

SBA COMMUNICATIONS CORP  
Form SC 13G/A  
February 10, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No: 1)

SBA COMMUNICATIONS CORP

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

78388J106

-----  
(CUSIP Number)

December 31, 2015

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78388J106

(1) Names of reporting persons. BlackRock, Inc.

(2) Check the appropriate box if a member of a group  
(a)

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(b) [X]

(3) SEC use only

(4) Citizenship or place of organization

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power

7767774

(6) Shared voting power

NONE

(7) Sole dispositive power

8969734

(8) Shared dispositive power

NONE

(9) Aggregate amount beneficially owned by each reporting person

8969734

(10) Check if the aggregate amount in Row (9) excludes certain shares

(11) Percent of class represented by amount in Row 9

7.1%

(12) Type of reporting person

HC

Item 1.

Item 1(a) Name of issuer:

-----  
SBA COMMUNICATIONS CORP

Item 1(b) Address of issuer's principal executive offices:

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8051 CONGRESS AVENUE  
BOCA RATON FL 33487

Item 2.

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2(a) Name of person filing:

-----  
BlackRock, Inc.

2(b) Address or principal business office or, if none, residence:

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BlackRock Inc.  
55 East 52nd Street  
New York, NY 10055

2(c) Citizenship:

-----  
See Item 4 of Cover Page

2(d) Title of class of securities:

-----  
Class A Common Stock

2(e) CUSIP No.:

See Cover Page

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

8969734

Percent of class

7.1%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

7767774

Shared power to vote or to direct the vote

NONE

Sole power to dispose or to direct the disposition of

8969734

Shared power to dispose or to direct the disposition of

NONE

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of

SBA COMMUNICATIONS CORP.

No one person's interest in the common stock of

SBA COMMUNICATIONS CORP

is more than five percent of the total outstanding common shares.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

See Item 5.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2016  
BlackRock, Inc.

Signature: Spencer Fleming

-----  
Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized

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representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

### Subsidiary

BlackRock (Luxembourg) S.A.  
BlackRock (Netherlands) B.V.  
BlackRock (Singapore) Limited  
BlackRock Advisors (UK) Limited  
BlackRock Advisors, LLC  
BlackRock Asset Management Canada Limited  
BlackRock Asset Management Deutschland AG  
BlackRock Asset Management Ireland Limited  
BlackRock Asset Management North Asia Limited  
BlackRock Asset Management Schweiz AG  
BlackRock Capital Management  
BlackRock Financial Management, Inc.  
BlackRock Fund Advisors  
BlackRock Fund Managers Ltd  
BlackRock Institutional Trust Company, N.A.  
BlackRock International Limited  
BlackRock Investment Management (Australia) Limited  
BlackRock Investment Management (UK) Ltd  
BlackRock Investment Management, LLC  
BlackRock Japan Co Ltd  
BlackRock Life Limited

\*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.  
Exhibit B

### POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Matthew Mallow, Chris Meade, Howard Surloff, Dan Waltcher, Georgina Fogo, Charles Park, Enda McMahon, Carsten Otto, Con Tzatzakis, Karen Clark, Andrew Crain, Herm Howerton, David Maryles, Daniel Ronnen, John Stelley, John Ardley, Maureen Gleeson and Spencer Fleming acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to

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time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated 1st day of October, 2015 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 8th day of December, 2015.

BLACKROCK, INC.

By: /s/ Chris Jones  
Name: Chris Jones  
Title: Chief Investment Officer

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 27, 2006, our operating partnership and wholly-owned subsidiary, Caplease, LP, entered into an agreement with Challenger South Monaco, LLC (the "Seller"), to purchase two adjacent office buildings aggregating approximately 260,000 square feet in Denver, Colorado, for a purchase price of \$69.3 million. Each of the buildings is fully net leased to Invesco Funds Group, Inc., a subsidiary of AMVESCAP, PLC, through October 2016.

Our obligation to purchase the properties under the agreement is subject to various customary closing conditions, including our satisfactory completion of due diligence during a due diligence period which expires on February 3, 2006. The agreement also includes the following terms and conditions:

- we paid \$1.0 million into escrow upon entering into the agreement;
- we have the right to terminate the agreement and receive a refund of these funds for any reason or no reason at any time during the due diligence period;
- we are required to pay an additional \$2.0 million into escrow upon expiration of the due diligence period;
  - the funds we have paid into escrow will be applied against the purchase price at closing; and
- if we default in our obligations under the agreement, the Seller will be entitled to payment of the funds we have paid into escrow as liquidated damages.

There is no material relationship between us and the Seller.

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**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 hereunto duly authorized.

**CAPITAL LEASE FUNDING, INC.**

By: /s/ SHAWN P. SEALE

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Shawn P. Seale  
Senior Vice President, Chief Financial Officer and Treasurer

DATE: February 1, 2006

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**For the year ended June 30,**

**2018**

**2017**

**2016**

**2015**

**2014**

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(ZAR in millions)

Adjusted EBITDA(1)

52,413

47,627

53,992

60,042

72,615

(1) Defined as earnings before interest and tax (EBIT), depreciation and amortization, share-based payments, remeasurement items and unrealized hedging losses/(gains). Adjusted EBITDA is a non-IFRS financial measure and should not be viewed as a substitute for any IFRS financial measure. We have presented this non-IFRS measure in this prospectus supplement because we consider it to be an important supplemental measure for investors, analysts and our management to evaluate our profitability and operating performance.

The reconciliation of earnings before interest and tax (EBIT) to Adjusted EBITDA is as follows:

	2018	2017	For the year ended June 30,		2014
			2016	2015	
			(ZAR in millions)		
<b>Earnings for the year</b>	<b>10,146</b>	<b>21,513</b>	<b>15,027</b>	<b>31,162</b>	<b>30,417</b>
Taxation	5,558	8,495	8,691	14,431	14,696
Finance income	(1,716)	(1,568)	(1,819)	(1,274)	(1,220)
Finance expenses	3,759	3,265	2,340	2,230	1,925
<b>Earnings before interest and tax (EBIT)</b>	<b>17,747</b>	<b>31,705</b>	<b>24,239</b>	<b>46,549</b>	<b>45,818</b>
Depreciation and amortization	16,425	16,204	16,367	13,567	13,516
Share-based payments(a)	4,431	226	494	(881)	5,652
Remeasurement items	9,901	1,616	12,892	807	7,629
Unrealized hedging losses/(gains)	3,909	(2,124)			
<b>Adjusted EBITDA</b>	<b>52,413</b>	<b>47,627</b>	<b>53,992</b>	<b>60,042</b>	<b>72,615</b>

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The Preliminary Prospectus Supplement shall be further amended by inserting the following text under the heading entitled CAPITALIZATION on page S-41:

Since June 30, 2018, our total debt has increased by approximately R13 billion, as a result of (i) a weakening in the US dollar/South African rand exchange rate to R14.92 to \$1.00 as of September 17, 2018, and (ii) we have drawn an additional \$575 million under our revolving credit facility to finance capital expenditures related to the LCCP.

