

MAM SOFTWARE GROUP, INC.  
Form 10-Q  
January 29, 2014

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended December 31, 2013

Or

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

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

Commission File Number: **000-27083**

**MAM SOFTWARE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**84-1108035**

(I.R.S. employer  
identification no.)

**Maple Park, Maple Court, Tankersley, Barnsley, UK S75 3DP**

(Address of principal executive offices)(Zip code)

**011 44 124 431 1794**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

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Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

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

The registrant had 14,514,484 shares of its common stock outstanding as of January 29, 2014.

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## PART I FINANCIAL INFORMATION

*Unless the context indicates or requires otherwise, (i) the term “MAM” refers to MAM Software Group, Inc. and its principal operating subsidiaries; (ii) the term “MAM Ltd.” refers to MAM Software Limited; (iii) the term “MAM US” refers to MAM Software, Inc. and (iv) the terms “we,” “our,” “ours,” “us” and the “Company” refer collectively to MAM Software Group, Inc. As of April 10, 2013, MAM Software Inc. merged with ASNA and ASNA changed its name to MAM Software, Inc. The term “ASNA” refers to Aftersoft Network, N.A., Inc. and its operating subsidiaries prior to the April 10, 2013 merger with MAM Software, Inc.*

### Item 1. Financial Statements

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**MAM SOFTWARE GROUP, INC.**  
**Condensed Consolidated Balance Sheets**  
*(In thousands, except share and per share data)*

	December 31, 2013 (Unaudited)	June 30, 2013
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 5,179	\$ 4,061
Accounts receivable, net of allowance of \$126 and \$114	3,825	3,511
Inventories	267	199
Prepaid expenses and other current assets	1,632	1,976
Total Current Assets	10,903	9,747
Property and Equipment, Net	723	689
Other Assets		
Goodwill	9,534	8,983
Amortizable intangible assets, net	380	640
Software development costs, net	1,432	1,248
Other long-term assets	34	34
<b>TOTAL ASSETS</b>	<b>\$ 23,006</b>	<b>\$ 21,341</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable	\$ 1,253	\$ 1,400
Accrued expenses and other liabilities	1,684	1,952
Payroll and other taxes	723	718
Debt	-	312
Current portion of deferred revenue	738	742
Sales tax payable	783	769
Income tax payable	417	352
Total Current Liabilities	5,598	6,245
Long-Term Liabilities		
Deferred revenue, net of current portion	213	154
Deferred income taxes	45	79
Other	217	241
Total Liabilities	6,073	6,719
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock: Par value \$0.0001 per share; 2,000,000 shares authorized, none issued and outstanding	-	-
Common stock: Par value \$0.0001 per share; 18,000,000 shares authorized, 15,168,118 shares issued and 14,494,437 shares outstanding at December 31, 2013 and 14,813,172 shares issued and 14,139,491 shares issued and outstanding at June 30, 2013	2	2
Additional paid-in capital	31,907	31,548
Accumulated other comprehensive loss	(301)	(1,168)

Accumulated deficit	(12,929)	(14,014)
Treasury stock at cost, 673,681 shares at December 31, 2013 and June 30, 2013	(1,746)	(1,746)
Total Stockholders' Equity	16,933	14,622
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 23,006	\$ 21,341

**The Accompanying Notes Are an Integral Part of these Condensed Consolidated Financial Statements**

**MAM SOFTWARE GROUP, INC.**  
**Condensed Consolidated Statements of Income and Comprehensive Income**  
**(Unaudited)**

*(In thousands, except share and per share data)*

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2013	2012	2013	2012
Revenues	\$ 7,362	\$ 6,754	\$ 14,923	\$ 13,237
Cost of revenues	3,388	2,826	6,703	5,536
Gross profit	3,974	3,928	8,220	7,701
Operating expenses				
Research and development	913	844	1,751	1,705
Sales and marketing	1,160	821	2,313	1,633
General and administrative	1,103	932	2,235	1,828
Depreciation and amortization	249	284	515	574
Total operating expenses	3,425	2,881	6,814	5,740
Operating income	549	1,047	1,406	1,961
Other income (expense)				
Interest expense	(6)	(39)	(33)	(80)
Gain on settlement of liabilities	-	-	-	13
Gain on settlement of derivative liabilities	-	-	-	73
Change in fair value of derivative liabilities	-	(42)	-	(248)
Total other expense, net	(6)	(81)	(33)	(242)
Income before provision for income taxes	543	966	1,373	1,719
Provision for income taxes	150	182	288	311
Net income	393	784	1,085	1,408
Foreign currency translation income	301	1	835	296
Total comprehensive income	\$ 694	\$ 785	\$ 1,920	\$ 1,704
Earnings per share attributed to common stockholders:				
Basic	\$ 0.03	\$ 0.06	\$ 0.08	\$ 0.11
Diluted	\$ 0.03	\$ 0.06	\$ 0.08	\$ 0.11
Weighted average shares outstanding:				
Basic	12,788,839	12,762,864	12,764,425	12,865,765
Diluted	12,870,154	12,982,406	12,846,094	13,048,538

**The Accompanying Notes Are an Integral Part of these Condensed Consolidated Financial Statements**

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**MAM SOFTWARE GROUP, INC.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
*(In thousands)*

	For the Six Months Ended	
	December 31, 2013	December 31, 2012
Cash flows from operating activities:		
Net income	\$ 1,085	\$ 1,408
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt expense	59	5
Depreciation and amortization	515	574
Amortization of debt discount and debt issuance costs	1	7
Fair value of stock issued for services	328	185
Gain on settlement of liabilities	-	(13)
Gain on settlement of derivative liabilities	-	(73)
Deferred income taxes	(34)	(67)
Change in fair value of derivative liabilities	-	248
Changes in assets and liabilities:		
Accounts receivable	(163)	(422)
Inventories	(49)	142
Prepaid expenses and other assets	384	(143)
Accounts payable	(209)	(196)
Payroll and other taxes	(14)	3
Deferred revenue	7	(19)
Accrued expenses and other liabilities	(288)	(513)
Sales tax payable	(47)	18
Net cash provided by operating activities	1,575	1,144
Cash flows from investing activities :		
Purchase of property and equipment	(255)	(64)
Capitalized software development costs	(136)	(8)
Net cash used in investing activities	(391)	(72)
Cash flows from financing activities:		
Payments for treasury stock	-	(1,389)
Repurchase of outstanding warrants	-	(475)
Proceeds from the exercise of stock options	15	-
Payments on long-term debt	(325)	(397)
Net cash used in financing activities	(310)	(2,261)
Effect of exchange rate changes	244	77
Net change in cash and cash equivalents	1,118	(1,112)
Cash and cash equivalents, beginning of period	4,061	3,628
Cash and cash equivalents, end of period	\$ 5,179	\$ 2,516

**The Accompanying Notes Are an Integral Part of these Condensed Consolidated Financial Statements**

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**MAM SOFTWARE GROUP, INC.**  
**Condensed Consolidated Statements of Cash Flows (Continued)**  
**(Unaudited)**  
*(In thousands)*

	For the Six Months Ended	
	December 31, 2013	December 31, 2012
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	\$ 26	\$ 73
Income taxes	\$ 350	\$ 478
Supplemental disclosures of non-cash investing and financing activities		
:		
Issuance of stock options in settlement of accrued liabilities	\$ -	\$ 40
Issuance of common stock in settlement of accrued liabilities	\$ 16	\$ 11
Treasury stock retired	\$ -	\$ 2,242

**The Accompanying Notes Are an Integral Part of these Condensed Consolidated Financial Statements**

**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**NOTE 1. BASIS OF PRESENTATION**

The condensed consolidated financial statements included herein have been prepared by MAM Software Group, Inc. (“MAM” or the “Company”), without audit, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Certain information normally included in the condensed consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America has been omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting primarily of normal recurring accruals) considered necessary for a fair presentation have been included.

