefits were recognized from stock options exercised in 2014 that would have resulted in a reclassification to reduce net cash provided by operating activities with an offsetting increase in net cash provided by financing activities.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

All stock options have been issued with an exercise price that is equal or above the fair market value of the Company's Common Stock on the date of grant.

Warrants

All previously granted warrants were issued with an exercise price that was equal to or above the fair market value of the Company's common stock on the date of grant. As of December 31, 2014, the Company had 64,981 remaining warrants outstanding. No warrants were exercised in 2014 or 2013.

10. ISSUANCE OF COMMON STOCK

On January 14, 2014, the Company completed a public offering of 1,118,375 shares of common stock at a price to the public of \$3.60 per share. The number of shares the Company sold includes the underwriters' full exercise of their over-allotment option of 145,875 shares. Net proceeds after underwriting discounts and commissions paid by the Company were approximately \$3,644,000. The underwriter received a warrant to purchase 48,625 shares of common stock, at the price of \$4.48 (125% of the price of the shares sold in the offering), which will be exercisable one year after the date of the offering and will expire on the fifth anniversary of that offering.

On April 10, 2014, the Company completed a public offering of 327,125 shares of common stock at a price to the public of \$6.40 per share. Net proceeds, after underwriting discounts and commissions paid by the Company from the offering, were approximately \$2,094,000. The underwriter received a warrant to purchase 16,356 shares of common stock, at a price of \$8.00 per share (125% of the price of the shares sold in the offering), which will be exercisable one year after the date of the offering and will expire on the fifth anniversary of that offering.

11. COMMITMENTS AND CONTINGENCIES

*Operating Leases*

The Company has entered into various leases for office space. The Company leases offices in New York and Washington states. Those leases expire in March, 2018 and July, 2017, respectively. The Washington office is owned by a related party and is discussed in Note 12. Future minimum lease payments under these lease agreements are as follows for the years ended December 31:

2015	\$	398,751
2016		410,717
2017		380,598
2018		82,327
Total	\$	1,272,393

Rent expense for the years ended December 31, 2014 and 2013 amounted to \$486,009 and \$532,081, respectively.

*Royalty and License Agreements*

The Company entered into an agreement with a former officer of the Company during 1996 to license certain software. The agreement stipulated, among other provisions, that the officer would receive royalties equal to a percentage of the Company's gross sales. This agreement was terminated in May 1999 and was superseded by a new agreement which calls for payment of royalties of .005% on gross sales from \$2,000,000 to \$52,000,000 and .0025% on gross sales in excess of \$52,000,000 pertaining to those patents on which Mr. Messina was identified as an inventor. As of December 31, 2014, total fees paid under this agreement amounted to approximately \$1,650.

**INTELLICHECK MOBILISA, INC.  
NOTES TO FINANCIAL STATEMENTS**Legal Proceedings

The Company is not aware of any infringement by our products or technology on the proprietary rights of others.

The Company is not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on its business.

Severance and Change-in-Control Agreements

On September 30, 2014, the Company entered into a Severance Agreement with Bill White, the Company's Chief Financial Officer. Under the agreement, if Mr. White is terminated for any reason other than cause, the Company would pay Mr. White one (1) year base salary in accordance with the Company's regular payroll schedule. Mr. White would also be entitled to a gross amount equal to any quarterly bonus target applicable during the quarter, accelerated vesting of all outstanding stock options and coverage of health benefits for a period of up to 12 months. The agreement has a term of three years.

Effective October 1, 2014, the Company entered into an Executive Employment Agreement with Dr. William Roof, the Company's Chief Executive Officer. The agreement provides for an annual base salary of \$250,000. Under the agreement, if Dr. Roof is terminated for any reason other than cause, it would pay Dr. Roof the greater as follows: (a) 12 months if the Separation Date occurs less than 24 months after commencement of Dr. Roof's employment as Chief Executive Officer, and (b) 24 months if the Separation Date occurs 24 months or more after the commencement of Dr. Roof's employment as Chief Executive Officer.

On November 16, 2010, the Company entered into an Executive Severance Agreement with Mr. Mundy, the Company's former Chief Financial Officer. Under the agreement, if Mr. Mundy was terminated without cause, if he resigned with "good reason" (as defined in the agreement), or if he was terminated as a result of a change of control, he would have been entitled to 1.99 years of his then base salary, a gross amount equal to any quarterly bonus target applicable during the quarter, accelerated vesting of all outstanding stock options and coverage of health benefits for a period of up to 12 months. The agreement had a term of two years. On April 1, 2012, Mr. Mundy resigned from the Company. In lieu of the above mentioned agreement, the Company entered into a consulting agreement with Mr. Mundy which had a term of nine months at \$15,250 per month. The final payment was made pursuant to this agreement on January 4, 2013.

