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 June 30, 2022

OR

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

For the transition period from __________ to __________

Commission File Number: 001-36083

Applied Optoelectronics, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**76-0533927**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

13139 Jess Pirtle Blvd.
Sugar Land, TX 77478
(Address of principal executive offices)

(281) 295-1800
(Registrant's telephone number)

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

Title of each class	Trading Symbol(s)	Trading Name of each exchange on which registered
Common Stock, Par value $0.001	AAOI	NASDAQ Global Market

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

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

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

As of August 1, 2022 there were 27,882,758 shares of the registrant's Common Stock outstanding.

Applied Optoelectronics, Inc.
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Part I. Financial Information

Item 1. Condensed Consolidated Financial Statements

Applied Optoelectronics, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands)

	June 30, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash and cash equivalents	$ 33,667	$ 34,656
Restricted cash	6,983	6,480
Accounts receivable - trade, net of allowance of $26 and $30, respectively	49,139	47,944
Notes receivable	212	8,148
Inventories, net	98,181	92,516
Prepaid income tax	-	1
Prepaid expenses and other current assets	6,235	4,334
Total current assets	194,417	194,079
Property, plant and equipment, net	224,349	243,035
Land use rights, net	5,500	5,856
Operating right of use asset	6,165	7,078
Financing right of use asset	41	57
Intangible assets, net	3,763	3,836
Other assets, net	520	518
TOTAL ASSETS	$ 434,755	$ 454,459
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current portion of notes payable and long-term debt	$ 53,565	$ 49,689
Accounts payable	52,496	34,402
Bank acceptance payable	10,273	8,198
Current lease liability - operating	1,023	1,062
Current lease liability - financing	19	19
Accrued liabilities	12,440	15,587
Total current liabilities	129,816	108,957
Notes payable and long-term debt, less current portion	-	5,000
Convertible senior notes	79,090	78,680
Non-current lease liability - operating	6,202	7,189
Non-current lease liability - financing	53	63
TOTAL LIABILITIES	215,161	199,889
Stockholders' equity:		
Common Stock; 45,000 shares authorized at $0.001 par value; 27,658 and 27,323 shares issued and outstanding at June 30, 2022 and December 31, 2021, respectively	28	27
Additional paid-in capital	385,531	381,143
Accumulated other comprehensive income	7,226	16,071
Accumulated deficit	(173,191)	(142,671)
TOTAL STOCKHOLDERS' EQUITY	219,594	254,570
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 434,755	$ 454,459

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

Applied Optoelectronics, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except share and per share data)

	Three months ended June 30,		Six months ended June 30,	
	2022	**2021**	**2022**	**2021**
Revenue, net	$ 52,299	$ 54,189	$ 104,540	$ 103,890
Cost of goods sold	43,671	43,411	86,888	82,393
Gross profit	8,628	10,778	17,652	21,497
Operating expenses				
Research and development	8,328	10,914	17,814	21,842
Sales and marketing	2,164	2,832	4,722	5,792
General and administrative	11,035	10,681	22,254	21,550
Total operating expenses	21,527	24,427	44,790	49,184
Loss from operations	(12,899)	(13,649)	(27,138)	(27,687)
Other income (expense)				
Interest income	31	16	59	32
Interest expense	(1,408)	(1,367)	(2,810)	(2,798)
Other income (expense), net	(180)	6,797	(629)	6,628
Total other income (expense), net	(1,557)	5,446	(3,380)	3,862
Loss before income taxes	(14,456)	(8,203)	(30,518)	(23,825)
Net loss	$ (14,456)	$ (8,203)	$ (30,518)	$ (23,825)
Net loss per share				
Basic	$ (0.52)	$ (0.31)	$ (1.11)	$ (0.89)
Diluted	$ (0.52)	$ (0.31)	$ (1.11)	$ (0.89)
Weighted average shares used to compute net loss per share:				
Basic	27,612,315	26,850,032	27,537,048	26,636,755
Diluted	27,612,315	26,850,032	27,537,048	26,636,755

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

Applied Optoelectronics, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited, in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2022	**2021**	**2022**	**2021**
Net loss	$ (14,456)	$ (8,203)	$ (30,518)	$ (23,825)
Gain (Loss) on foreign currency translation adjustment	(7,583)	3,630	(8,845)	2,596
Comprehensive loss	$ (22,039)	$ (4,573)	$ (39,363)	$ (21,229)