\*\*\*

It is expected that delivery of the securities will be made against payment therefor on or about September 27, 2018, which will be five business days (as such term is used for purposes of Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act)) following the date hereof (such settlement cycle being referred to as T+5). Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of pricing or the next two succeeding business days may be required, by virtue of the fact that the securities initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the securities who wish to make such trades should consult their own advisors.

The issuer and the guarantor have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer and the guarantor have filed with the SEC for more complete information about the issuer, the guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the guarantor, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at +1-800-831-9146; or by calling J.P. Morgan Securities plc collect at +1-212-834-4533; or by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at +1-800-294-1322.

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xt-align: right">2,042,236 Deferred income taxes 3,306 (4,418)Changes in operating assets and liabilities: Accounts receivable 448,814 (360,910)Inventories (2,971,412) (2,018,005)Prepaid expenses and other current assets 137,711 (356,750)Other assets - 30,129 Accounts payable 1,304,445 1,069,511 Accrued expenses and other current liabilities (1,576,478) (2,782,663)Net cash used in operating activities (10,727,436) (11,659,720)Investing Activities Purchase of investments (20,000,000) (25,000,000)Proceeds from sale of investments 25,996,000 6,234,000 Purchase of equipment and improvements (433,135) (350,538)Purchase of intangible assets - (1,250,000)Net cash provided by (used in) investing activities 5,562,865 (20,366,538)Financing Activities Proceeds from the sale of common stock, net of costs - 80,616,032 Proceeds from exercise of stock options and warrants, net of costs 1,885,630 2,086,078 Payment of withholding taxes related to employee stock-based

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compensation (67,409) (121,618) Net cash provided by financing activities 1,818,221 82,580,492 Effect of  
exchange rate changes on cash and cash equivalents 447,230 91,745 Net (decrease) increase in cash and cash  
equivalents (2,899,120) 50,645,979 Cash and cash equivalents Beginning of period 19,396,845 6,501,586 End  
of period \$16,497,725 \$57,147,565 Supplemental disclosures of cash flow information: Issuance of a  
warrant in connection with a licensing agreement \$- \$129,750 Cash paid during the period  
for: Interest \$- \$5,442

See accompanying notes to consolidated financial statements.

**1. Organization and Summary of Significant Accounting Policies**

Derma Sciences, Inc. and its subsidiaries (the “Company”) is a tissue regeneration company focused on three segments of the wound care marketplace: advanced wound care, traditional wound care and pharmaceutical wound care products. The Company has one drug candidate that initiated its Phase 3 study during the first quarter of 2013. The Company markets its products principally through direct sales representatives in the United States (“U.S.”), Canada and the United Kingdom (“U.K.”), and through independent distributors within other select international markets. The Company’s U.S. distribution facilities are located in St. Louis, Missouri and Houston, Texas. The Company utilizes third party distributors for distribution in Canada, Europe, Latin America, Asia and the Pacific. The Company has manufacturing facilities in Toronto, Canada and Nantong, China.

**Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the U.S. for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2015, are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. Information included in the consolidated balance sheet as of December 31, 2014 has been derived from the consolidated financial statements and footnotes thereto for the year ended December 31, 2014, included in the Annual Report on Form 10-K previously filed with the Securities and Exchange Commission. For further information refer to the Annual Report on Form 10-K.

**Principles of Consolidation** – The consolidated financial statements include the accounts of Derma Sciences, Inc. and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Use of Estimates** – The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on knowledge of current events and actions which may be undertaken in the future, actual results may ultimately differ from these estimates. Estimates and assumptions are required in the determination of sales deductions for trade rebates, sales incentives, discounts and allowances. Significant estimates and assumptions are also required in determining the appropriateness of amortization periods for identifiable intangible assets, the potential impairment of goodwill and the valuation of inventory.

**Revenue Recognition** – Sales are recorded when product is shipped or title passes to customers and collectability is reasonably assured. Gross sales are adjusted for cash discounts, returns and allowances, trade rebates, distribution fees (in Canada) and other sales deductions in the same period that the related sales are recorded. Freight costs billed to and reimbursed by customers are recorded as a component of revenue. Freight costs to ship product to customers are recorded as a component of cost of sales.

**Net Loss per Share** – Net loss per common share – basic is computed by dividing net loss by the weighted average number of common shares outstanding for the period. Net loss per common share – diluted reflects the potential dilution of earnings by including the effects of the assumed exercise, conversion or issuance of potentially issuable shares of common stock (“potentially dilutive securities”), including those attributable to stock options, warrants, convertible preferred stock and restricted stock units, in the weighted average number of common shares outstanding for a period, if dilutive. The effects of the assumed exercise of warrants and stock options are determined using the treasury stock method. Potentially dilutive securities have not been included in the computation of diluted loss per share for the three months ended March 31, 2015 and 2014 as the effect would be anti-dilutive.

Potentially dilutive shares excluded as a result of the effects being anti-dilutive are as follows:

	Three Months Ended	
	March 31,	
	2015	2014
Excluded dilutive shares:		
Convertible preferred stock	73,332	73,332
Additional stock issuable related to conversion of preferred stock	49,782	49,782
Restricted share units	672,000	715,050
Warrants	1,755,330	2,143,584
Stock options	2,595,426	2,324,090
Total dilutive shares	5,145,870	5,305,838

**Recently Issued Accounting Pronouncements** – In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is currently effective for the Company on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

## 2. Cash and Cash Equivalents and Investments

### Cash and Cash Equivalents

The Company considers cash and cash equivalents as amounts on hand, on deposit in financial institutions and highly liquid investments purchased with an original maturity of three months or less. Money market mutual funds consist of funds deposited into mutual funds investing in U.S. government and non-government obligations. The Company maintains cash and cash equivalents and money market mutual funds with various domestic and foreign financial institutions within the ordinary course of business, which at times may exceed jurisdictional insurance limits.

### Investments in Debt Securities



Investments in debt securities includes certificates of deposit purchased with an original maturity greater than three months which are deposited in various U.S. financial institutions and are fully insured by the Federal Deposit Insurance Corporation. The Company intends to hold the certificates of deposit to maturity and accordingly these investments are carried at amortized cost. Investments in debt securities with maturities greater than one year from the balance sheet date are classified as a long-term asset.

### **Investment in Equity Securities**

In 2013 and 2014, the Company purchased an aggregate 2,802,277 shares of Comvita Limited (“Comvita”) common stock for \$8,483,693. In conjunction with this investment, the Company’s chairman and chief executive officer was named to Comvita’s board of directors. At March 31, 2015, the 2,802,277 shares of Comvita common stock owned by the Company represented 7.1% of Comvita’s outstanding shares.

The investment in Comvita common stock is classified as an available-for-sale investment carried at fair value, with any unrealized gains and losses associated with the investment included in accumulated other comprehensive income and any dividends received recorded in other income. The investment is classified as a long term asset. As of March 31, 2015, the fair value of the Comvita common stock was \$8,437,096 as determined by the quoted market price of the outstanding stock on the New Zealand stock exchange. The cumulative decrease in fair value from cost of \$46,597 has been recorded in accumulated other comprehensive income, net of taxes.