Each of the agreements requires the executive to devote substantially all his time and efforts to our business and contains non-competition and nondisclosure covenants of the officer for the term of his employment and for a one year period thereafter. Each agreement provides that we may terminate the agreement for cause.

401(k) Plan

The Company has a retirement savings 401(k) plan. The plan permits eligible employees to make voluntary contributions to a trust, up to a maximum of 35% of compensation, subject to certain limitations. The Company has elected to contribute a matching contribution equal to 50% of the first 6% of an eligible employee's deferral election. The Company may also make discretionary contributions, subject to certain conditions, as defined in the plan. The Company's matching contributions were \$39,994 and \$38,050 for 2014 and 2013, respectively.

**12. RELATED PARTY TRANSACTIONS**

Mobilisa leases office space from a company ("Lessor Company") that is wholly-owned by two former directors, who were also members of management. The Company entered into a 10-year lease for the office space ending in 2017. The base annual rent for this facility is currently \$85,498 and is subject to annual increases based on the increase in the CPI index plus 1%. For the year ended December 31, 2014 and 2013, total rent payments for this office space were \$88,301 and \$92,046, respectively. This operating lease is referenced in Note 11.

**INTELLICHECK MOBILISA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

On September 30, 2014, the CEO and a Senior Vice President (collectively, the “Executives”), who were also board members, retired from the Company and simultaneously resigned from the board of directors. In connection with the separation, the Company entered into a separation and consulting agreement with the Executives. Included as part of the arrangement, the Company committed to payments totaling \$587,500 to be made over a period of 15 months. In exchange for the consideration, the Executives agreed not to compete with the Company, solicit any employee, contractor or consultant of the Company to terminate employment or contractual relationship with the Company, as well refrain from other activities, as defined in the agreement. There is a renewal option contained in each agreement, which must be mutually agreed to, for an additional nine month period commencing on January 1, 2016 in exchange for aggregate monthly payments of \$27,500. At September 30, 2014, the Company recorded the future payments of the agreement as a liability and as a non-compete intangible asset totaling \$587,500. The costs of the non-compete will be amortized over the term of the agreement (15 months). There was \$117,500 of amortization expense recognized for the twelve months ended December 31, 2014. The Company made payments under this agreement of sum payment of \$87,500 on October 1, 2014 and monthly payments of \$27,500 in October, November and December 2014. The Company also made a payment of \$87,500 on January 1, 2015, and will make 15 monthly payments of \$27,500 beginning on November 1, 2014 as a result of entering into the agreements with the Executives.

**13. QUARTERLY FINANCIAL DATA (UNAUDITED)**

The following table sets forth unaudited financial data for each of the Company’s last eight fiscal quarters.

	Year Ended December 31, 2014				Year Ended December 31, 2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
(Dollars in thousands, except per share data)								
<b>Income Statement Data:</b>								
Revenues	\$ 1,092	\$ 1,197	\$ 3,218	\$ 1,106	\$ 1,633	\$ 1,720	\$ 2,579	\$ 1,366
Gross profit	729	749	2,016	356	895	960	1,781	889
Income (loss) from operations	(910)	(1,101)	328	(5,962)	(921)	(919)	16	(601)
Net income (loss)	(910)	(1,101)	328	(5,961)	(921)	(919)	16	(600)
<b>Net income (loss) per common share:</b>								
Basic	\$ (0.21)	\$ (0.22)	\$ 0.07	\$ (1.24)	\$ (0.26)	\$ (0.26)	\$ 0.00	\$ (0.17)
Diluted	\$ (0.21)	\$ (0.22)	\$ 0.07	\$ (1.24)	\$ (0.26)	\$ (0.26)	\$ 0.00	\$ (0.17)

Due to rounding, quarterly net income (loss) per share may not add up to the total net loss for the year.

**14. SUBSEQUENT EVENTS**

On January 14, 2015, the Company completed an underwritten public offering of 4,857,143 shares of its common stock, offered to the public at \$1.75 per share. Total net proceeds to the Company from this offering after underwriter discounts and commissions were approximately \$7,845,000.