Operating results for the three and six months ended December 31, 2013 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2014. It is suggested that the condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2013, which was filed with the SEC on September 25, 2013. The Company has evaluated subsequent events through the filing date of this Quarterly Report on Form 10-Q, and determined that no subsequent events have occurred that would require recognition in the condensed consolidated financial statements or disclosure in the notes thereto, other than as disclosed in the accompanying notes.

**NOTE 2. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

MAM is a leading provider of integrated information management solutions and services and a leading provider of cloud-based software solutions for the automotive aftermarket sector. The Company conducts its businesses through wholly owned subsidiaries with operations in Europe and North America. MAM Software Ltd. (“MAM Ltd.”) is based in Tankersley, Barnsley, United Kingdom (“U.K.”) and MAM Software, Inc. (“MAM US”) has offices in the United States (“U.S.”) in Allentown, Pennsylvania. As of April 10, 2013, MAM Software, Inc. merged with Aftersoft Network, N.A., Inc. and Aftersoft Network, N.A., Inc. changed its name to MAM Software, Inc. Prior to the merger, Aftersoft Network, N.A., had one wholly owned subsidiary (i) MAM Software, Inc. and two inactive wholly owned subsidiaries, (ii) AFS Warehouse Distribution Management, Inc., and (iii) AFS Tire Management, Inc., which are all based in Allentown, Pennsylvania. MAM has offices in Allentown, Pennsylvania.

**Principles of Consolidation**

The condensed consolidated financial statements of the Company include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements.

**Concentrations of Credit Risk**

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.



**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**Cash and Cash Equivalents**

In the U.S., the Company maintains cash balances at financial institutions that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. At times deposits held with financial institutions in the U.S. may exceed the \$250,000 limit. The Company maintains its cash accounts at financial institutions which it believes to be credit worthy. Bank accounts maintained outside the U.S. are not insured. The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

**Customers**

The Company performs periodic evaluations of its customers and maintains allowances for potential credit losses as deemed necessary. The Company generally does not require collateral to secure its accounts receivable. Credit risk is managed by discontinuing sales to customers who are delinquent. The Company estimates credit losses and returns based on management’s evaluation of historical experience and current industry trends. Although the Company expects to collect amounts due, actual collections may differ from the estimated amounts.

No customer accounted for more than 10% of the Company’s accounts receivable at December 31, 2013 and June 30, 2013. No customer accounted for more than 10% of the Company’s revenues for the three and six month periods ended December 31, 2013 and 2012.

**Segment Reporting**

The Company operates in one reportable segment. The Company evaluates financial performance on a company-wide basis. The Company’s chief operating decision-maker is the chief executive officer, who evaluates the Company as a single segment.

**Geographic Concentrations**

The Company conducts business in the U.S., Canada and the U.K. For customers headquartered in their respective countries, the Company derived 26% of its revenues from the U.S., 1% from Canada and 73% from its U.K. operations during the three months ended December 31, 2013, compared to 31% of its revenues from the U.S., 1% from Canada and 68% from the U.K. for the three months ended December 31, 2012.

The Company derived 28% of its revenues from the U.S., 1% from Canada and 71% from its U.K. operations during the six months ended December 31, 2013 compared to 29% of its revenues from the U.S., 1% from Canada and 70% from its U.K. operations during the six months ended December 31, 2012.

At December 31, 2013, the Company maintained 72% of its net property and equipment in the U.K. and the remaining 28% in the U.S. At June 30, 2013, the Company maintained 69% of its net property and equipment in the U.K. and the remaining 31% in the U.S.

**Use of Estimates**

The preparation of consolidated 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by the Company's management include, but are not limited to, the collectability of accounts receivable, the realizability of inventories, the recoverability of goodwill and other long-lived assets, valuation of deferred tax assets and liabilities and the estimated fair value of stock options, warrants and shares issued for non-cash consideration. Actual results could materially differ from those estimates.

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**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**Fair Value of Financial Instruments**

The Company's financial instruments consist principally of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and debt instruments. Financial assets and liabilities that are remeasured and reported at fair value at each reporting period are classified and disclosed in one of the following three categories:

- Level 1 Fair value based on quoted prices in active markets for identical assets or liabilities.
- Level 2 Fair value based on significant directly observable data (other than Level 1 quoted prices) or significant indirectly observable data through corroboration with observable market data. Inputs would normally be (i) quoted prices in active markets for similar assets or liabilities, (ii) quoted prices in inactive markets for identical or similar assets or liabilities, or (iii) information derived from or corroborated by observable market data.
- Level 3 Fair value based on prices or valuation techniques that require significant unobservable data inputs. Inputs would normally be a reporting entity's own data and judgments about assumptions that market participants would use in pricing the asset or liability.

Determining which category an asset or liability falls within the hierarchy may require significant judgment. The Company evaluates its hierarchy disclosures each quarter.

**Inventories**

Inventories are stated at the lower of cost or current estimated market value. Cost is determined using the first-in, first-out method. Inventories consist primarily of hardware that will be sold to customers. The Company periodically reviews its inventories and records a provision for excess and obsolete inventories based primarily on the Company's estimated forecast of product demand and production requirements. Once established, write-downs of inventories are considered permanent adjustments to the cost basis of the obsolete or excess inventories.

**Property and Equipment**

Property and equipment are stated at cost, and are being depreciated using the straight-line method over the estimated useful lives of the related assets, ranging from three to five years. Leasehold improvements are amortized using the straight-line method over the lesser of the estimated useful lives of the assets or the related lease terms. Equipment under capital lease obligations is depreciated over the shorter of the estimated useful lives of the related assets or the term of the lease. Maintenance and routine repairs are charged to expense as incurred. Significant renewals and betterments are capitalized. At the time of retirement or other disposition of property and equipment, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in the condensed consolidated statements of income and comprehensive income. Depreciation and amortization expense was \$58,000 and \$45,000 for the three months ended December 31, 2013 and 2012, respectively, and was \$116,000 and \$93,000 for the six months ended December 31, 2013 and 2012, respectively.



**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**Software Development Costs**

Costs incurred to develop computer software products to be sold or otherwise marketed are charged to expense until technological feasibility of the product has been established. Once technological feasibility has been established, computer software development costs (consisting primarily of internal labor costs) are capitalized and reported at the lower of amortized cost or estimated realizable value. Purchased software development cost is recorded at its estimated fair market value. When a product is ready for general release, its capitalized costs are amortized on a product-by-product basis. The annual amortization is the greater of the amounts of: the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product; and, the straight-line method over the remaining estimated economic life (a period of three years) of the product including the period being reported on. If the future market viability of a software product is less than anticipated, impairment of the related unamortized development costs could occur, which could significantly impact the Company's results of operations. Amortization expense was \$60,000 and \$59,000 for the three months ended December 31, 2013 and 2012, respectively, and \$119,000 and \$122,000 for the six months ended December 31, 2013 and 2012, respectively.

**Amortizable Intangible Assets**

Amortizable intangible assets consist of completed software technology, customer relationships and automotive data services and are recorded at cost. Completed software technology and customer relationships are amortized using the straight-line method over their estimated useful lives of eight to ten years, and automotive data services are amortized using the straight-line method over their estimated useful lives of 20 years. Amortization expense on amortizable intangible assets was \$131,000 and \$180,000 for the three months ended December 31, 2013 and 2012, respectively, and \$280,000 and \$359,000 for the six months ended December 31, 2013 and 2012, respectively.

**Goodwill**

Goodwill is not amortized but rather is tested at least annually for impairment.

Goodwill is subject to impairment reviews by applying a fair-value-based test at the reporting unit level, which generally represents operations one level below the segments reported by the Company. As of December 31, 2013, the Company does not believe there is an impairment of its goodwill. There can be no assurance, however, that market conditions will not change or demand for the Company's products and services will continue which could result in additional impairment of goodwill in the future.