Cash and cash equivalents and investments at March 31, 2015 and December 31, 2014 consisted of the following:

	March 31, 2015	December 31, 2014
Cash	\$12,506,936	\$7,665,958
Money market mutual funds	3,990,789	11,730,887
Cash and cash equivalents	16,497,725	19,396,845
Investments in debt securities	50,000,000	55,996,000
Investment in equity securities	8,437,096	8,422,790
Total investments	58,437,096	64,418,790
Total cash and cash equivalents and investments	\$74,934,821	\$83,815,635

The following table provides fair value information as of March 31, 2015:

	Total carrying value as of March 31, 2015	Fair Value Measurements, Using		
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Cash and cash equivalents	\$ 16,497,725	\$ 16,497,725	\$ -	\$ -
Investments in debt securities	50,000,000	50,000,000	-	-
Investment in equity securities	8,437,096	8,437,096	-	-
Total investments	58,437,096	58,437,096	-	-
Total	\$74,934,821	\$74,934,821	\$ -	\$ -

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets. Level 2 inputs are quoted prices for similar assets in active markets or inputs that are observable for the asset, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on management's own assumptions used to measure assets at fair value. A financial asset's classification is determined based on the lowest level input that is significant to the fair value measurement.

**3. Inventories**

Inventories are valued at the lower of cost or market determined based on the first in first out method and include the following:

	March 31, 2015	December 31, 2014
Finished goods	\$10,845,866	\$8,386,356
Work in process	594,874	838,679
Packaging materials	1,379,312	1,343,927
Raw materials	3,021,137	2,711,978
Total inventory	\$15,841,189	\$13,280,940

**4. Accrued Expenses and Other Current Liabilities**

Accrued expenses and other current liabilities include the following:

	March 31, 2015	December 31, 2014
Accrued compensation and related taxes	\$1,187,002	\$2,930,525
Accrued Canadian sales rebate, net	28,523	633,162
Accrued royalties	452,597	463,823
Accrued sales incentives and other fees	316,655	557,918
Accrued research and development	1,835,241	844,230
Other	949,752	1,022,700
Total accrued expenses and other current liabilities	\$4,769,770	\$6,452,358

**5. Stockholders' Equity****Preferred Stock**

Subsequent to the issuances of the preferred stock, the Company has undertaken a number of common stock offerings that impact the preferred stock conversion ratios. As of March 31, 2015, current Series A and B preferred stockholders holding 73,332 preferred shares are entitled to receive an aggregate of 123,114 shares (49,782 additional shares) of common stock upon conversion of their holdings, as a result of the conversion ratio adjustments. The number of shares issuable upon conversion is subject to further adjustment should the Company in the future undertake one or more offerings of its common stock at less than the prevailing market price.

The 49,782 incremental shares associated with the conversion ratio adjustment will be recorded to common stock upon conversion at par with the offset to additional paid in capital as all of the convertible preferred stock was issued prior to the November 16, 2000 effective date of certain provisions of Accounting Standards Codification 470 (formerly, Emerging Issues Task Force Issue No. 00-27 *Application of Issue No. 98-5 to Certain Convertible Instruments*).

**Common Stock**

During the three months ended March 31, 2015, the Company issued 391,787 shares of common stock consisting of: 377,628 shares upon the exercise of stock purchase warrants and options for which the Company received \$1,885,630; and 14,159 shares in connection with the vesting of 21,350 restricted share units.

### Stock Purchase Warrants

At March 31, 2015, the Company had warrants outstanding to purchase shares of the Company's common stock consisting of the following:

Series	Number of Warrants	Exercise Price	Expiration Date
R	1,705,330	\$ 9.90	June 22, 2016
S	50,000	\$ 11.81	January 14, 2019
Total	1,755,330		

During the three months ended March 31, 2015, a total of 326,933 warrants were exercised on a for cash basis consisting of 133,333 Series Q, 100,000 Series N, and 93,600 Series O warrants. A total of 326,933 shares of common stock were issued in connection with the warrant exercises. During the three months ended March 31, 2015, a total of 6,821 warrants were forfeited consisting of 4,634 Series O warrants and 2,187 Series P warrants.

## Equity Based Compensation

Under the Equity Incentive Plan (the “EIP Plan”) the Company is authorized to issue 6,000,000 shares of common stock. The EIP Plan authorizes the Company to grant equity-based and cash-based incentive compensation in the form of stock options, stock appreciation rights, restricted shares, restricted share units, other share-based awards and cash-based awards, for the purpose of providing the Company’s employees, non-employee directors and consultants with incentives and rewards for performance. At March 31, 2015, options to purchase 2,595,426 shares and 672,000 restricted share units were issued and outstanding under the EIP Plan and 1,805,895 shares were available for grant.

## Stock Options

The EIP Plan permits the granting of both incentive and nonqualified stock options to employees and nonqualified stock options to non-employee directors and consultants of the Company. The option exercise price may not be less than the fair market value of the stock on the date of the grant of the option. The duration of each option may not exceed 10 years from the date of grant.

For the three months ended March 31, 2015 and 2014, the fair value of each option award was estimated at the date of grant using the Black-Scholes option-pricing model. The weighted-average assumptions used were as follows:

	Three Months Ended March 31,	
	2015	2014
Risk-free interest rate	1.63 %	1.78 %
Volatility factor	46.0 %	63.2 %
Dividend yield	0 %	0 %
Expected option life (years)	5.77	5.89

The risk-free rate utilized represents the U.S. treasury yield curve rate for the expected option life at the time of grant. The volatility factor was calculated based on the Company’s historical stock price volatility equal to the expected life of the option at the grant date. The dividend yield is 0% since the Company does not anticipate paying dividends in the near future. The simplified expected option life method is used to determine the expected option life for Company employees and directors while the contractual option life period is utilized for consultants.

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Based on the Company's historical experience of options that were forfeited before becoming fully vested, the Company has assumed an annualized forfeiture rate of 1.0% for all options. The Company will record additional expense if the actual forfeiture rate is lower than estimated, and will record a recovery of prior expense if the actual forfeiture rate is higher than estimated.

A summary of the Company's stock option activity and related information for the three months ended March 31, 2015 is as follows:

	Options	Weighted Average Exercise Price
Outstanding – January 1, 2015	2,166,959	\$ 9.03
Granted	553,390	\$ 8.76
Forfeited	(30,280 )	\$ 12.25
Exercised	(94,143 )	\$ 3.97
Expired	(500 )	\$ 12.68
Outstanding – March 31, 2015	2,595,426	\$ 9.12
Expected to vest – March 31, 2015	2,569,472	\$ 9.12
Exercisable at March 31, 2015	1,796,759	\$ 8.55

During the three months ended March 31, 2015, the Company granted 395,390 service based options and 158,000 performance based options to Company employees. The weighted average fair value per share of options granted during the three months ended March 31, 2015 was \$3.81.