INTELLICHECK MOBILISA, INC.  
EMPLOYMENT AGREEMENT

Intellicheck Mobilisa, Inc. ("Company") and Robert N. Williamsen ("Employee") enter into this Employment Agreement ("Agreement"). Based upon the consideration of the mutual covenants in this Agreement, and other good and valuable consideration, the sufficiency and receipt of which are acknowledged, the parties agree as follows:

**I. Employment.**

- 1.1** Company hereby employs and Employee agrees to be employed as Vice President and Chief Revenue Officer of Company. Employee's first day of employment will be December \_\_, 2014 ("Start Date"). Employee's initial duties will be to oversee and manage the Company wide sales staff, together with managing and increasing customer contacts. Employee will report to the Chief Executive Officer or his designee(s) and will perform such services and duties as may be assigned from time to time. Employee will comply with all rules, policies, and procedures of Company, as modified from time to time, including, without limitation, rules and procedures set forth in Company's employee handbook as adopted and modified from time to time at Company's sole discretion. Employee will perform all of Employee's responsibilities in compliance with all applicable laws. Company may, in its discretion, modify Employee's duties, title, and assignment. If requested by the shareholders of Company to do so, Employee will serve on the Board of Directors of Company ("Board") for compensation as agreed to by Employee and Company.
  - 1.2** Employee agrees to devote Employee's full and undivided time, energy, knowledge, skill, and ability to the purposes of Company and discharging Employee's responsibilities for the benefit of Company's business. Employee may engage in community and private interests, but in no event will Employee allow other activities to conflict or interfere with Employee's duties to Company. Company acknowledges that Employee currently is engaged in other private business interests with Patient Education Systems Corp. which Company acknowledges is not a conflict of interest or other breach of this Agreement. Employee agrees to perform all duties faithfully and diligently and to the best of Employee's ability. Employee recognizes that the services to be rendered under this Agreement require certain training, skills, and experience, and that this Agreement is entered into for the purpose of obtaining such service for Company. Employee agrees to provide Company with any information that Employee possesses and that will be of benefit to Company, unless providing such information would violate a third party's rightful claim of ownership or unless such information is subject to an ongoing obligation of confidentiality to any third party, particularly any prior employers of Employee. Employee agrees to conduct himself in a way that will be a credit to the reputation and interests of Company and its Affiliates, to perform Employee's duties in a careful, safe, loyal, and prudent manner, and to otherwise fulfill all fiduciary and other duties Employee has to Company. For purposes of this Agreement, "Affiliate" means any person or entity, including the current subsidiaries of the Company, currently existing or subsequently formed that directly or indirectly controls, is controlled by, or is under common control with Company, whether by contract, through the ownership of voting securities or otherwise.
  - 1.3** Employee's initial base of operations will be Charlotte, North Carolina. Employee will travel the United States and internationally as may be reasonably requested by Company to fulfill the responsibilities of Employee's position.
- 2. At-Will Employment.** Employee understands and agrees that Employee's employment with Company will be at will and for no specific term, and either Employee or Company may terminate the employment relationship at any time, with or without reason, with or without cause, notice, pre-termination warning or discipline, or other pre- or post-termination procedures of any kind, subject only to the provisions of Section 4 regarding payments upon termination. Any representations to the contrary, whether written, verbal, or implied by any Company communication, conduct, or practice, are unauthorized and void unless contained in a formal written employment contract signed by the Company's Chairman of the Board or the CEO, at the direction of the

Board of Directors and Employee. Except as otherwise noted in this Agreement or as later approved by the CEO or Board of Directors, Employee will not be entitled to any further compensation or benefits, other than compensation earned through the termination date of Employee's employment, accrued, unused vacation, and vested benefits, if any exist, regardless of the reason for termination.