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

Applied Optoelectronics, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Three and Six Months ended June 30, 2022 and 2021
(Unaudited, in thousands)

	Preferred Stock		Common Stock					
	Number of shares	Amount	Number of shares	Amount	Additional paid-in capital	Accumulated other comprehensive gain (loss)	Accumulated deficit	Stockholders' equity
March 31, 2022	—	$ —	27,530	$ 28	$ 383,474	$ 14,809	$ (158,735)	$ 239,576
Issuance of restricted stock, net of shares withheld for employee tax	—	—	128	—	(87)	—	—	(87)
Share-based compensation	—	—	—	—	2,144	—	—	2,144
Foreign currency translation adjustment	—	—	—	—	—	(7,583)	—	(7,583)
Net loss	—	—	—	—	—	—	(14,456)	(14,456)
June 30, 2022	—	$ —	27,658	$ 28	$ 385,531	$ 7,226	$ (173,191)	$ 219,594

	Preferred Stock		Common Stock					
	Number of shares	Amount	Number of shares	Amount	Additional paid-in capital	Accumulated other comprehensive gain (loss)	Accumulated deficit	Stockholders' equity
March 31, 2021	—	$ —	26,787	$ 27	$ 371,920	$ 10,656	$ (104,131)	$ 278,472
Public offering of common stock, net	—	—	35	—	262	—	—	262
Issuance of restricted stock, net of shares withheld for employee tax	—	—	97	—	(144)	—	—	(144)
Share-based compensation	—	—	—	—	3,274	—	—	3,274
Foreign currency translation adjustment	—	—	—	—	—	3,630	—	3,630
Net loss	—	—	—	—	—	—	(8,203)	(8,203)
June 30, 2021	—	$ —	26,919	$ 27	$ 375,312	$ 14,286	$ (112,334)	$ 277,291

	Preferred Stock		Common Stock					
	Number of shares	Amount	Number of shares	Amount	Additional paid-in capital	Accumulated other comprehensive gain (loss)	Accumulated deficit	Stockholders' equity
January 1, 2022	—	$ —	27,323	$ 27	$ 381,143	$ 16,071	$ (142,671)	$ 254,570
Stock options exercised, net of shares withheld for employee tax	—	—	—	—	—	—	—	—
Issuance of restricted stock, net of shares withheld for employee tax	—	—	335	1	(228)	—	—	(227)
Share-based compensation	—	—	—	—	4,616	—	—	4,616
Foreign currency translation adjustment	—	—	—	—	—	(8,845)	(2)	(8,847)
Net loss	—	—	—	—	—	—	(30,518)	(30,518)
June 30, 2022	—	$ —	27,658	$ 28	$ 385,531	$ 7,226	$ (173,191)	$ 219,594

	Preferred Stock		Common Stock					
	Number of shares	Amount	Number of shares	Amount	Additional paid-in capital	Accumulated other comprehensive gain (loss)	Retained earnings	Stockholders' equity
January 1, 2021	—	$ —	25,110	$ 25	$ 354,685	$ 11,690	$ (88,509)	$ 277,891
Public offering of common stock, net	—	—	1,546	2	15,228	—	—	15,230
Stock options exercised, net of shares withheld for employee tax	—	—	2	—	8	—	—	8
Issuance of restricted stock, net of shares withheld for employee tax	—	—	261	—	(402)	—	—	(402)
Share-based compensation	—	—	—	—	5,793	—	—	5,793
Foreign currency translation adjustment	—	—	—	—	—	2,596	—	2,596
Net loss	—	—	—	—	—	—	(23,825)	(23,825)
June 30, 2021	—	$ —	26,919	$ 27	$ 375,312	$ 14,286	$ (112,334)	$ 277,291