For the six months ended December 31, 2013, goodwill activity was as follows:

Balance, July 1, 2013	\$ 8,983,000
Effect of exchange rate changes	551,000
Balance, December 31, 2013	\$ 9,534,000

**Long-Lived Assets**

The Company's management assesses the recoverability of long-lived assets (other than goodwill discussed above) upon the occurrence of a triggering event by determining whether the carrying value of long-lived assets over their remaining lives can be recovered through projected undiscounted future cash flows over its remaining life. The

amount of long-lived asset impairment, if any, is measured based on fair value and is charged to operations in the period in which long-lived asset impairment is determined by management. At December 31, 2013, management believes there is no impairment of its long-lived assets. There can be no assurance, however, that market conditions will not change or demand for the Company's products and services will continue, which could result in impairment of long-lived assets in the future.

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**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**Issuance of Equity Instruments to Non-Employees**

All issuances of the Company's equity instruments to non-employees are measured at fair value based upon either the fair value of the equity instruments issued or the fair value of consideration received, whichever is more readily determinable. The majority of stock issuance for non-cash consideration received pertains to services rendered by consultants and others and has been valued at the fair value of the equity instruments on the dates issued.

The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement. Assets acquired in exchange for the issuance of fully vested, non-forfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes.

**Stock-Based Compensation**

For valuing stock options awards, the Company has elected to use the Black-Scholes Merton option pricing valuation model ("Black-Scholes"). For the expected term, the Company uses a simple average of the vesting period and the contractual term of the option. Volatility is a measure of the amount by which the Company's stock price is expected to fluctuate during the expected term of the option. For volatility the Company considers its own volatility as applicable for valuing its options and warrants. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The risk-free interest rate is based on the relevant U.S. Treasury Bill Rate at the time of each grant. The dividend yield represents the dividend rate expected to be paid over the option's expected term; the Company currently has no plans to pay dividends.

On June 12, 2008, the Company's shareholders approved the Company's 2007 Long-Term Stock Incentive Plan ("2007 LTIP"). Stock awarded under the 2007 LTIP are accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718-10-25-5 because the awards were unilateral grants, the recipients do not have the ability to negotiate the key terms, and the conditions of the grant, and the key terms and conditions were communicated to the individual recipients within a relatively short period of time. Therefore the grant and measurement dates are May 13, 2008, July 1, 2008, July 1, 2009, July 1, 2010, July 1, 2011, July 1, 2012 and April 1, 2013 for each respective stock award. The maximum aggregate number of shares of common stock that may be issued under the 2007 LTIP, including stock awards and stock appreciation rights, is limited to 15 % of the shares of common stock outstanding on the first trading day of any fiscal year. The Company issued restricted shares to management and board members in fiscal 2014 and 2013 and issued stock options to employees in fiscal 2013 under the 2007 LTIP (see Note 5).

**Revenue Recognition**

Software license revenue is recognized when persuasive evidence of an arrangement exists, delivery of the product component has occurred, the fee is fixed and determinable, and collectability is probable. If any of these criteria are not met, revenue recognition is deferred until such time as all of the criteria are met. The Company accounts for delivered elements in accordance with the selling price when arrangements include multiple product components or other elements and vendor-specific objective evidence exists for the value of all undelivered elements. Revenues on undelivered elements are recognized once delivery is complete.

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**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

In those instances in which arrangements include significant customization, contractual milestones, acceptance criteria or other contingencies (which represents the majority of the Company's arrangements), the Company accounts for the arrangements using contract accounting, as follows:

- 1) When customer acceptance can be estimated, but reliable estimated costs to complete cannot be determined, expenditures are capitalized as work-in process and deferred until completion of the contract at which time the costs and revenues are recognized.
- 2) When customer acceptance cannot be estimated based on historical evidence, costs are expensed as incurred and revenue is recognized at the completion of the contract when customer acceptance is obtained.

The Company records amounts collected from customers in excess of recognizable revenue as deferred revenue in the accompanying condensed consolidated balance sheets.

Revenues for maintenance agreements, software support, on-line services and information products are recognized ratably over the term of the service agreement.

#### **Advertising Expense**

The Company expenses advertising costs as incurred. For the three months ended December 31, 2013 and 2012, advertising expense totaled \$137,000 and \$121,000, respectively. For the six months ended December 31, 2013 and 2012, advertising expense totaled \$325,000 and \$219,000, respectively.

#### **Gain on Settlement of Liabilities**

The Company realized \$13,000 of income from a settlement with a creditor for the six months ended December 31, 2012, which is included in other income (expense) in the accompanying condensed consolidated statements of income and comprehensive income.

#### **Foreign Currency**

Management has determined that the functional currency of its subsidiaries is the local currency. Assets and liabilities of the U.K. subsidiaries are translated into U.S. dollars at the quarter-end exchange rates. Income and expenses are translated at an average exchange rate for the period and the resulting translation gain adjustments are accumulated as a separate component of stockholders' equity. Foreign currency translation income totaled \$301,000 and \$1,000 for the three months ended December 31, 2013 and 2012, respectively, and \$835,000 and \$296,000 for the six months ended December 31, 2013 and 2012, respectively.

Foreign currency gains and losses from transactions denominated in other than respective local currencies are included in income. The Company had no foreign currency transaction gains (losses) for all periods presented.

#### **Comprehensive Income**

Comprehensive income includes all changes in equity (net assets) during a period from non-owner sources. For the three and six months ended December 31, 2013 and 2012, the components of comprehensive income consist of

changes in foreign currency translation gains (losses).

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**MAM SOFTWARE GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2013**  
**(Unaudited)**

**Income Taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest or penalties on the Company's condensed consolidated balance sheets at December 31, 2013 and June 30, 2013, and has not recognized interest and/or penalties in the condensed consolidated statements of income and comprehensive income for the three and six months ended December 31, 2013 and 2012.

**Basic and Diluted Earnings (Loss) Per Share**

Basic earnings (loss) per share ("BEPS") is computed by dividing the net income (loss) by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share ("DEPS") is computed giving effect to all dilutive potential common shares outstanding during the year. Dilutive potential common shares consist of incremental shares issuable upon the exercise of stock options and warrants using the "treasury stock" method. The computation of DEPS does not assume conversion, exercise or contingent exercise of securities that would have an anti-dilutive effect on earnings. For the three and six months ended December 31, 2013 there were 81,315 and 81,669 common share equivalents included in the computation of DEPS. For the three and six months ended December 31, 2013, 1,698,505 shares of common stock, vest based on the market price of the Company's common stock and were excluded from the computation of DEPS because the shares have not vested (see below). For the three and six months ended December 31, 2012 there were 219,542 and 182,773 common share equivalents included in the computation of DEPS. For the three and six months ended December 31, 2012, 1,165,359 shares of common stock, vest based on the market price of the Company's common stock and were excluded from the computation of DEPS because the shares have not vested (see below) and 100,000 common stock purchase warrants were excluded from the computation of DEPS, as their effect would have been anti-dilutive.

In connection with the employment agreements with the Company's Chief Executive Officer and Chief Financial Officer (see Note 5), on April 27, 2012, the Board of Directors approved the issuance of 1,165,359 shares of restricted stock. In connection with the employment agreement with an officer of a Company subsidiary (see Note 5), on March 1, 2013, the Board of Directors approved the issuance of 282,254 shares of restricted stock. In connection with the employment agreement with an officer of the Company (see Note 5), on July 1, 2013, the Board of Directors approved the issuance of 250,892 shares of restricted stock. The shares vest based on the market price of the Company's common stock. The Company issued these shares to the executives and they are being held by an escrow agent and will be released to the executives when they vest. The Company excludes these escrow shares from the basic and diluted earnings per share calculations as the market price of the Company's common stock did not trade at or above the target stock prices per the employment agreements during the reporting period.