3. **Compensation and Benefits.** Employee will be entitled to compensation and benefits pursuant to the following subparagraphs. The CEO will review Employee's compensation and benefits for adjustment annually on the anniversary of this Agreement.
  - 3.1 **Base Salary.** During his employment with Company, Employee will be paid a salary at an annual gross rate of not less than \$225,000 per year ("**Base Salary**"), with the actual amount paid to be prorated for the actual period of employment and payable in equal installments in accordance with Company's normal payroll practices, subject to appropriate deductions and withholding.
  - 3.2 **Annual Incentive Compensation.** Company will provide Employee with the opportunity to earn a quarterly incentive compensation award ("**Quarterly Incentive Compensation**") under terms identified by Company and based on achievement of goals identified by the Board or its designee. Any Quarterly Incentive Compensation will be subject to Employee's satisfaction of all eligibility criteria, as determined by the Board, or its designee, in its sole discretion. Any Quarterly Incentive Compensation will be paid on a pro rata basis upon termination of employment or within ten (10) days of such amount being calculable, unless Employee's employment is terminated for "Cause" as defined in this Agreement, or Employee voluntarily resigns.
  - 3.3 **Benefits.** Employee will be eligible to participate in employee benefit programs established by Company for personnel on a basis commensurate with Employee's position and in accordance with the terms and conditions of the governing documents and the Company's policies from time to time, provided that Employee satisfies the eligibility requirements of any such program. Nothing herein will require the adoption or maintenance of any such plans. Employee also will receive the following additional benefits:
    - 3.3.1 **Vacation.** Employee will be provided with 20 vacation days per calendar year, which will accrue in accordance with Company's vacation policy. Employee may use his vacation consistent with the applicable Company policy in place at the time of use.
    - 3.3.2 **Expenses.** Company will reimburse Employee in accordance with Company's policies and procedures for reasonable expenses necessarily incurred in the performance of duties hereunder, provided that Employee provides appropriate receipts and vouchers indicating the specific business purpose for each such expenditure in accordance with Company policies.
  - 3.4 **Stock Option.** Employee will receive an option to purchase 100,000 shares of the Company's common stock, subject to a four-year vesting schedule (25% will vest after each one full year of employment) ("**Stock Option**"). In addition, upon satisfaction of certain performance milestones during the first six months of this Agreement, Employee will be eligible at such time for a grant of an additional option to purchase 50,000 shares. The Stock Option will contain provisions regarding acceleration of the vesting on the event of a change in control of the Company.
4. **Termination.** In addition to the provisions in Sections 4.1 through 4.5, if and as applicable, upon termination of Employee's employment by Company or Employee for any reason, Company will pay Employee (a) salary earned on or before the termination date of Employee's employment, (b) unpaid expenses, (c) accrued, unused vacation, and (d) vested benefits, if any exist, which vested benefits will be handled in accordance with their controlling plans and documents (collectively, "**Final Pay**"). Employee's last day of employment, regardless of the reason for termination (or no reason) is the "**Separation Date**."
- 4.1 **Termination by Company For Cause or Resignation by Employee.** Company will have the right to terminate immediately Employee's services and this Agreement for Cause upon notice of termination.

Upon termination of Employee's employment hereunder for Cause, or if Employee terminates Employee's employment for any reason, all compensation described herein will cease as of the Separation Date, and Employee will have no rights to any other compensation or payments, other than the Final Pay. Any assignment of this Agreement by Company will not constitute a termination for Cause for purposes of this Section 4.1.

- 4.2 **Termination by Company Without Cause.** Company will have the right to terminate immediately Employee's services and this Agreement without Cause and without Employee's consent upon notice of termination, subject to the provisions of this Section 4.2. If Company terminates Employee's employment without Employee's consent and without Cause, Company will provide Employee the following (collectively, "**Severance**"), subject to the conditions below:

- **Severance Payments:** Company will continue to pay Employee's base monthly salary (at the annual rate then in effect), subject to applicable deductions and withholdings, for a period equivalent to 12 months ("**Severance Payments**") in accordance with Company's regular payroll schedule. The Severance Payments will commence within 60 days after the Separation Date provided that Employee has satisfied the conditions below and further provided that if the 60-day period begins in one taxable year and ends in a subsequent taxable year, Severance Payments will commence in the subsequent taxable year.

The Severance is expressly conditioned upon (a) Employee's timely execution and delivery to Company of a separation agreement in a form; (b) Employee not rescinding or revoking the separation agreement; and (c) Employee being and remaining in full compliance with this Agreement (including Sections 5, 6, and 7), and all other obligations to Company. Except as provided in this Section 4.2, upon termination by Company without Employee's consent and without Cause, Employee will not be entitled to any further compensation, payments, or severance other than the Final Pay.

- 4.3 **Death or Disability.** Employee and Company acknowledge that Employee's ability to perform the duties specified in Section 1 or as otherwise communicated by Company are of the essence of this Agreement. This Agreement and Employee's employment hereunder will terminate automatically upon the death or Total Disability of Employee. If Employee's employment is terminated as a result of the Employee's death or Total Disability, this Agreement will terminate without further obligations to Employee, other than the Final Pay.
- 4.4 **Limitations.** Employee agrees that this Section 4 details the sole consideration to which Employee may be entitled in the event of the termination of Employee's employment. Employee expressly waives and relinquishes any claim to other or further consideration. If any consideration is owed to Employee in connection with Employee's termination of employment under any arrangement or law (including the federal Workers Adjustment and Retraining Notification Act or other state or local laws), then amounts owed to Employee under this Section 4 will be less the amount of all such sums to the extent permitted by law.