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

Applied Optoelectronics, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six months ended June 30, 2022	Six months ended June 30, 2021
Operating activities:		
Net loss	$ (30,518)	$ (23,825)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for losses on accounts receivable	(4)	-
Lower of cost or market reserve adjustment to inventory	2,403	2,211
Depreciation and amortization	11,995	12,870
Amortization of debt issuance costs	425	434
Loss on disposal of assets	(35)	5
Share-based compensation	4,616	5,793
Interest for extinguishment of debt	-	(70)
Extinguishment of debt	-	(6,229)
Unrealized foreign exchange gain	1,366	692
Changes in operating assets and liabilities:		
Accounts receivable, trade	5,938	(5,362)
Notes receivable	7,911	(3,390)
Prepaid income tax	1	-
Inventories	(11,530)	8,934
Other current assets	(2,118)	72
Operating right of use asset	476	381
Accounts payable	10,966	(3,889)
Accrued liabilities	(2,730)	(3,082)
Lease liability	(512)	(427)
Net cash used in operating activities	(1,350)	(14,882)
Investing activities:		
Purchase of property, plant and equipment	(1,669)	(3,582)
Proceeds from disposal of equipment	118	110
Deposits for equipment	(214)	(272)
Purchase of intangible assets	(245)	(188)
Net cash used in investing activities	(2,010)	(3,932)
Financing activities:		
Principal payments of long-term debt and notes payable	(7,336)	(2,227)
Proceeds from line of credit borrowings	76,903	66,742
Repayments of line of credit borrowings	(69,988)	(50,119)
Proceeds from bank acceptance payable	19,951	10,722
Repayments of bank acceptance payable	(17,292)	(20,206)
Principal payments of financing lease	(9)	(9)
Exercise of stock options	-	8
Payments of tax withholding on behalf of employees related to share-based compensation	(227)	(402)
Proceeds from common stock offering, net	-	15,336
Net cash provided by financing activities	2,002	19,845
Effect of exchange rate changes on cash	872	(646)
Net decrease in cash, cash equivalents and restricted cash	(486)	385
Cash, cash equivalents and restricted cash at beginning of period	41,136	50,114
Cash, cash equivalents and restricted cash at end of period	$ 40,650	$ 50,499
Supplemental disclosure of cash flow information:		
Cash paid for:		
Interest, net of amounts capitalized	$ 2,616	$ 2,394
Income taxes	-	1
Non-cash investing and financing activities:		
Extinguishment of Debt and interest	-	(6,299)
Net change in accounts payable related to property and equipment additions	(291)	(2,341)
Net change in deposits and prepaid for equipment related to property and equipment additions	41	35

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

Applied Optoelectronics, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Description of Business

Business Overview

Applied Optoelectronics, Inc. (“AOI” or the “Company”) is a Delaware corporation. The Company is a leading, vertically integrated provider of fiber-optic networking products, primarily for four networking end-markets: cable television ("CATV"), internet data center, telecommunications ("telecom") and fiber-to-the-home ("FTTH"). The Company designs and manufactures a wide range of optical communications products at varying levels of integration, from components, subassemblies and modules to complete turn-key equipment.

The Company has manufacturing and research and development facilities located in the U.S., Taiwan and China. In the U.S., at its corporate headquarters and manufacturing facilities in Sugar Land, Texas, the Company primarily manufactures lasers and laser components and performs research and development activities for laser component and optical module products. In addition, the Company also has a research and development facility in Duluth, Georgia. The Company operates in Taipei, Taiwan and Ningbo, China through its wholly-owned subsidiary Prime World International Holdings, Ltd. (“Prime World”, incorporated in the British Virgin Islands). Prime World operates a branch in Taipei, Taiwan, which primarily manufactures transceivers and performs research and development activities for the transceiver products. Prime World is also the parent of Global Technology, Inc. (“Global”, incorporated in the People’s Republic of China). Through Global, the Company primarily manufactures certain of its data center transceiver products, including subassemblies, as well as CATV systems and equipment, and performs research and development activities for the CATV products.

Interim Financial Statements

The unaudited condensed consolidated financial statements of the Company as of June 30, 2022 and December 31, 2021 and for the three and six months ended June 30, 2022 and June 30, 2021, have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim information and with the instructions on Form 10-Q and Rule 10-01 of Regulation S-X pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In accordance with those rules and regulations, the Company has omitted certain information and notes required by GAAP for annual consolidated financial statements. In the opinion of management, the condensed consolidated financial statements contain all adjustments, except as otherwise noted, necessary for the fair presentation of the Company’s financial position and results of operations for the periods presented. The year-end condensed balance sheet data was derived from audited financial statements. These condensed consolidated financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company’s Annual Report on Form 10-K (“Annual Report”) for the fiscal year ended December 31, 2021. The results of operations for the three and six months ended June 30, 2022 are not necessarily indicative of the results expected for the entire fiscal year. All significant inter-company accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates in the consolidated financial statements and accompanying notes. Significant estimates and assumptions that impact these financial statements and the accompanying notes relate to, among other things, allowance for credit losses, inventory reserve, product warranty costs, share-based compensation expense, estimated useful lives of property and equipment, and taxes.