During the three months ended March 31, 2015, 94,143 stock options were exercised on a for cash and cashless basis. A total of 50,695 shares of common stock were issued in connection with the stock option exercises. The intrinsic value of options exercised in 2015 was \$409,402.

During the three months ended March 31, 2015 and 2014, stock option compensation expense was recorded as follows:

	Three Months Ended March 31,	
	<u>2015</u>	2014
Cost of sales	\$72,703	\$85,177
Selling, general and administrative expenses	784,078	1,212,821
Research and development	46,789	20,786
Total stock option compensation expense	\$903,570	\$1,318,784

As of March 31, 2015, there was \$2,311,012 of unrecognized compensation cost related to nonvested service based awards and \$459,810 related to nonvested performance based awards. These costs are expected to be recognized over the options' remaining weighted average vesting period of 2.30 years and 0.76 years for the service and performance based awards, respectively.

### **Restricted Share Units**

The Company has issued service, performance and market-based restricted share units to employees, consultants and directors of the Company. Expense for restricted share awards is amortized on a straight-line basis over the awards' vesting period. The fair value of service and performance awards are determined using the quoted market price of the Company's common stock on the date of grant, while market-based performance awards are valued using a binomial/lattice pricing model.

The following table summarizes the restricted share unit activity for the period:



	Number of Units	Weighted Average Fair Value
Unvested—January 1, 2015	651,883	\$ 8.47
Granted	47,500	8.69
Vested	(21,350 )	12.85
Forfeited	(6,033 )	10.75
Unvested—March 31, 2015	672,000	\$ 8.33

In connection with the vesting of restricted share unit awards during the three months ended March 31, 2015, 7,191 common stock shares with a fair value of \$67,409 were withheld in satisfaction of employee tax withholding obligations.

During the three months ended March 31, 2015 and 2014, restricted share unit compensation expense was \$652,741 and \$674,916, respectively, and included in selling, general and administrative expense.

As of March 31, 2015, there was \$2,516,096 of unrecognized compensation cost related to unvested restricted share units. These costs are expected to be recognized over the restricted shares units' remaining weighted average vesting period of 0.75 years.

In consideration of prior service, the Company accelerated the vesting of any unvested stock options and the restricted share units scheduled to vest in 2014 of a retiring director and extended the date to exercise vested stock options to 24 months (versus 90 days) from the date of retirement. An additional \$48,536 of stock based compensation expense was recognized during the three months ended March 31, 2014 and included in selling, general and administrative expense in connection with the retirement.

### Shares Reserved for Future Issuance

At March 31, 2015, the Company had reserved the following shares of common stock for future issuance:

Convertible preferred stock (series A – B)	73,332
Additional stock issuable related to conversion of preferred stock (series A – B)	49,782
Common stock options outstanding	2,595,426
Common stock warrants outstanding	1,755,330
Restricted share units outstanding	672,000
Common stock equivalents available for grant	1,805,895
<b>Total common stock shares reserved</b>	<b>6,951,765</b>

### 6. Accumulated Other Comprehensive Income

The Company's accumulated other comprehensive income as of March 31, 2015 was as follows:

	Foreign Currency Translation Adjustments	Unrealized Loss on Equity Securities	Total
Balance at January 1, 2015	\$ 1,001,298	\$ (89,735 )	\$ 911,563
Current period - other comprehensive (loss) income	(155,811 )	8,805	(147,006)
Balance at March 31, 2015	\$ 845,487	\$ (80,930 )	\$ 764,557

### 7. Operating Segments

The Company operates in three segments: advanced wound care, traditional wound care and pharmaceutical wound care products. They are managed separately as each segment requires different technology, marketing and sales strategies. Advanced wound care products principally consist of both novel and otherwise differentiated dressings, devices and skin substitutes designed to promote wound healing and/or prevent infection. Traditional wound care products principally consist of commodity related dressings, ointments, gauze bandages, adhesive bandages, wound closure strips, catheter fasteners and skin care products. Pharmaceutical wound care products consist of DSC127, a novel, first in class angiotensin peptide for the treatment of a variety of dermal applications.

Advanced and traditional wound care products are marketed globally to acute care, extended care, home health care, wound and burn care clinics and physician offices. The Company utilizes a broad network of well-established distributors to deploy the majority of its products to end users. A smaller portion of the Company's sales are sold directly to care providers and through retail. The advanced and traditional wound care products are both manufactured internally and sourced from third party suppliers. The majority of marketing expenses are deployed in support of advanced wound care products with traditional wound care products requiring limited support. The Company utilizes direct sales representatives, distributor relationships and contractual relationships with buying groups and wound care service providers to sell its products. Direct sales representatives are used solely in support of advanced wound care sales in the U.S. and the U.K. and for both advanced and traditional wound care products in Canada.

The pharmaceutical wound care segment is presently limited to the development of DSC127 for diabetic foot ulcers and pre-clinical work on scar prevention.

Each operating segment is managed at the segment contribution level consisting of gross profit minus direct expense consisting of distribution, marketing, sales, research and development and intangible amortization expenses. Expenses are allocated directly by segment to the extent possible. Expenses common to all three operating segments are allocated consistently using activity based assumptions. The aggregation or allocation of indirect expenses by segment is not practical.

Operating segment sales, gross profit, segment contribution and other related information for 2015 and 2014 were as follows:

	Three Months Ended March 31, 2015				Total Company
	Advanced Wound Care	Traditional Wound Care	Pharmaceutical Wound Care	Other	
Net sales	\$9,771,024	\$9,727,628	\$ -	\$-	\$19,498,652
Gross profit	4,901,124	2,634,002	-	-	7,535,126
Direct expense	(8,435,080)	(1,313,451)	(4,158,276 )	-	(13,906,807)
Segment contribution	\$(3,533,956)	\$1,320,551	\$(4,158,276 )	-	(6,371,681 )
Indirect expenses				\$(4,237,896)	(4,237,896 )
Net loss					\$(10,609,577)

	Three Months Ended March 31, 2014				Total Company
	Advanced Wound Care	Traditional Wound Care	Pharmaceutical Wound Care	Other	
Net sales	\$8,352,062	\$11,434,972	\$-	\$-	\$19,787,034
Gross profit	3,926,975	2,985,350	-	-	6,912,325
Direct expense	(7,645,934)	(1,308,169 )	(4,179,167)	-	(13,133,270)
Segment contribution	\$(3,718,959)	\$1,677,181	\$(4,179,167)	-	(6,220,945 )
Indirect expenses				\$(4,049,070)	(4,049,070 )
Net loss					\$(10,270,015)

The following table presents net sales by geographic region:

Three  
Months  
Ended

March 31,  
2015 2014

United States	84%	74%
Canada	10%	16%
Other	6%	10%

For the three months ended March 31, 2015 and 2014, the Company had a major Canadian customer comprising 10% and 16%, respectively, of consolidated net sales. Due to outstanding rebate obligations, the Company was in a net liability position to this customer at March 31, 2015.