- 4.5 **Definitions.** For purposes of this Agreement, the following definitions apply:

- (a) "**Cause**" means a good faith determination by Company that: (i) Employee has engaged in conduct that constitutes gross negligence, flagrant disloyalty to Company, material dishonesty, fraud, theft, embezzlement, or unprofessional conduct; (ii) Employee has failed to perform assigned job duties or willfully or repeatedly failed to carry out the directions of Employee's supervisor or his designee (after receiving a written warning and a 30-day opportunity to cure such non-performance); (iii) Employee engaged in insubordination or willful dereliction of his duties hereunder; (iv) Employee has falsified any Company record or violated any law or regulation related to performance of Employee's duties; (v) Employee has engaged in conduct in violation of material policies of Company or its Affiliates, including policies pertaining to compliance with the laws prohibiting unlawful discrimination, harassment, or insider trading; (vi) Employee has been convicted of or entered a plea of *nolo contendere* to any crime involving fraud, embezzlement, or any

other act of moral turpitude or any felony; (vii) Employee has breached the terms of any agreement signed in connection with Employee's employment with Company or any of its Affiliates (including this Agreement); (viii) Employee's employment with Company or performance of duties within that employment violates any obligation of employee to any third party not to engage in such employment or duties; or (ix) Employee has done any other thing that would constitute cause under the laws of the State of Washington.

- (b) "**Total Disability**" means Employee's inability (with or without such accommodation as may be required by law protecting persons with disabilities and that places no undue burden on Company) as determined in good faith by the Board or its designee, to perform Employee's essential duties as a result of physical or mental illness.

## 5. Confidential Information.

- 5.1 **Confidentiality Obligations and Confidential Information.** Employee may obtain, receive, or gain access to Confidential Information in connection with Employee's work for Company. Employee acknowledges that disclosure of Confidential Information outside of Company would severely affect Company or its Affiliates and provide the recipient of the Confidential Information with an unfair competitive advantage. During Employee's relationship with Company and at all times thereafter, Employee will hold all Confidential Information in strictest confidence and will not copy, acquire, use, publish, disclose, or communicate any Confidential Information except as necessary for Employee to perform Employee's employment duties for (and while employed by) Company. "**Confidential Information**" means all information, data, and materials in whatever form, tangible or intangible, and whether or not marked or otherwise designated as confidential, that is not generally known to the public and that relates to the business, technology, practices, projects, products, services, inventions, ideas, trade secrets, developments, marketing, sales, customers, finances, or legal affairs of Company or its Affiliates, including without limitation information regarding business plans, marketing and sales data and plans, budgets, pricing information, suppliers, customer lists and information, data (equipment, operational, and other data), concepts, techniques, processes, methods, know-how, designs, technology, computer programs, licenses, formulas, and development or experimental work. Without limiting the generality of the foregoing, trade secrets are further defined in the Uniform Trade Secrets Act, RCW 19.108 et seq. (the "UTSA").
- 5.2 **Confidential Information of Third Parties.** Employee will preserve as confidential any information that Employee learns or obtains from a third party or relating to a third party (such as a client, customer, affiliate, partner, or vendor) that is not readily available to the public or that Company is obligated to treat as confidential, and Employee will treat such information as Confidential Information.
- 5.3 **Return of Confidential Information.** Upon the Separation Date, or sooner if so requested, Employee will immediately return all Confidential Information and other things belonging to Company, including tools, equipment, devices, keys, identification, or other property, and all documents, records, notebooks, and tangible articles containing or embodying any Confidential Information, including any copies (whether stored in paper, electronic, magnetic, or other form) then in Employee's possession, custody, or control, whether prepared by Employee or others. Employee understands that all such documents and materials are Company's sole property and that Employee cannot make any copies thereof.
6. **Intellectual Property.** Employee acknowledges that all developments, including, without limitation, the creation of products, services, source-code, applications, projects, strategies, tactics, promotions or publications, inventions, patentable or otherwise, discoveries, improvements, patents, trademarks, trade names, copyrights, trade secrets, designs, works, reports, computer software, flow charts and diagrams, procedures and business methods, data, documentation and writings and applications thereof relating to the actual or planned business of Company or any of its Affiliates from and after the date of his association with Company, that, alone or jointly with others, the Employee may have discovered, conceived, created, made, developed, reduced to practice or acquired, ("**Developments**") are works made for hire and will remain the sole and exclusive

property of Company, and Employee hereby assigns to Company all of Employee's right, title and interest in and to all such Developments. Employee agrees promptly and fully to disclose all future Developments to Company and, at any time upon request and at the sole expense of Company, execute, acknowledge and deliver to Company all instruments that Company will prepare, give evidence, and take all other actions that are necessary or desirable in the reasonable opinion of Company to enable Company to file and prosecute applications for and to acquire, maintain and enforce all letters patent, trademark registrations or copyrights covering the Developments in all countries in which the same are deemed necessary by Company. All data, memoranda, notes, lists, drawings, records, files, customer lists, exhibitor lists and other documentation (and all copies thereof) made or compiled by Employee or made available to Employee concerning the Developments or otherwise concerning the actual or planned business of Company or any of its Affiliates will be the property of Company or such Affiliate, as the case may be, and will be delivered to Company promptly upon the termination of Employee's employment with Company. Employee's obligation to assign under this Agreement will not apply to any invention for which no trade secret information, equipment, supplies, or facility of Company was used and that was developed entirely on Employee's own time, unless the invention: (a) relates directly to the business of Company, (b) relates to actual or demonstrably anticipated research or development work of Company, or (c) results from any work performed by Employee for Company.