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The following tables present the computation of the basic and diluted earnings per share of the three and six months ended December 31, 2013 and December 31, 2012, respectively:

Three Months Ended December 31,	2013	2012
Numerator:		
Net income	\$ 393,000	\$ 784,000
Denominator:		
Basic weighted-average shares outstanding	12,788,839	12,762,864
Effect of dilutive securities	81,315	219,542
Diluted weighted-average diluted shares	12,870,154	12,982,406
Basic earnings per common share	\$ 0.03	\$ 0.06
Diluted earnings per common share	\$ 0.03	\$ 0.06
Six Months Ended December 31,	2013	2012
Numerator:		
Net income	\$ 1,085,000	\$ 1,408,000
Denominator:		
Basic weighted-average shares outstanding	12,764,425	12,865,765
Effect of dilutive securities	81,669	182,773
Diluted weighted-average diluted shares	12,846,094	13,048,538
Basic earnings per common share	\$ 0.08	\$ 0.11
Diluted earnings per common share	\$ 0.08	\$ 0.11

### Derivative Liabilities

For purposes of determining whether certain instruments are derivatives for accounting treatment, the Company follows the accounting standard that provides guidance for determining whether an equity-linked financial instrument, or embedded feature, is indexed to an entity's own stock. The standard applies to any freestanding financial instruments or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity's own common stock.

As of December 31, 2013 and June 30, 2013, the Company had no warrants outstanding that were treated as derivative liabilities. Prior to June 30, 2013, certain warrants were treated as derivatives and changes in the fair value were recognized in earnings.

The Company had certain common stock purchase warrants that were accounted for as derivative liabilities as they did not meet the requirements to be treated as equity instruments. During the three months ended September 30, 2012, the Company repurchased a portion of the outstanding warrants having a fair value of \$548,000 on September 26, 2012. The fair value of these derivative liabilities increased for the period ended September 26, 2012, and as a result, the Company recognized an approximate \$152,000 loss from a change in fair value of the derivative liabilities for the period ended September 26, 2012. The Company repurchased the warrants for \$475,000 and recorded a gain on settlement of derivative liabilities of \$73,000 for the three and six months ended December 31, 2012. The total value of these derivative liabilities was \$142,000 as of December 31, 2012. The Company recognized a loss of approximately \$42,000 and \$96,000 from the change in fair value of the warrants for the three and six months ended December 31, 2012. The Company repurchased the remaining warrants during the year ended June 30, 2013.

The Company has no assets that are measured at fair value on a recurring basis. There were no assets or liabilities measured at fair value on a non-recurring basis during the three and six months ended December 31, 2013 and 2012, respectively.

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**NOTE 3. DEBT**

Debt consists of the following:

	December 31, 2013	June 30, 2013 (Audited)
HSBC term loan	\$ -	\$ 292,000
Secured notes	-	20,000
	-	312,000
Less current portion	-	(312,000)
Long term portion	\$ -	\$ -

**HSBC Bank plc.**

On October 25, 2010, MAM Ltd., entered into a three-year term loan agreement with HSBC Bank plc. (“HSBC”) as lender (the “HSBC Term Loan”). The HSBC Term Loan provided for £1,324,550 (approximately \$2.0 million at the exchange rate on October 25, 2010) with a term of three years from the date the HSBC Term Loan was first drawn down. The HSBC Term Loan was repayable in thirty-six (36) monthly installments, inclusive of interest, together with such sums in the final month to discharge the balance of the HSBC Term Loan.

The interest rate under the HSBC Term Loan was 2.9% per annum over HSBC’s Sterling Base Rate, as published from time to time, which totaled 3.4% at October 1, 2013. A prepayment fee of 1.5 % of the amount prepaid would have been payable by the Company in the event of the HSBC Term Loan was refinanced to another lender.

The HSBC Term Loan was secured by the following instruments: a guarantee granted by the Company and MAM Software Inc. in favor of HSBC pursuant to which each would guarantee the repayment of the HSBC Term Loan (the “Guarantee”); an all assets debenture granted by MAM Ltd. in favor of HSBC including a first fixed charge over book debts and stock, which would create fixed and floating the charges over the assets and undertaking of MAM Ltd. for the provision of the HSBC Term Loan (“Debenture”); and a mortgage of the life insurance policies in favor of MAM Ltd. in relation to a Company employee and the Company’s CEO. The Company recorded debt issuance fees of \$60,000 related to the HSBC Term Loan, which were being amortized over the life of the loan. Amortization expense was \$1,000 for the six months ended December 31, 2013, respectively. Amortization expense was \$3,000 and \$7,000 for the three and six months ended December 31, 2012, respectively. The HSBC Term Loan contained various financial covenants. The loan was repaid in October 2013.

**Secured Notes**

The Company had secured notes with monthly payments ranging from \$980 to \$1,300 which matured through fiscal 2014. The notes had interest rates of 5.49% to 9.54% and were secured by equipment with a net carrying value of \$237,000 as June 30, 2013. The notes were repaid in fiscal 2014.



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**NOTE 4. COMMITMENTS AND CONTINGENCIES**

**Legal Matters**

From time to time, the Company may become subject to various legal claims and proceedings arising in the ordinary course of business. The ultimate disposition of such a proceeding if initiated could have a material adverse effect on the consolidated financial position or results of operations of the Company. There are currently no pending legal proceedings.

**Indemnities and Guarantees**

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the State of Delaware. In connection with its facility leases, the Company has indemnified its lessors for certain claims arising from the use of the facilities. In connection with its customers' contracts the Company indemnifies the customer that the software provided does not violate any U.S. patent. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying condensed consolidated balance sheets.

MAM Ltd. agreed to indemnify HSBC and others from and against all and any liability they might have incurred in the exercise of any powers, authorities and discretions under or in connection with the HSBC Term Loan (see Note 3).

**NOTE 5. STOCKHOLDERS' EQUITY**

**Common Stock**

During the quarter ended September 30, 2010, the Company approved the issuance of 155,625 shares to the non-management members of the Board of Directors under the Company's 2007 LTIP in respect of quarterly compensation. The shares vest over a three-year period and are issued quarterly. The Company issued 9,508 shares of common stock valued at \$8,000 during six months ended December 31, 2013.

During the quarter ended September 30, 2011, the Company approved the issuance of 88,398 shares of common stock to the non-management members of the Board of Directors under the Company's 2007 LTIP in respect of quarterly compensation. The shares vest over a three-year period and are issued quarterly. The Company issued 10,680 shares of common stock valued at \$20,000, during the six months ended December 31, 2013.

During the quarter ended September 30, 2012, the Company approved the issuance of 98,654 shares of common stock to the non-management members of the Board of Directors under the Company's 2007 LTIP in respect of quarterly compensation. The shares vest over a three-year period and are issued quarterly. The Company issued 12,650 shares of common stock valued at \$28,000 during the six months ended December 31, 2013.



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During the quarter ended June 30, 2013, the Company approved the issuance of 66,169 shares to the non-management members of the Board of Directors under the Company's 2007 LTIP in respect of quarterly compensation. The shares vest over a three-year period and are issued quarterly. The shares were valued at approximately \$244,000, based on the closing market price of the Company's common stock on the date of the grant, April 1, 2013. The Company issued 10,188 shares of common stock valued at \$38,000 during the six months ended December 31, 2013.

On July 3, 2013, the Company issued, under the 2007 LTIP, 1,856 shares of common stock to certain directors, in lieu of cash compensation, which were valued at \$9,000 based on the closing market price of the Company's common stock on the date of issuance.

On August 7, 2013, the Company issued 20,000 shares of common stock to officers of the Company in accordance with their employment agreements, which were valued at approximately \$16,000 based on the closing market price of the Company's common stock on the date of the grant.

On September 5, 2013, the Company issued 11,500 shares from the exercise of stock options, and received proceeds of \$7,000.

On October 3, 2013, the Company issued, under the 2007 LTIP, 4,507 shares of common stock to certain directors, in lieu of cash compensation, which were valued at \$17,000 based on the closing market price of the Company's common stock on the date of issuance.

On November 15, 2013, the Company issued 13,000 shares from the exercise of stock options, and received proceeds of \$8,000.

### **Treasury Stock**

From November 2011 through September 2012, the Board of Directors authorized the repurchase of up to \$6,750,000 of the Company's common stock. As of December 31, 2013 and June 30, 2013, the Company had repurchased 1,863,152 shares at a cost of approximately \$4,061,000 and has remaining approval to repurchase \$2,689,000 of treasury stock.