### 8. Income Taxes

The following table summarizes the income tax expense (benefit) and effective tax rate for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	<u>2014</u>
Current tax expense (benefit)	\$4,745	\$(7,145 )
Deferred tax expense (benefit)	3,306	(4,418 )
Income tax expense (benefit)	\$8,051	\$(11,563)
Effective tax rate	(0.1 %)	0.1 %

For the three months ended March 31, 2015, the Company recognized an \$8,051 income tax expense consisting of a U.S. and foreign income tax expense of \$6,999 and \$1,052, respectively. The U.S. income tax expense consists of a deferred tax expense due to differences in financial reporting and tax treatment of goodwill net of amortization for financial reporting but not tax purposes of acquired MedEfficiency identified intangible assets.

## **9. Comvita and BioDLogics License Agreements**

### **Comvita Licensing Agreement**

In February 2010, the Company entered into a new agreement with Comvita under which the Company received perpetual and exclusive worldwide licensing rights for Manuka Honey based MEDIHONEY wound and skin care products for all markets outside of the consumer market (the “Comvita Agreement”). The Comvita Agreement also provides that Comvita will serve as the Company’s supplier for Manuka Honey and will not provide Manuka Honey to any other entities for use in the professional medical-surgical marketplace. The Comvita Agreement calls for graduated royalty payments based on sales and milestone payments. The license rights may be terminated or rendered non-exclusive by Comvita if the Company fails to meet certain minimum royalty requirements.

Comvita is a stockholder of the Company and its Chief Executive Officer serves on the Company’s Board of Directors. The Company purchased \$946,770 and \$818,160 of medical grade honey from Comvita in the three months ended March 31, 2015 and 2014, respectively. In addition, the Company incurred MEDIHONEY royalties of \$349,061 and \$285,442 in the three months ended March 31, 2015 and 2014, respectively. Amounts due to Comvita for raw material purchases and royalties totaled \$1,110,262 and \$625,947 at March 31, 2015 and December 31, 2014, respectively.

### **BioDLogics, LLC License Agreement**

On January 14, 2014, the Company entered into a license, market development and commercialization agreement (the “Agreement”) with BioDLogics, LLC (“BioD”) relating to BioD’s human placental based products (the “Licensed Products”) and intellectual property related thereto.

Under the Agreement, BioD granted to the Company an exclusive, perpetual, royalty-bearing license to use, offer for sale and sell, the Licensed Products in North America (the “Territory”), including the rights to sublicense solely as provided in the Agreement, for a broad range of dermal applications (the “Field”). During the term of the Agreement, the Company will be responsible for the sale and marketing of the Licensed Products in the Field throughout the Territory. As part of its commercialization efforts, the Company is required to fund clinical studies up to \$2,000,000 in support of the Field pursuant to the Agreement. Through March 31, 2015, the Company has funded \$792,430 as

part of these commercialization efforts.

The Company paid BioD an initial license fee of \$1,250,000 and granted BioD a warrant to purchase 100,000 shares of the Company's common stock. One quarter (25%) of the warrant was exercisable immediately at a price of \$11.81 per share, while the remaining 75% of the warrant becomes exercisable, if at all, upon the achievement of certain milestones. The warrant expires in January 2019 (note 5). The warrant has been valued at \$129,750 using the Black-Scholes option pricing model. Total consideration paid to BioD of \$1,379,750 was recorded as an intangible asset during the three months ended March 31, 2014 and is being amortized to cost of sales over an estimated useful life of seven years. In addition to the initial license fee and warrant, royalties are payable to BioD based upon a sliding scale of the Company's net sales of Licensed Products within the Territory and declining as net sales increase. Royalty rates range from the low double digits and decline to the mid-single digits. The Agreement also requires the Company to make milestone payments to BioD of up to \$19,750,000 based upon the achievement of certain development events and annual net sales levels.

The Agreement may be terminated as follows: (i) upon mutual agreement of the parties; (ii) by BioD if the Company challenges certain BioD patents or trade secrets; (iii) by BioD if the Company fails to meet the annual minimum net sales requirement under the Agreement, unless the Company pays the difference between the amount of royalties that would have been due had the minimum annual net sales for such year been achieved and royalty payments made by the Company with respect to net sales during such year plus any milestone payments payable; or (iv) by either party in the event of a material breach or certain events of bankruptcy. The minimum annual net sales requirement commenced in 2015, and is \$2,000,000 for the contract year of April 1, 2015 through March 31, 2016.

## **10. Contingencies**

On occasion, the Company is involved in claims and other legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

*This Quarterly Report on Form 10-Q (this “Report”) includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about the confidence, strategies, plans, expectations, intentions, objectives, technologies, opportunities, market demand or acceptance of new or existing products of Derma Sciences, Inc., a Delaware corporation, and its subsidiaries (“we” or “us” or the “Company”), and other statements contained in this Report that are not historical facts. Forward-looking statements in this Report or hereafter included in other publicly available documents filed with the Securities and Exchange Commission (the “Commission”) reports to our stockholders and other publicly available statements issued or released by us involve known and unknown risks, uncertainties and other factors that could cause our actual results, performance (financial or operating) or achievements to differ from the future results, performance (financial or operating) or achievements expressed or implied by such forward-looking statements. Such future results are based upon management’s best estimates, current conditions and the most recent results of operations. When used in this Report, the words “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate” and similar expressions are generally intended to identify forward-looking statements, because these forward-looking statements involve risks and uncertainties. There are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including our plans, objectives, expectations and intentions, changes in political, economic, business, competitive, market and regulatory factors and other factors that are discussed under the section in this Report entitled “Risk Factors,” as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on March 11, 2015 (the “2014 Form 10-K”) and other filings with the Commission. Neither we nor any other person assume responsibility for the accuracy or completeness of these forward-looking statements. We are under no duty to update any of the forward-looking statements after the date of this Report to conform these statements to actual results.*



**Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014**Overview*Operating Results of Three Months Ended March 31, 2015 and 2014*

The following table highlights the operating results of the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,		Variance	
	2015	2014		
Gross sales	\$21,897,074	\$22,229,565	\$(332,491)	(1.5%)
Sales adjustments	(2,398,422 )	(2,442,531 )	44,109	(1.8%)
Net sales	19,498,652	19,787,034	(288,382)	(1.5%)
Cost of sales	11,963,526	12,874,709	(911,183)	(7.1%)
Gross profit	7,535,126	6,912,325	622,801	9.0 %
Selling, general and administrative expense	13,296,635	13,049,555	247,080	1.9 %
Research and development expense	4,472,229	4,183,599	288,630	6.9 %
Other expense (income), net	367,788	(39,251 )	407,039	*
Total expenses	18,136,652	17,193,903	942,749	5.5 %
Loss before income taxes	(10,601,526)	(10,281,578)	(319,948)	3.1 %
Income tax provision (benefit)	8,051	(11,563 )	19,614	*
Net loss	\$(10,609,577)	\$(10,270,015)	\$(339,562)	3.3 %

\* – *not meaningful*

*Sales Adjustments*

Gross to net sales adjustments comprise the following:

	Three Months Ended March 31,	
	2015	2014
Gross sales	\$21,897,074	\$22,229,565
Trade rebates	(1,583,576 )	(1,720,584 )
Distributor fees	(181,772 )	(287,987 )
Sales incentives	(302,406 )	(174,445 )
Returns and allowances	(160,334 )	(106,275 )
Cash discounts	(170,334 )	(153,240 )
Total adjustments	(2,398,422 )	(2,442,531 )
Net sales	\$19,498,652	\$19,787,034

Trade rebates decreased in 2015 versus 2014 principally due to lower sales in Canada partially offset by an increase in the rebate percentage related to a change in product mix towards higher rebated products as well as higher rebatable sales in the U.S. The decrease in distributor fees was commensurate with the decrease in Canadian sales upon which the fees were based. The increase in sales incentives reflected higher sales subject to incentives.