#### 7. Noncompetition, Nonsolicitation, and Nondisparagement.

- 7.1 **Noncompetition.** During Employee's employment with Company and for a period of 12 months after the Separation Date, Employee will not, directly or indirectly, except for on behalf of Company or except with the prior written approval of Company, engage in, carry on, provide advisory services in connection with, or otherwise assist with or be interested economically in the Business of Company within the Restricted Territory (as defined below), including without limitation by seeking, soliciting, or accepting employment by or agreeing to provide advisory services to any person or entity, or being interested economically in any entity, that is at that time engaged in, or that has plans for future engagement in the Business of Company within the Restricted Territory.
- 7.2 **Nonsolicitation.** During Employee's employment with Company and for a period of 12 months after the Separation Date, Employee will not, directly or indirectly, except for on behalf of Company or except with the prior written approval of Company: (a) accept or solicit (or assist in the solicitation of) any person or business who was a customer or active prospect of Company or any of its Affiliates during Employee's employment with Company with respect to the Business of Company within the Restricted Territory; (b) contact any person or business who was a supplier, customer, or active prospect of Company or any of its Affiliates during Employee's employment with Company for the purpose of soliciting an order or establishing a relationship for any business enterprise that engages or that has plans for future engagement in the Business of Company within the Restricted Territory; (c) encourage any customer, client, or business party of Company to cease doing business with Company or to terminate or limit an existing relationship or arrangement with Company; (d) solicit or otherwise encourage any employee, contractor, or consultant of Company or its Affiliates ("**Covered Workers**") to terminate any employment or contractual relationship with Company or its Affiliates; or (e) otherwise interfere with the performance of current or former Covered Workers of their obligations or responsibilities to Company or its Affiliates.
- 7.3 **Nondisparagement.** After the Separation Date, to the maximum extent permitted by law, Employee will not, directly or indirectly, disparage Company, its Affiliates, or any of its or their officers, directors, or employees ("**Covered Group**"). Despite the foregoing, nothing in this Agreement is intended to prevent Employee from testifying truthfully in response to any lawfully issued subpoena, court order, or arbitral order, or providing truthful information in response to any governmental or administrative agency investigation, as long as Employee has received a subpoena, court order, or arbitral order (a "**Disclosure Demand**") to do so with respect to Employee's employment with Company. Also, Employee must

provide the Disclosure Demand to Company within three business days of receiving it and cooperate with Company and its Affiliates to the extent any of them wish to object to or challenge the Disclosure Demand. Even if Employee has not received a Disclosure Demand, Employee may participate in or cooperate with the Equal Employment Opportunity Commission or similar agency.

7.4 For purposes of this Agreement, the following definitions apply:

- (a) **"Business of Company"** means the business that Company conducts or is planning to conduct during Employee's employment, or any aspect thereof, during the term of this Agreement, including, without limitation, the design, development, sale, promotion, production, marketing, licensing or distribution of products, services or technologies relating to identification verification software, applications, devices and services.
- (b) **"Restricted Territory"** means any geographical region in which Company engages in business or reasonably anticipates engaging in business, including but not limited to (i) North America, and (ii) every other place in which Company, during Employee's employment with Company or in the 12 months before Employee commenced employment, has had customers or employees.

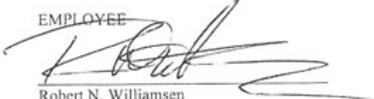
7.5 Nothing in this Section 7 will prohibit Employee from (a) working in the industry, engaging in academic research or teaching, or using Employee's skills and experience, in each case in compliance with the restrictions contained in this Agreement, or (b) holding up to one percent of the issued and outstanding securities of any class of securities of any entity that is publicly traded and quoted on a recognized securities exchange, so long as Employee does not, directly or indirectly, exercise any management or control with respect to, or have any active participation in the business of, such entity.