### **Stock-Based Compensation:**

The Company granted common stock options to employees during fiscal 2013 under the Company's 2007 LTIP. A summary of the Company's common stock option activity is presented below (shares in thousands):

	Options Outstanding		Weighted-	Aggregate
	Number of	Weighted-	Average	Intrinsic
	Shares	Average	Remaining	Value
	(in	Exercise	Contractual	(in
	thousands)	Price	Life	thousands)
			(in years)	
Options outstanding - July 1, 2013	173	\$ 1.11		
Options granted	-	-		

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Options exercised	(25)		0.65		
Options cancelled	-		-		
Options outstanding - December 31, 2013	148	\$	1.18	7.4	\$ 563
Options exercisable - December 31, 2013	148	\$	1.18	7.4	\$ 563
Options exercisable and expected to vest - December 31, 2013	148	\$	1.18	7.4	\$ 563

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On April 27, 2012, the Board of Directors approved the issuance of 1,165,359 restricted shares of Company common stock to certain officers pursuant to the Company's 2007 LTIP. These shares were issued to the officers and are being held in escrow until they vest. The Stock Grants will vest according to the following schedule:

- 40% when the market price of the Company's common stock trades at or above \$5 for the previous 30 day volume weighted average price ("VWAP");
- 15% when the market price of the Company's common stock trades at or above \$6 for the previous 30 day VWAP;
- 15% when the market price of the Company's common stock trades at or above \$7 for the previous 30 day VWAP; and
- 30% when the market price of the Company's common stock trades at or above \$8 for the previous 30 day VWAP.

The initial value of the common stock grant was approximately \$390,000 and as of December 31, 2013, the amount of unamortized stock based compensation that has not been expensed related to the unvested common stock grant is approximately \$157,000. The shares were valued using a Monte Carlo Simulation with a three year life, 124.8% volatility and a risk free interest rate of 0.39%. The Company recognized \$35,000 and \$35,000 of expense for the three months ended December 31, 2013 and 2012, respectively. The Company recognized \$70,000 and \$70,000 of expense for the six months ended December 31, 2013 and 2012, respectively.

On March 1, 2013, the Board of Directors approved the issuance of 282,254 restricted shares of Company common stock to a certain subsidiary officer pursuant to the Company's 2007 LTIP. These shares were issued to the officer and are being held in escrow until they vest. The Stock Grants will vest according to the following schedule:

- 20% when the market price of the Company's common stock trades at or above \$5 for the previous 30 day VWAP;
- 30% when the market price of the Company's common stock trades at or above \$6 for the previous 30 day VWAP;
- 30% when the market price of the Company's common stock trades at or above \$7 for the previous 30 day VWAP; and
- 20% when the market price of the Company's common stock trades at or above \$8 for the previous 30 day VWAP.

The initial value of the common stock grant was approximately \$109,000 and as of September 30, 2013, the amount of unamortized stock based compensation that has not been expensed related to the unvested common stock grant is approximately \$60,000. The shares were valued using a Monte Carlo Simulation with a two-year life, 39.6% volatility and a risk free interest rate of 0.25%. The Company recognized \$15,000 and \$30,000 of expense for the three and six months ended December 31, 2013, respectively.

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On July 1, 2013, the Board of Directors approved the issuance of restricted 250,892 shares of Company common stock pursuant to the Company's 2007 LTIP. These shares were issued to Mr. Broad and are being held in escrow until they vest. The restricted shares will vest according to the following schedule:

- 20% when the market price of the Company's common stock trades at or above \$6 for the previous 30 day VWAP;
- 30% when the market price of the Company's common stock trades at or above \$7 for the previous 30 day VWAP
- 30% when the market price of the Company's common stock trades at or above \$8 for the previous 30 day VWAP;
- and
- 20% when the market price of the Company's common stock trades at or above \$9 for the previous 30 day VWAP.

The initial value of the common stock grant was approximately \$265,000, which will be amortized over the life of the employment agreement. The amount of unamortized stock based compensation that has not been expensed related to the unvested common stock grant is approximately \$187,000. The shares were valued using a Monte Carlo Simulation with a two year life, 124.8% volatility and a risk free interest rate of 0.39%. The Company recognized \$39,000 and \$78,000 of expense for the three and six months ended December 31, 2013.

If there are any modifications or cancellations of the underlying unvested awards, the Company may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense or calculate and record additional expense. Future stock-based compensation expense and unearned stock based compensation will increase to the extent that the Company grants additional common stock options or other stock-based awards.

**Employee Stock Purchase Plan**

On September 21, 2011, the Company approved the MAM Software Group, Inc. Employee Stock Purchase Plan ("ESPP" or the "Plan"). On December 16, 2011 the Company's shareholders approved the ESPP. Under the ESPP the Company will grant eligible employees the right to purchase common stock through payroll deductions at a price equal to the lesser of 85% of the fair market value of a share of common stock on the Exercise Date of the current Offering Period or 85% of the fair market value of our common stock on the Grant Date of the Offering Period. No employee will be granted an option to purchase more than \$2,400 of fair market value common stock in a calendar year. The Plan is intended to be an "employee stock purchase plan" as defined in Section 423 of the Internal Revenue Code. The Plan covers a maximum of 100,000 shares of common stock

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During the six months ended December 31, 2013, the Company issued 10,165 shares of common stock to employees including an officer, under the ESPP in lieu of compensation, which were valued at approximately \$30,000 based on the closing market price of the Company's common stock on January 2, 2013.

**NOTE 6. SUBSEQUENT EVENTS**

On January 3, 2014, the Company issued 16,759 shares of common stock valued at \$43,000 to the non-management members of the Board of Directors under the 2007 LTIP based on the closing market price of the Company's common stock on the date of grant.

On January 3, 2014, the Company issued, under the 2007 LTIP, 3,288 shares of common stock to certain directors, in lieu of cash compensation, which were valued at \$17,000, based on the closing market price of the Company's common stock on the date of issuance.



modifications. We also provide continuing customer support services to ensure product performance and reliability, which provides us with long-term customer relationships and a significant base of recurring maintenance revenue.

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## **Our Markets**

MAM Software Group, Inc. provides software, information and related services to businesses engaged in the automotive aftermarket in the U.S., Canada, U.K. and Ireland. The automotive aftermarket consists of businesses associated with the life cycle of a motor vehicle from when the original manufacturer's warranty expires to when the vehicle is scrapped. Products sold by businesses engaged in this market include the parts, tires and auto services required to maintain and improve the performance or appeal of a vehicle throughout its useful life. The Company aims to meet the business needs of customers who are involved in the maintenance and repair of automobiles and light trucks in three key segments of the automotive aftermarket, namely parts, tires and auto service.

The Company's customer base consists of wholesale parts and tire distributors, retailers, franchisees, cooperatives, auto service chains and single location auto service businesses with high customer service expectations and complex commercial relationships.

In the U.K. and Ireland, the Company also provides management solutions to business involved in the wholesale of construction materials. These vertical markets include plumbing, building, lumber, and electrical wholesale distribution companies.

## **Market Dynamics & Opportunities**

We believe that the largest single issue facing the automotive aftermarket at this time is the downturn of the global economy, especially the economies in which we operate. The constraint of credit within the U.S. and U.K. markets is forcing automobile owners to retain their existing automobiles far longer than they may have previously planned. This phenomenon is forcing owners to seek out more economic ways of maintaining their vehicles, and we believe this presents an opportunity to the Company. The need for consumers to maintain their vehicles longer requires service suppliers to offer a wide range of services at highly competitive prices. We believe that this can be achieved only by those businesses that are able to efficiently manage their businesses and find methods to reduce costs without affecting service levels, which may best be done through investments in 'up to date' management information systems, specifically those designed for the automotive market. However, we have recently noticed that some businesses wishing to invest in new management systems are also finding their access to credit reduced. The unavailability of credit for businesses may have a detrimental effect on our revenues if customers are unable to identify adequate resources necessary to fund purchases. As a means to addressing the lack of availability of credit for customers or potential customers, we have introduced Autopart Online which is a 'rental' or Software as a Service (SaaS) version of Autopart. Autopart Online does not require the customer to purchase hardware and software licenses upfront, they simply 'rent' the infrastructure and purchase the professional services required to implement the system. We believe that by removing the capital investment associated with Autopart, we will see an increase in interest in our Autopart Online solution.