*Rebate Reserve Roll-Forward*

A roll-forward of the trade rebate reserves for the three months ended March 31, 2015 and 2014 were as follows:

	Three Months Ended March 31,	
	2015	2014
Beginning balance – January 1	\$1,880,525	\$1,746,993
Rebates paid	(1,842,163)	(1,650,756)
Rebates accrued	1,583,576	1,720,584
Ending balance – March 31	\$1,621,938	\$1,816,821

The \$258,587 decrease in the trade rebate reserve balance at March 31, 2015 from January 1, 2015 principally reflected a decrease in sales subject to rebate in Canada and the timing of rebate payments, partially offset by an increase in the rebate percentage related to a change in product mix towards higher rebated products as well as higher

rebatable sales in the U.S. There was no other significant change in the nature of our business during the three months ended March 31, 2015 as it relates to the accrual and subsequent payment of rebates.

### *Net Sales and Gross Margin*

The following table highlights the net sales and gross margin for the three months ended March 31, 2015 versus 2014:

	Three Months Ended March		Variance	
	2015	2014		
Net Sales	\$19,498,652	\$19,787,034	\$(288,382)	(1.5%)
Cost of Sales	11,963,526	12,874,709	(911,183)	(7.1%)
Gross Profit	\$7,535,126	\$6,912,325	\$622,801	9.0%
Gross Profit %	38.6%	34.9%		

Net sales decreased \$288,382, or 1.5% (increase of 0.7% adjusted for exchange) in 2015 versus 2014. Advanced wound care sales increased \$1,418,962, or 17.0%, to \$9,771,024 in 2015 from \$8,352,062 in 2014. Traditional wound care sales decreased \$1,707,344, or 14.9%, to \$9,727,628 in 2015 from \$11,434,972 in 2014.

Net sales in the U.S. increased \$630,379, or 4.0%, to \$16,320,238 in 2015 from \$15,689,859 in 2014. The increase was driven by higher advanced wound care sales of \$1,317,820, or 18.2%, partially offset by lower traditional wound care sales of \$687,441, or 8.1%. The U.S. advanced wound care sales increase was led by our Total Contact Casting ("TCC"), Medihoney and Amnio products. The traditional wound care sales decrease was driven principally by lower private label sales. The 2015 private label sales were unfavorably impacted by the loss of two distributor relationships due to industry consolidation. Net sales in Canada decreased \$1,059,128, or 34.2% (23.2% adjusted for exchange), to \$2,040,978 in 2015 from \$3,100,106 in 2014. This decrease was driven by a decrease in sales to our exclusive distributor of \$718,172 along with an unfavorable foreign exchange impact of \$340,956. The lower sales to our exclusive distributor were unfavorably impacted by the distributor's inventory rebalancing efforts in the three months ended March 31, 2015. Net sales to the rest of the world ("International") increased \$140,367, or 14.1% (22.5% adjusted for exchange), to \$1,137,436 in 2015 from \$997,069 in 2014. The increase was primarily driven by higher demand partially offset by an unfavorable foreign exchange impact of \$83,946.

Gross profit increased \$622,801, or 9.0%, in 2015 versus 2014. Advanced wound care gross profit increased \$974,149, or 24.8%, to \$4,901,124 in 2015 from \$3,926,975 in 2014. Traditional wound care gross profit decreased \$351,348, or 11.8%, to \$2,634,002 in 2015 from \$2,985,350 in 2014. The overall gross profit margin percentage increased to 38.6% in 2015 from 34.9% in 2014. The increase in gross margin percentage and gross profit dollars principally reflected lower manufacturing costs and a favorable mix of higher margined advanced wound care products partially offset by unfavorable foreign exchange impacts.

#### *Selling, General and Administrative Expenses*

The following table highlights selling, general and administrative expenses by type for the three months ended March 31, 2015 versus 2014:

	Three Months Ended		Variance	
	March 31, 2015	2014		
Distribution	\$669,024	\$633,429	\$35,595	5.6 %
Marketing	2,320,447	1,975,210	345,237	17.5 %
Sales	6,251,356	6,147,283	104,073	1.7 %
General and administrative	4,055,808	4,293,633	(237,825)	(5.5 %)
Total	\$13,296,635	\$13,049,555	\$247,080	1.9 %

Selling, general and administrative expenses increased \$247,080, or 1.9%, in 2015 versus 2014.

Distribution expense increased \$35,595, or 5.6%, (7.8% adjusted for exchange), in 2015 versus 2014. The increase reflected higher growth related operating costs.

Marketing expense increased \$345,237, or 17.5%, (17.8% adjusted for exchange), in 2015 versus 2014. The increase was attributable to higher compensation expense associated with the addition of three marketing, two clinical and one product development positions added in the first quarter of 2014, coupled with higher associated travel expenses, as well as consulting and product development costs principally in support of our advanced wound care growth initiatives, partially offset by lower recruiting costs.

Sales expense increased \$104,073, or 1.7%, (2.7% adjusted for exchange), in 2015 versus 2014. The increase was principally attributable to incremental costs consisting of compensation and benefits, travel, promotions and samples to support the expansion of the advanced wound care sales force in the U.S and higher administrative fees associated

with the expansion of our group purchasing program enrollment, partially offset by lower commissions, equity based compensation, recruiting, and meeting costs.

General and administrative expenses decreased \$237,825, or 5.5 % (3.5% adjusted for exchange), in 2015 versus 2014. The decrease was primarily related to lower litigation fees, investor relations expenses, and board of directors' retirement costs, partially offset by higher professional fees.

*Research and Development Expense*

Research and development expense increased \$288,630 to \$4,472,229 in 2015 from \$4,183,599 in 2014. The increase principally reflected the ongoing DSC127 Phase 3 related expenses, together with incremental pre-clinical DSC127 scar prevention and Amnio post marketing clinical studies.

*Other Expense (Income), net*

Other expense (income), net increased \$407,039 to an expense of \$367,788 in 2015 from income of \$39,251 in 2014 due principally to higher foreign exchange expense.

*Income Tax Provision (Benefit)*

Income tax provision (benefit) increased \$19,614 to a provision of \$8,051 in 2015 from a benefit of \$11,563 in 2014 due principally to higher taxable income from our Canadian operation.