8. **Disclosure.** Employee agrees fully and completely to reveal the terms of Sections 5, 6, and 7 of this Agreement to any new or prospective employee, business partner, or investor of Employee and authorizes Company, at its election, to make such disclosure and provide a copy of this Agreement to any new or prospective employee, business partner, or investor.
9. **Representations Regarding Existing Obligations.** Employee represents and certifies as follows:  
(a) Employee is not in possession or control of any document or other tangible thing that in any way constitutes confidential, proprietary, or trade secret information of any third party (including any former employer);  
(b) Employee is not subject to a noncompetition agreement that precludes Employee's work for Company;  
(c) Employee has identified all confidentiality, nonsolicitation, or similar agreements or obligations Employee has with any third party, and Employee will not violate any such agreements or obligations in the course of Employee's work for Company; and (d) Employee will not use or disclose any tangible or intangible information that constitutes a trade secret of any third party (including any former employer) in the course of Employee's employment, except pursuant to written authorization to do so.
10. **Remedies for Breach and Right to Injunction.** Any breach of Sections 5, 6, 7, 8, or 9 of this Agreement may cause Company irreparable harm for which there is no adequate remedy at law and, as a result, Company will be entitled to the issuance by a court of competent jurisdiction of an injunction, restraining order, or other equitable relief in favor of itself, without the necessity of posting a bond, restraining Employee from committing or continuing to commit any such violation. Any right to obtain an injunction, restraining order, or other equitable relief under this Agreement will not be considered a waiver of any right to assert any other remedy Company may have at law or in equity. Nothing in this Agreement will limit the remedies available to Company. Rather, the terms of this Agreement supplement, and do not replace, any other obligations Employee has have under applicable law, including the UTSA and other laws regarding confidentiality, non-disclosure, assignment of inventions, or the protection of intellectual property or business interests. The UTSA is fully applicable and includes all definitions and remedies in the event of a violation of the Act. The restrictions in this Agreement are independent of any other provision of this Agreement and will be enforceable whether or not Employee may have or purport to have any claim against Company.

- 11. Conditions of Employment.** Company's obligations to Employee under this Agreement are conditioned upon Employee's timely compliance with requirements of the U.S. immigration laws.
- 12. Miscellaneous.**
- 12.1 Fees.** In any suit or action brought to enforce this Agreement, or to obtain an adjudication, declaratory or otherwise, of rights hereunder, the losing party will pay to the prevailing party reasonable attorneys' fees and all other costs and expenses that may be incurred by the prevailing party in such suit or action.
- 12.2 Assignability.** This Agreement will be binding upon Employee, Employee's heirs, personal representatives, and permitted assigns and on Company, its successors, and assigns. During Employee's employment hereunder, this Agreement may not be assigned by either party without the written consent of the other; provided, however, that Company may in its sole discretion assign its rights and obligations under this Agreement, without Employee's consent, to an Affiliate or a successor by sale, merger, or liquidation.
- 12.3 Notices.** Any notice required or permitted to be given hereunder will be sufficient if in writing, by registered or certified mail, addressed to Employee at: 22821 Torrence Chapel Road, Cornelius, North Carolina 28031, or such other address as Employee may provide to Company in writing; or addressed to Company to the attention of Chief Financial Officer, 191 Otto Street, Port Townsend, WA 98368 or such other address as may be provided in writing by Company. Notices to the Employee may, at the discretion of Company, alternatively be hand delivered to Employee.
- 12.4 Severability.** If any provision of this Agreement or compliance by any of the parties with any provision of this Agreement will constitute a violation of any law, or be deemed unenforceable or void, then such provision, to the extent only that it is in violation of law, or is deemed void or unenforceable, will be deemed modified to the extent necessary so that it is no longer unenforceable, void or in violation of law and will be enforced to the fullest extent permitted by law. If such modification is not possible, said provision, to the extent that it is in violation of law, void or unenforceable, will be deemed severable from the remaining provisions of this Agreement, which provisions will remain binding on the parties.
- 12.5 Entire Agreement.** This Agreement contains the entire agreement of the parties, and supersedes any prior or contemporaneous statements or understandings by or between the parties. Notwithstanding the foregoing, nothing in this Agreement supersedes or restricts any of Employee's existing obligations to Company or under other agreements between Employee and Company (including all Employee's obligations to protect the confidentiality of information of Company and to assign intellectual property rights to it or otherwise protect its intellectual property and/or business interests), which remain in full force and effect. This Agreement may be changed only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification, extension, or discharge is sought.
- 12.6 Governing Law/Jurisdiction.** This Agreement will be governed by and construed in accordance with the laws of the State of Washington, excluding choice of law provisions. The parties hereby irrevocably and unconditionally agree to submit any legal action or proceeding relating to this Agreement to the non-exclusive general jurisdiction of the courts of the State of Washington located in King County and the courts of the United States located in the District of Western Washington and, in any such action or proceeding, consent to jurisdiction in such courts and waive any objection to the venue in any such court.
- 12.7 Third-Party Beneficiaries.** Affiliates of Company are and will be third-party beneficiaries of this Agreement.
- 12.8 Survival.** Sections 4 through 13 will survive the termination of this Agreement or Employee's employment relationship with Company.