## **Our Products and Services**

The Company's business management systems, information products and online services permit our customers to manage their critical day-to-day business operations through automated point-of-sale, information (content) products, inventory management, purchasing, general accounting and customer relationship management.

We provide professional IT services to our customers, including software and hardware installation, data conversion, training, and, at times, product modifications. We also provide continuing customer support services to ensure product performance and reliability, which provides us with long-term customer relationships and a significant base of recurring maintenance revenue.

## **Our Technologies**

Our solutions are available as both 'on-premise' applications (sold via the traditional perpetual licensing model) and 'cloud' solutions that are delivered as a service over the Internet on a subscription basis.

Many of our business management applications are now available as Software as a Service (SaaS), where software and associated data is centrally hosted in the cloud. Depending on the complexity of the application, MAM SaaS solutions are deployed using 'cloud hosting' or 'web application' technology:

SaaS cloud hosting - single tenants accessing fully-managed virtual servers via thin client (terminal services) connections (e.g., Autopart Online); or

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SaaS web application - multiple tenants accessing a dedicated website using a standard web browser (e.g., Autowork Online).

Our catalog information is also available in the cloud as Data as a Service (DaaS). We centrally host and maintain the data, which is accessed by users via a desktop application, web application or integrated into their B2C website. Many of our applications offer integration with third-party vendors as a service, commonly known as Integration Platform as a Service (iPaaS). These services include: technical repair information; vehicle registration data (VRM); auto parts catalog data; zip code lookup; Internet EDI; website integration services; and mobile app connectivity.

## **Our Revenues**

Our revenue and income is derived primarily from the sale of software, data, services and support. In the U.K., we also earn a percentage of our revenue and income from the sale of hardware systems to clients. During the three and six months ended December 31, 2013, we generated revenues of \$7,362,000 and \$14,923,000 with a net income of \$393,000 and \$1,085,000 with 70% of these revenues coming from the U.K. market.

The Company's revenues are derived from the following:

- The sale of business management systems comprised of proprietary software applications, implementation and training;
- Providing subscription-based services, including software support and maintenance, and online services for a fee;
  - Delivering our business management software as a service, commonly known as SaaS;
  - Delivering our catalogue information as a service, commonly known as DaaS; and
- Enabling integration between systems and third-party vendors as a service, commonly known as iPaaS.

## **Our Strategies**

To date, our management has identified five areas that it believes we need to focus on. The first area is the continued growth of revenues derived from delivering our business management SaaS. To date, our Autowork Online service & repair solution and our Autopart Online distributor & retailer solution, are being delivered in this manner. Both products have been developed by MAM Ltd., our U.K. subsidiary, under the 'cloud' computing model. This is where software solutions are made available to end-users via the Internet and does not require them to purchase the software directly but 'rent' it over a fixed period of time. Our management believes that this will be a rapidly growing market for the U.K. as businesses continue to look for ways of reducing capital expenditures while maintaining levels of service. Autowork Online was launched in 2010 and as of December 31, 2013, we had 3,065 subscribers of this service. The product has just been localized and released into the U.S. market. Autopart Online was launched in August 2011, and as of December 31, 2013, we had 568 end-users subscribing to this service.

The second area of focus is the sales and marketing strategy within the U.S. market. Our management believes that continued investment in this key area is required to help the development of the MAM brand.

During the six months ended December 31, 2013, the Company added one sales associate and one marketing person to its staff. During the 12 months ended June 30, 2013, the Company added two sales associates and two marketing personnel to its staff.

The third area of focus relates to the launch of our information service, Autocat+ in the U.S. Autocat+ is an auto parts catalog that uses the DaaS distribution model. MAM Software Ltd. centrally hosts and maintains the data, which is accessed by users via MAM's business management software, a standalone desktop application, or web application. Data can also be 'consumed' via a web-based service for integration into business-to-consumer websites. Information in Autocat+ is maintained through an automatic verification and standardization process, with updates published daily.



In the U.K., there are approximately 11,700 end-users (warehouse distributors, parts stores and auto service providers) who use our information products, for which a monthly or annual subscription fee is charged. Our management believes that launching a U.S. version of Autocat+ will help to sell our business management software solutions.

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The fourth area is within the U.K. market as we are continually working to sustain the levels of growth in the U.K. business by focusing on certain vertical markets, which share common issues to that of the automotive market. We have developed a reputation of high levels of service and knowledge within the automotive market; and are now working on replicating this reputation in these additional vertical markets. Our management intends to carefully monitor this expansion as a result of the current state of the global economy.

The fifth area is the continued investment in research and development that will allow us to deliver innovative new solutions and modules in support of the previous four key areas. During the six months ended December 31, 2013, we announced the U.S. version of our Autocat+ catalog solution and launched our CarSide electronic vehicle health check (eVHC) mobile app. We also announced a new app for field sales representatives and a forthcoming eBay module that will make it easier for Autopart users to add parts listings to the eBay marketplaces in the UK.

### **Our Progress**

At present, most of our customers in the U.K. have our software installed on-premise. However, market acceptance of cloud computing for mission-critical enterprise applications has become increasingly common in recent years since software can be delivered cost-effectively, reliably, and securely to businesses over the Internet without the need for these businesses to purchase supporting software and hardware for an on-premise system or the need to keep IT people on staff to monitor and upgrade such a system.

We introduced our first subscription-based service solution over the Internet in 2005 in the U.K., and we began marketing our first cloud system to customers in North America in 2013. Since that time, we have significantly expanded our cloud-based offerings and are offering customers that maintain on-premise installations significant incentives to move to our cloud-computing model. While transitioning our U.K. customers to a cloud computing model results in a decrease in our up-front revenue recognition, we believe that this is a necessary transition and is in the best interests of our customers and our own long-term business prospects as an increasing number of our customers in the U.K. are looking for solutions that are highly functional, easy to use, configurable, and fast.

Our cloud model is based on Microsoft .Net, HTML5 and SQL technologies that provides both open and secure platform with support for user experiences on both desktop and mobile devices. Our customers that have moved away from traditional on-premise software to our cloud-based service applications benefit by substantially reducing the complexity typical of on-premise software implementations, customizations, and upgrades. Through cloud computing, we supply and manage the hardware, infrastructure, ongoing maintenance, and backup services for our customers. We install the latest version of our software for our customers, thereby reducing their need to buy and maintain their own IT resources. As a part of our cloud-based model, we will provide installation, training, and support services to our customers. In the North American market we have a smaller customer base and by offering a cloud-based solution will prove to be an important part of our strategic growth. We anticipate that this solution will positively impact the marketplace and ultimately increase our market share within North America.

### **Impact of Currency Exchange Rate**

Our net revenues derived from sales in currencies other than the U.S. dollar was 73% and 72% for the three and six month periods ended December 31, 2013, respectively, as compared to 68% and 70% for the corresponding periods in 2012. As the U.S. dollar strengthens in relation to the Great Britain Pound ("GBP"), as it has recently done, our revenue and income, which is reported in U.S. dollars, is positively impacted. Changes in the currency values occur regularly and in some instances may have a significant effect on our results of operations.

Income and expenses of our MAM Ltd. subsidiary are translated at the average exchange rate for the period. During the three and six month periods ended December 31, 2013, the exchange rate for MAM's operating results was US\$1.5839 per GBP1, compared with US\$1.5926 per GBP1 for the three and six month periods ended December 31,

2012.

Assets and liabilities of our MAM Ltd. subsidiary are translated into U.S. dollars at the period-end exchange rates. The exchange rate used for translating our MAM Ltd. subsidiary was U.S. \$1.6488 per 1GBP at December 31, 2013 and U.S. \$1.5208 per 1GBP at June 30, 2013.

Currency translation gain adjustments are accumulated as a separate component of stockholders' equity, which totaled \$301,000 and \$1,000 for the three months ended December 31, 2013 and 2012, respectively, and \$835,000 and \$296,000 for the six months ended December 31, 2013 and 2012, respectively.