*Net Loss*

We generated a net loss of \$10,609,577, or \$0.42 per share (basic and diluted) in 2015, compared to a net loss of \$10,270,015, or \$0.46 per share (basic and diluted), in 2014.

Liquidity and Capital Resources

*Cash Flow and Working Capital*

At March 31, 2015 and December 31, 2014, we had cash and cash equivalents of \$16,497,725 and \$19,396,845, respectively. The \$2,899,120 decrease in cash and cash equivalents reflected net cash used in operating activities of

\$10,727,436, partially offset by cash provided by investing activities of \$5,562,865, cash provided by financing activities of \$1,818,221, and the exchange rate effect on cash and cash equivalents which increased cash and cash equivalents by \$447,230.

Net cash used in operating activities of \$10,727,436 resulted from \$8,070,516 cash used in operations (net loss plus non-cash items) together with \$2,656,920 cash used in the change in operating assets and liabilities. Lower advanced and traditional wound care segment contribution and ongoing research and development expense were the main contributors of the cash used in operations. Higher inventory and lower accrued expenses, partially offset by higher accounts payable, lower accounts receivable and lower prepaid expenses were the main drivers behind the net cash used in the change in operating assets and liabilities.

Net cash provided by investing activities of \$5,562,865 included cash provided by the net sale of investments of \$5,996,000, partially offset by capital expenditures of \$433,135. The majority of the capital expenditures are being made to upgrade and expand our manufacturing capabilities and purchase computer equipment in connection with the upgrade of the U.S. and Canadian computer systems.

Net cash provided by financing activities of \$1,818,221 included net proceeds of \$1,885,630 from the exercise of warrants and stock options partially offset by the payment of payroll withholding taxes related to stock-based compensation of \$67,409 in connection with net share settlements.

Working capital decreased \$6,661,927 at March 31, 2015 to \$82,670,576 from \$89,332,503 at December 31, 2014. This decrease principally reflected the net cash outflows from research and development and operating activities. Management believes that it has sufficient working capital on-hand to support our existing operations for at least the next twelve months.

#### *Prospective Assessment*

Our strategic objective is to build the Company by both continuing to progress DSC127, with an initial indication for the treatment of diabetic foot ulcers, as well as in-licensing, acquiring, developing and launching novel higher margin advanced wound care products while utilizing our cash on-hand and cash flow provided by our traditional wound care business (to the extent possible) to fund this objective. In addition, we will continue to evaluate external opportunities to leverage our core capabilities for growth, and additional development programs on new indications for DSC127. To the extent we determine that we cannot finance our growth initiatives internally, additional sources of funding may be available to us through the sale of equity, issuance of debt, the sale of licensing rights of DSC127, jointly developing products with third parties and/or selling a portion of our existing business.

The launch of a number of advanced wound product line extensions in recent years, the growth of the TCC line of products and the licensing of the Amnio human placental products in January 2014 bodes well for the future of our higher-margined advanced wound care products both domestically and abroad.

Our strategy for growth is:

Assuming the existing resources in place are generating the expected return, we will continue to expand our worldwide investment in sales and marketing resources in support of our higher-margined advanced wound care products. Additional sales and marketing resources will continue to be prudently added as needed to support the continued growth of this segment of our business. We have an established presence in Europe, the Middle East, and Africa (“EMEA”) through a direct sales organization in the U.K. and through distributors in a number of other countries. We are in the process of building our presence in Asia, the Pacific, and Latin America (“APLA”) employing the distribution model. We plan to expand our sales and marketing in this and other areas of the world employing a direct sales force or distributor model as the basis for conducting business, as circumstances dictate.

While the potential commercial launch of DSC127 is estimated to be approximately three years away (pending the acceptance of a New Drug Application (“NDA”) by the U.S. FDA), we believe the market potential of this product for diabetic foot ulcers and other indications that we have the rights to are significant. In March 2015, the Company hired a Chief Medical Officer to oversee medical, clinical and non-clinical development as well as late stage regulatory affairs. Our toxicology and chemistry, manufacturing and control programs are proceeding as planned. All aspects of the clinical program are in place. Since the start-up of the clinical trials during the first quarter of 2013 we continue to make progress initiating and activating sites and enrolling patients. We are working closely with the clinical research organization managing the trials and others to ensure the trials are progressing. The cost of the preparation and execution of the Phase 3 program up to the point of NDA submission is presently estimated to be approximately \$62.5 to \$67.5 million. This includes the costs for the clinical, manufacturing and the toxicology (nonclinical) programs. Beyond the initial indication of the treatment of diabetic foot ulcers, we have initiated pre-clinical activities for scar prevention, and anticipate having initial data in 2015 to help determine whether or not to progress towards an Investigational New Drug application.

We will continue to nurture our traditional wound care business in an effort to sustain it and grow it where possible, utilizing the appropriate amount of human and financial resources to achieve our objectives. While this area of our business presently represents a significant (albeit diminishing) percentage of our sales and realizes lower gross profit margins, it generates positive cash flow as it does not require extensive sales and marketing resources to sustain it. Maintenance and growth of this business is important to us as we utilize this cash flow to help support our advanced wound care and pharmaceutical wound care growth initiatives.

With the cash on hand, cash equivalents and short-term investments as of March 31, 2015, we anticipate having sufficient liquidity to meet our existing operating and product development needs for at least the next twelve months. Further, if needed, we believe the continued success of our advanced wound care business and the development of DSC127 will serve to improve our ability to raise equity or generate capital from the sale of licensing rights going forward to fund prospective growth initiatives.



Our common stock is traded on the NASDAQ Capital Market under the symbol "DSCI." We have paid no cash dividends in respect of our common stock and do not intend to pay cash dividends in the near future.

Additional Financial Information

*Off-Balance Sheet Arrangements*

As of March 31, 2015, except for operating leases entered into in the normal course of business, we had no off-balance sheet arrangements.

*Critical Accounting Policies*

There have been no changes in critical accounting policies from those disclosed in the 2014 Form 10-K.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

*Interest Rate Risk*

We have investments in certificates of deposit with maturities of up to one year. It is our intention to hold these investments to maturity and therefore we have no exposure to fluctuations in interest rates.

*Equity Investment Risk*

We presently have a long term investment in a foreign public company, with whom we have a business relationship, which is subject to foreign market and exchange risk. This investment is classified as an available-for-sale investment carried at fair value, with the resulting unrealized gains and/or losses included in accumulated other comprehensive income in our Consolidated Balance Sheet. We presently do not foresee the need or the desire to liquidate this investment.

*Foreign Currency Exchange Risk*

During the three months ended March 31, 2015, we generated approximately 84 percent of our net sales inside the United States. We have wholly owned foreign subsidiaries in Canada and the United Kingdom. Our Canadian subsidiary has a wholly owned Chinese subsidiary. Each of these subsidiaries has their own functional currencies. Each may conduct business with each other, third parties and/or the Company in other than its functional currency, within the normal course of business. Where possible, we manage foreign currency exposures on a consolidated basis, which allows us to take advantage of any natural offsets; therefore, weakness in one currency might be offset by strengths in other currencies over time. Fluctuations in exchange rates affect the reporting of our financial position, results of operations, and cash flows. Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains and losses, which are reflected in the results of operations as unrealized (based on period-end exchange rates) or realized upon settlement of the transactions. We currently do not hedge our exposure to fluctuations in exchange rates.