- 12.9 **Nonwaiver.** Failure of Company to insist upon strict adherence to any provision of this Agreement or to enforce any provision, on one or more occasions, will not be deemed to be a waiver of its right to enforce any provision in the future.
- 12.10 **Code Section 409A.** Company and Employee agree that this Agreement will be interpreted to comply with or be exempt from Section 409A of the Code and the regulations and guidance promulgated thereunder to the extent applicable (collectively "Section 409A") and all provisions of this Agreement will be construed in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A. Notwithstanding any other provision of this Agreement, payments provided under this Agreement may only be made upon an event and in a manner that complies with Section 409A or an applicable exemption. Any payments under this Agreement that may be excluded from Section 409A either as separation pay due to an involuntary separation from service or as a short-term deferral shall be excluded from Section 409A to the maximum extent possible. For purposes of Section 409A, each installment payment provided under this Agreement shall be treated as a separate payment. Any payments to be made under this Agreement upon a termination of employment shall only be made if such termination of employment constitutes a "separation from service" under Section 409A. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Employee on account of non-compliance with Section 409A.
- (a) Notwithstanding any other provision of this Agreement, if at the time of Employee's termination of employment, he is a "specified employee", determined in accordance with Section 409A, any payments and benefits provided under this Agreement that constitute "nonqualified deferred compensation" subject to Section 409A that are provided to Employee on account of his separation from service shall not be paid until the first payroll date to occur following the six-month anniversary of Employee's termination date ("Specified Employee Payment Date"). The aggregate amount of any payments that would otherwise have been made during such six-month period shall be paid in a lump sum on the Specified Employee Payment Date without interest and thereafter, any remaining payments shall be paid without delay in accordance with their original schedule. If Employee dies during the six-month period, any delayed payments shall be paid to Employee's estate in a lump sum upon Employee's death.
- (b) To the extent required by Section 409A, each reimbursement or in-kind benefit provided under this Agreement shall be provided in accordance with the following: (i) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during each calendar year cannot affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other calendar year; (ii) any reimbursement of an eligible expense shall be paid to Employee on or before the last day of the calendar year following the calendar year in which the expense was incurred; and (iii) any right to reimbursements or in-kind benefits under this Agreement shall not be subject to liquidation or exchange for another benefit.
- 12.11 **Counterparts; Headings.** This Agreement may be executed in one or more counterparts, each of which will be treated as an original, but all of which taken together will be treated as one and the same instrument. The headings in this Agreement are for reference purposes only and will not affect in any way the meaning or interpretation of this Agreement.
13. **Employee's Recognition of Agreement.** Employee acknowledges with execution of this Agreement that: (a) Employee has read and understood this Agreement and agrees that its terms are necessary for the reasonable and proper protection of Company's business, (b) Company has been induced to employ Employee by his representation that he will abide by and be bound by each of the covenants and restraints in this Agreement, and (c) each and every covenant and restraint is reasonable. Employee acknowledges that Employee has been advised by Company that Employee is entitled to have this Agreement reviewed by an attorney of Employee's selection, at Employee's expense, before signing, and that Employee has either done so or elected to forgo that right.

EMPLOYEE

  
Robert N. Williamsen

INTELLICHECK MOBILISA, INC.

By 

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements of Intellicheck Mobilisa, Inc. on Form S-1 (333-201168) and S-3 (Nos. 333-127663, 333-151302, 333-167124 and 333-189982) and Form S-8 (Nos. 333-151097, 333-143448, 333-85436 and 333-47882) of our report dated March 27, 2015, on our audits of the consolidated financial statements as of December 31, 2014 and 2013 and for each of the years in the two-year period ended December 31, 2014, which report is included in this Annual Report on Form 10-K to be filed March 27, 2015.

/s/ EISNERAMPER LLP

Iselin, New Jersey  
March 27, 2015

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## Exhibit 31.1

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William H. Roof, certify that:

1. I have reviewed this annual report on Form 10-K of Intellicheck Mobilisa, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 27, 2015

/s/ William H. Roof

Name: William H. Roof, Ph.D.

Title: Chief Executive Officer

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## Exhibit 31.2

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bill White, certify that:

1. I have reviewed this annual report on Form 10-K of Intellicheck Mobilisa, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 27, 2015

/s/ Bill White

Name: Bill White

Title: Chief Financial Officer

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Exhibit 32

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Intellicheck Mobilisa, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2014 of the Company fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 27, 2015

/s/ William H. Roof

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Name: William H. Roof, Ph.D.

Title: Chief Executive Officer

Dated: March 27, 2015

/s/ Bill White

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Name: Bill White

Title: Chief Financial Officer

**The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-K or as a separate disclosure document.**

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