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As of December 31, 2013, we had a backlog of unfilled orders of business management systems of \$1,454,000 compared to a backlog of \$1,705,000 at December 31, 2012. We expect to fill approximately 65% of such backlog during the next six months.

## Results of Operations

Our results of operations for the three and six months ended December 31, 2013 compared with the three and six months ended December 31, 2012 were as follows:

**Revenues.** Revenues were \$7,362,000 and \$14,923,000 for the three and six months ended December 31, 2013, respectively, an increase of 9.0% and 12.7%, respectively, compared with revenues of \$6,754,000 and \$13,237,000 for the three and six months ended December 31, 2012, respectively. The strength in the U.S. dollar vs. GBP had a slightly negative effect on reported revenues from our U.K. operations.

Revenues were \$7,362,000 for the three months ended December 31, 2013 an increase of \$608,000 or 9.0% compared with revenues of \$6,754,000 for the three months ended December 31, 2012. Revenues from our U.K. operations were 3,323,000GBP for the three months ended December 31, 2013; an increase of 434,000GBP or 15.0%, compared with revenues of 2,889,000GBP for the three months ended December 31, 2012. The U.S. dollar-denominated revenue was \$5,381,000 for 2013 as compared to \$4,639,000 during 2012, an increase of \$742,000 or 16.0%. For the three months ended December 31, 2013, U.K. recurring revenues increased 221,000GBP or 10.0% to 2,412,000GBP from 2,191,000GBP and system sales increased 213,000GBP or 30.5% to 911,000GBP from 698,000GBP. The increase in recurring revenues is primarily the result of increased sales of our Autopart Online product. Revenues from our U.S. operations were \$1,980,000, for the three months ended December 31, 2013, a decrease of \$135,000 or 6.4% compared with revenues of \$2,115,000 for the three months ended December 31, 2012. For the three months ended December 31, 2013, U.S. recurring revenue increased \$198,000 or 16.1% to \$1,426,000 from \$1,228,000 and system sales decreased \$333,000 or 37.5% to \$554,000 from \$887,000 when compared with the three months ended December 31, 2012.

Revenues were \$14,923,000 for the six months ended December 31, 2013, an increase of \$1,686,000 or 12.7%, compared with revenues of \$13,237,000 for the six months ended December 31, 2012. For the six months ended December 31, 2013, recurring revenues increased \$1,150,000 or 12.3% to \$10,530,000 from \$9,380,000 and system sales increased \$536,000 or 13.9% to \$4,393,000 from \$3,857,000. Revenues from our U.K. operations were 6,740,000GBP for the six months ended December 31, 2013, an increase of 968,000GBP or 16.8%, compared with revenues of 5,772,000GBP for the six months ended December 31, 2012. The U.S. dollar-denominated revenue was \$10,675,000 for 2013 as compared to \$9,193,000 during 2012, which is an increase of \$1,482,000 or 16.1%. For the six months ended December 31, 2013, U.K. recurring revenues increased 481,000GBP or 11.0% to 4,857,000GBP from 4,376,000GBP and system sales increased 487,000GBP or 34.5% from 1,326,000GBP to 1,883,000GBP. The increase in recurring revenues is primarily the result of increased sales of our Autopart Online product. Revenues for our U.S. operations were \$4,248,000 for the six months ended December 31, 2013; an increase of \$204,000 or 5% compared with revenues of \$4,044,000 for the six months ended December 31, 2012. For the six months ended December 31, 2013, U.S. recurring revenue increased \$426,000 or 17.7% to \$2,837,000 from \$2,411,000 and system sales decreased \$222,000 or 13.6% to \$1,411,000 from \$1,633,000 when compared with the six months ended December 31, 2012.

**Cost of Revenues.** Total cost of revenues for the three and six months ended December 31, 2013, were \$3,388,000 and \$6,703,000, respectively, compared with \$2,826,000 and \$5,536,000, for the same periods of December 31, 2012, respectively. The increase in cost of revenues for the three months ended December 31, 2013 was 19.9% or \$562,000, when compared to the three months ended December 31, 2012. Our U.K. operations experienced an increase of 160,000GBP from 1,233,000GBP to 1,393,000GBP for three months ended December 31, 2013 when compared to 2012. The U.S. dollar-denominated increase was \$243,000. The U.S. operations experienced an increase of \$286,000

for the three months ended December 31, 2013 when compared to the three months ended December 31, 2012.

The increase in the cost of revenues for the six months was 21.1% or \$1,167,000. Our U.K. operations experienced an increase of 401,000GBP from 2,439,000GBP to 2,840,000GBP and resulted in a dollar denominated increase of \$627,000 or 16.4%. Our U.S. operations experienced an increase of \$540,000, primarily the result of revenue mix, compared to last year.

**Gross Profit.** Gross profit increased \$46,000 or 1.2% to \$3,974,000 for the three months ended December 31, 2013, from \$3,928,000 for the three months ended December 31, 2012. Gross profit increased \$519,000 or 6.4% to \$8,220,000 for the six months ended December 31, 2013, from \$7,701,000 for the three months ended December 31, 2012.

**Operating Expenses.** The following tables set forth, for the periods indicated, our operating expenses and the variance thereof:

	For the Three Months Ended December 31,		Variance \$	Variance %	
	2013	2012			
Research and development	\$ 913,000	\$ 844,000	\$ 69,000	8.2	%
Sales and marketing	1,160,000	821,000	339,000	41.3	%
General and administrative	1,103,000	932,000	171,000	18.3	%
Depreciation and amortization	249,000	284,000	(35,000)	-12.3	%
Total Operating Expenses	\$ 3,425,000	\$ 2,881,000	\$ 544,000	18.9	%

	For the Six Months Ended December 31,		Variance \$	Variance %	
	2013	2012			
Research and development	\$ 1,751,000	\$ 1,705,000	\$ 46,000	2.7	%
Sales and marketing	2,313,000	1,633,000	680,000	41.6	%
General and administrative	2,235,000	1,828,000	407,000	22.3	%
Depreciation and amortization	515,000	574,000	(59,000)	-10.3	%
Total Operating Expenses	\$ 6,814,000	\$ 5,740,000	\$ 1,074,000	18.7	%

For the three months ended December 31, 2013, operating expenses increased by \$544,000, or 18.9% when compared with the three months ended December 31, 2012. For the six months ended December 31, 2013, operating expenses increased by \$1,074,000 or 18.7% compared with the six months ended December 31, 2012. This is due to the following:

**Research and Development Expenses.** Research and development expenses increased by \$69,000 or 8.2% for the three month period ended December 31, 2013 and increased by \$46,000 or 2.7% for the six month period ended December 31, 2013, compared to the same periods in the prior fiscal year. The increase for the three and six month periods ended December 31, 2013 is primarily a result of an increase in the number of personnel working on customer development projects and development of new products.

**Sales and Marketing Expenses.** Sales and marketing expenses increased by \$339,000 or 41.3% during the three months ended December 31, 2013 as compared with the same period in 2012 and increased by \$680,000 or 41.6% for the six months ended December 31, 2013 compared with the six months ended December 31, 2012. This increase is primarily due to an increase in trade show activities, advertising, and the investment in new sales personnel and related sales expenses. Currently, there are now dedicated sales personnel for the tire market, trader and other vertical markets in the U.K. business unit.

**General and Administrative Expenses.** General and administrative expenses increased by \$171,000 or 18.3% to \$1,103,000 for the three months ended December 31, 2013 as compared to \$932,000 for the same period in 2012. The increased expenses were primarily the result of additional salaries and benefits for administrative staff in the U.K and U.S. business units. Additional expenses were in the U.S., with \$30,000 more in officer's equity compensation, additional payroll expenses of \$79,000 in the U.S. business unit, \$9,000 of NASDAQ listing costs, \$26,000 more in officer's compensation and approximately \$20,000 of additional software license costs, all compared to 2012. General

and administrative expenses increased by \$407,000 or 22.3% to \$2,235,000 for the six months ended December 31, 2013 as compared to \$1,828,000 for the same period in 2012. The increased expenses were primarily the result of additional salaries and benefits for administration staff in the U.K and U.S. business units. Additional expenses were in the U.S., with \$60,000 more in officer's equity compensation, additional payroll expenses of \$140,000, an additional \$22,000 for NASDAQ listing costs, \$27,000 more in officer's compensation and approximately \$170,000 of additional software license costs, all compared to 2012.