Assets and liabilities of foreign subsidiaries for which the functional currency is the local currency are translated into U.S. Dollars at period-end exchange rates, and the results of operations are translated at the average exchange rate for the period. Exchange rate fluctuations on translating foreign currency financial statements into U.S. Dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are recorded in accumulated other comprehensive income as a separate component of stockholder's equity and the current period impact is recorded in other comprehensive loss. Cash flows from operations in foreign countries are translated at the average rate for the period.

#### *Commodity Price Risk*

A significant portion of our business is exposed to the price of cotton and directly and indirectly to the price of oil. Fluctuations in the price of these commodities affect our results of operations, financial position and cash flows. We monitor our commodity price risk on an ongoing basis. Steps have been, and will continue to be, taken to manage the impact of price changes on our business relative to the market. We currently do not hedge commodity price risk.

At present, we do not believe our operations are subject to significant market risks for interest rates, equity investment, foreign currency exchange, commodity prices or other relevant market price risks of a material nature.

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

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of March 31, 2015. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Exchange Act, within the time periods specified in the Commission's rules and forms, and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. However, a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

During the three months ended March 31, 2015, there was no change in the Company's internal controls over financial reporting that materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **PART II – OTHER INFORMATION**

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

None

### **Item 1A. Risk Factors.**

The following risk factors update the related risk factors set forth in the 2014 Form 10-K:

*We have a history of losses and can offer no assurance of future profitability.*

We incurred losses of \$10,609,577 in the three months ended March 31, 2015 (unaudited), \$39,771,555 for the year ended December 31, 2014, and additional losses in previous years. At March 31, 2015, we had an accumulated deficit of \$114,551,943 (unaudited). We expect to incur losses for the next several years as we continue to develop DSC127, and cannot offer any assurance that we will be able to generate sustained or significant future earnings.

*The potential increase in common shares due to the conversion, exercise or vesting of outstanding dilutive securities may have a depressive effect upon the market value of our shares.*

As of March 31, 2015, up to 5,145,870 shares of our common stock are potentially issuable upon the conversion, exercise or vesting of outstanding convertible preferred stock, warrants, options and restricted stock units (“dilutive securities”). The shares of common stock potentially issuable upon conversion, exercise or vesting of dilutive securities are substantial compared to the 25,710,990 shares of common stock outstanding as of March 31, 2015.

Earnings per share of common stock may be substantially diluted by the existence of these dilutive securities regardless of whether they are converted, exercised or issued. This dilution of earnings per share could have a depressive effect upon the market value of our common stock.

***The results of preclinical studies and completed clinical trials are not necessarily predictive of future results, and our current drug candidate may not have favorable results in later studies or trials.***

Preclinical studies and Phase 1 and Phase 2 clinical trials are not primarily designed to test the efficacy of a drug candidate, but rather to test safety, to study pharmacokinetics and pharmacodynamics, and to understand the drug candidate's side effects at various doses and schedules. Favorable results in early studies or trials may not be repeated in later studies or trials, including continuing preclinical studies and large-scale Phase 3 clinical trials, and our drug candidate in later-stage trials may fail to show desired safety and efficacy despite having progressed through earlier-stage trials. Unfavorable results from ongoing preclinical studies or clinical trials could result in delays, modifications or abandonment of ongoing or future clinical trials, or abandonment of a clinical program. Preclinical and clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals or commercialization. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be delayed, repeated or terminated, or a clinical program to be abandoned.

***We rely on third parties to conduct our clinical trials and many of our preclinical studies. If those parties do not successfully carry out their contractual duties or meet expected deadlines, our drug candidates may not advance in a timely manner or at all.***

In the course of our preclinical testing and clinical trials, we rely on third parties, including laboratories, investigators, clinical contract research organizations ("CROs"), and manufacturers, to perform critical services for us. For example, we rely on third parties to conduct our clinical trials and many of our preclinical studies. CROs are responsible for many aspects of the trials, including finding and enrolling subjects for testing and administering the trials. Although we rely on these third parties to conduct our clinical trials, we are responsible for ensuring that each of our clinical trials is conducted in accordance with its investigational plan and protocol. Moreover, the FDA and foreign regulatory authorities require us to comply with regulations and standards, commonly referred to as good clinical practices, ("GCPs"), for conducting, monitoring, recording, and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate, and that the trial subjects are adequately informed of the potential risks of participating in clinical trials. Our reliance on third parties does not relieve us of these responsibilities and requirements. These third parties may not be available when we need them or, if they are available, may not comply with all regulatory and contractual requirements or may not otherwise perform their services in a timely or acceptable manner, and we may need to enter into new arrangements with alternative third parties and our clinical trials may be extended, delayed or terminated. These independent third parties may also have relationships with other commercial entities, some of which may compete with us. In addition, if such third parties fail to perform their obligations in compliance with our GCPs, our clinical trials may not meet regulatory requirements or may need to be repeated. As a result of our dependence on third parties, we may face delays or failures outside of our direct control. These risks also apply to the development activities of collaborators, and we do not control their research and development, clinical trial or regulatory activities.

*Our stock price has been volatile and this volatility is likely to continue.*

Historically, the market price of our common stock has been volatile. The high and low stock prices for the years 2010 through 2014 and the first three months of 2015 are set forth in the table below:

*Derma Sciences, Inc.*

*Trading Range – Common Stock*

Year	Low	High
2010	\$4.40	\$9.00
2011	\$4.50	\$12.72
2012	\$6.94	\$11.89
2013	\$9.93	\$15.45
2014	\$7.88	\$15.51
2015*	\$7.27	\$9.89

(\* ) January 1 through March 31.

Events that may affect our common stock price include:

- Results from further development of DSC127;
- Quarter to quarter variations in our operating results;
- Changes in earnings estimates by securities analysts;
- Changes in interest rates, exchange rates or other general economic conditions;
- Changes in market conditions in the wound care industry;
- Fluctuations in stock market prices and trading volumes of similar companies;
  - Discussion of us or our stock price by the financial and scientific press and in online investor communities;
- Additions or departures of key personnel;
- Changes in third party reimbursement policies;
- The introduction of new products either by us or by our competitors; and
- The loss of a major customer.

Although all publicly traded securities are subject to price and volume fluctuations, it is likely that our common stock will experience these fluctuations to a greater degree than the securities of more established and better capitalized organizations.

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

None

**Item 3. Defaults upon Senior Securities.**

None

23



**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

Exhibit

Description

31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Principal Financial Officer pursuant to 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 Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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

DERMA SCIENCES, INC.

Dated: May 8, 2015 By: /s/ John E. Yetter  
John E. Yetter, CPA  
Chief Financial Officer