**Depreciation and Amortization Expenses.** Depreciation and amortization expenses decreased \$35,000, or 12.3%, and \$59,000, or 10.3%, for the three and six month periods ended December 31, 2013, respectively, as compared to the same periods in 2012 because of assets being fully depreciated.

**Other Income (Expense).** Other income totaled a net expense of \$6,000 and \$33,000 for the three and six months ended December 31, 2013 and net expenses of \$81,000 and \$242,000 for the three and six months ended December 31, 2012.

Interest expense decreased by \$33,000 or 84.6% to \$6,000 from \$39,000 for the three months ended December 31, 2013, as compared to the three months ended December 31, 2012, and decreased \$47,000 or 58.8% to \$33,000 from \$80,000 for the six months ended December 31, 2013 as compared to the six months ended December 31, 2012. The decrease in interest expense is related to a reduction in our total interest bearing liabilities and a reduction in amortization of debt discount and debt issuance costs, which are included in interest expense.

During the three and six month periods ended December 31, 2012, the Company had income from the change in fair value of derivative liabilities of \$42,000 and \$248,000, respectively. Other income for the six month period ended December 31, 2012 includes a gain of \$73,000 on the settlement from the retirement of a portion of the derivative liability and a gain of \$13,000 from the net settlement of a liability.

**Operating Income.** Operating income was \$548,000 for the three months ended December 31, 2013, a decrease of \$499,000 or 47.6% as compared to \$1,047,000 for the three months ended December 30, 2012. Operating income was \$1,406,000 for the six months ended December 30, 2013, a decrease of \$555,000 or 28.3% as compared to \$1,961,000 for the six months ended December 30, 2012.

**Income Taxes.** Income taxes decreased by \$32,000 or 17.6%, to \$150,000 from \$182,000 for the three month period ended December 31, 2013, and decreased by \$23,000, or 7.4%, to \$288,000 from \$311,000 for the six month period ended December 31, 2013 as compared to the same periods in 2012 because of reduced earnings.

**Net Income.** As a result of the above, we recorded net income of \$393,000 for the three month period ended December 31, 2013, compared with a net income of \$784,000 for the three month period ended December 31, 2012, and realized net income of \$1,085,000 for the six months ended December 31, 2013, compared with a net income of \$1,408,000 for the six months ended December 31, 2012.

## **Liquidity and Capital Resources**

Our principal sources of liquidity are cash on hand and cash generated from operations. To date, most of our profits have been generated in Europe, but with the introduction of new products and efforts to streamline our U.S. operations, we expect to see a continued increase in overall revenues with a contribution from U.S. operations in fiscal 2014.

At December 30, 2013, we had cash and cash equivalents of \$5,179,000. During the six months ended December 31, 2013 we continued to experience positive operating cash flow and increased our cash position by approximately \$1,118,000 after repayment of \$325,000 in long-term debt, and capital expenditures of \$391,000. We currently have no interest bearing liabilities.

We expect to see positive earnings and cash flow from both the U.S. and U.K. operations for the balance of fiscal 2014, with continued growth in revenues and operating income from the U.S. operation. We have identified a number of opportunities to widen our client base within the automotive industry and are actively pursuing those at this time. We also expect to see increases in revenue over the next two quarters, specifically due to additional products that have been developed by the U.S. operation which are currently being released to customers, and the continued growth of our Autopart line of products in the U.S. market.

We believe our existing cash balance, and the cash expected to be generated from operations, will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many



factors, including our level of net sales, the timing and extent of expenditures to support our development activities and the continued market acceptance of our products.

We could be required, or we may choose, to seek additional funding through public or private equity or debt financing. In addition, in connection with any future acquisitions, we may require additional funding which may be provided in the form of additional debt or equity financing or a combination of both. These additional funds may not be available on terms acceptable to us, or at all.

### ***Working Capital***

Working capital at December 31, 2013, was \$5,304,000, versus working capital of \$3,502,000 at June 30, 2013. The working capital increase resulted primarily from a \$1,118,000 increase in cash, a \$382,000 increase in net accounts receivable, an \$68,000 increase in inventories, a \$344,000 decrease in prepaid expenses and other assets, a \$147,000 decrease in accounts payable, a \$199,000 decrease in accrued expenses, a \$312,000 decrease in interest bearing debt, an increase of \$14,000 in sales tax payable, and an increase of \$65,000 in income tax payable.

We intend to continue to work at maximizing customer retention by supplying and developing products that streamline and simplify customer operations, thereby increasing their profit margin. We expect to continue to build our recurring revenue stream. We believe that we can continue to grow our customer base through additional sales personnel, targeted media and marketing campaigns and products that completely fit clients' requirements. We also intend to service existing clients to higher levels and increasingly partner with them so that together we'll both achieve our goals.

Our current plans still require us to hire additional sales and marketing staff, to expand within the U.S. market, to target new vertical markets effectively in the U.K. and to support expanded operations overall.

We believe our plan will strengthen our relationships with our existing customers and provide new income streams by targeting new vertical markets for our Autopart product.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

### **Critical Accounting Policies**

There were no changes to those policies disclosed in the Annual Report on Form 10-K for the fiscal year ended June 30, 2013.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **Item 4. Controls and Procedures**

#### **Disclosure of Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports, filed under the Securities Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may

become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As required by the SEC Rule 13a-15(b), we carried out an evaluation under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

### **Changes in Internal Controls Over Financial Reporting**

There has been no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are currently not involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our company's or our company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect. From time to time, we may become involved legal proceedings, lawsuits, claims and regulations in the ordinary course of our business.

#### **Item 1a. Risk Factors**

There have been no changes that constitute a material change from the risk factors previously disclosed in our 2013 Annual Report filed on Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

#### **Unregistered Sales of Equity Securities**

None.

**Purchases of Equity Securities**

Share repurchase activity during the three and six months ended December 31, 2013 was as follows:

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(2)
July 1, 2013	-	\$ 0.00	-	\$ 2,688,644
December 31, 2013	-	\$ 0.00	-	\$ 2,688,644

There were no shares repurchased in the three and six months ended December 31, 2013, under our stock (1) repurchase program that was originally announced in March 5, 2012 with an authorized level of \$2.0 million, which was increased an additional \$2.0 million (or \$4 million in the aggregate) on June 22, 2012.

On September 28, 2012, our Board of Directors authorized an increased in the existing stock repurchase program for us to repurchase an additional \$2.0 million (or \$6.75 million in the aggregate since the beginning of the calendar year 2012) of our outstanding shares of common stock from time to time, depending on market (2) conditions, share price, and other factors. Repurchases may take place in the open market or in privately negotiated transactions, including derivative transactions, and may be made under a Rule 10b5-1 plan previously established by us.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

There have been no material changes to the procedures by which holders may recommend nominees to our Board of Directors.

**Item 6. Exhibits**

Exhibit Number	Description
31.1	Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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- 32.1 Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS\* XBRL Instance Document
- 101.SCH \* XBRL Schema Document
- 101.CAL \* XBRL Calculation Linkbase Document
- 101.DEF \* XBRL Definition Linkbase Document
- 101.LAB \* XBRL Label Linkbase Document
- 101.PRE \* XBRL Presentation Linkbase Document

In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.

\* Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**SIGNATURES**

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

**MAM Software Group, Inc.**

Date: January 29, 2014 By: /s/ Michael G. Jamieson  
Michael G. Jamieson  
Chief Executive Officer  
(Principal Executive Officer)

Date: January 29, 2014 By: /s/ Charles F. Trapp  
Charles F. Trapp  
Chief Financial Officer  
(Principal Financial Officer)

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