Note 2. Significant Accounting Policies

There have been no changes in the Company’s significant accounting policies for the three and six months ended June 30, 2022, as compared to the significant accounting policies described in its 2021 Annual Report, except as described below.

Recent Accounting Pronouncements

Recent Accounting Pronouncements Yet to be Adopted

To date, there have been no recent accounting pronouncement not yet effective that have significance, or potential significance, to our Consolidated Financial Statements.

Note 3. Revenue Recognition

Disaggregation of Revenue

Revenue is classified based on the location where the product is manufactured. For additional information on the disaggregated revenues by geographical region, see Note 17, "Geographic Information."

Revenue is also classified by major product category and is presented below (in thousands):

	Three months ended June 30,			
	2022	% of Revenue	2021	% of Revenue
CATV	$ 23,713	45.4%	$ 27,599	51.0%
Data Center	21,497	41.1%	22,392	41.3%
Telecom	6,276	12.0%	3,333	6.2%
FTTH	27	0%	298	0.5%
Other	786	1.5%	567	1.0%
Total Revenue	$ 52,299	100.0%	$ 54,189	100.0%

	Six months ended June 30,			
	2022	% of Revenue	2021	% of Revenue
CATV	$ 48,694	46.7%	$ 46,238	44.5%
Data Center	42,911	41.0%	48,331	46.5%
Telecom	11,541	11.0%	7,811	7.5%
FTTH	124	0.1%	722	0.7%
Other	1,270	1.2%	788	0.8%
Total Revenue	$ 104,540	100.0%	$ 103,890	100.0%

Note 4. Leases

The Company leases space under non-cancellable operating leases for manufacturing facilities, research and development offices and certain storage facilities and apartments. These leases do not contain contingent rent provisions. The Company also leases certain machinery, office equipment and a vehicle. Many of its leases include both lease (e.g. fixed payments including rent, taxes, and insurance costs) and non-lease components (e.g. common-area or other maintenance costs) which are accounted for as a single lease component as the Company has elected the practical expedient to group lease and non-lease components for all leases. Several of the leases include one or more options to renew which have been assessed and either included or excluded from the calculation of the lease liability of the right of use ("ROU") asset based on management's intentions and individual fact patterns. Several warehouses and apartments have non-cancellable lease terms of less than one-year and therefore, the Company has elected the practical expedient to exclude these short-term leases from its ROU asset and lease liabilities.

As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate, which is the rate incurred to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. Based on the applicable lease terms and current economic environment, the Company applies a location approach for determining the incremental borrowing rate.

The components of lease expense were as follows for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Operating lease expense	$ 293	$ 304	$ 598	$ 606
Financing lease expense	8	8	16	16
Short Term lease expense	17	5	21	14
Total lease expense	$ 318	$ 317	$ 635	$ 636

Maturities of lease liabilities are as follows for the future one-year periods ending June 30, 2022 (in thousands):

	Operating	Financing
2023	$ 1,241	$ 22
2024	1,204	54
2025	1,157	—
2026	1,168	—
2027	1,108	—
2028 and thereafter	2,165	—
Total lease payments	$ 8,043	$ 76
Less imputed interest	(818)	(4)
Present value	$ 7,225	$ 72

The weighted average remaining lease term and discount rate for operating leases were as follows for the periods indicated:

	Six months ended June 30,	
	2022	2021
Weighted Average Remaining Lease Term (Years) - operating leases	6.67	7.84
Weighted Average Remaining Lease Term (Years) - financing leases	1.33	2.33
Weighted Average Discount Rate - operating leases	3.22%	3.23%
Weighted Average Discount Rate - financing leases	5.00%	5.00%

Supplemental cash flow information related to operating leases was as follows for the periods indicated (in thousands):

	Six months ended June 30,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	622	653
Operating cash flows from financing lease	2	3
Financing cash flows from financing lease	9	9
Right-of-use assets obtained in exchange for new operating lease liabilities	-	109

Note 5. Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the statement of financial position that sum to the total of the same such amounts in the statement of cash flows (in thousands):

	June 30, 2022	December 31, 2021
Cash and cash equivalents	$ 33,667	$ 34,656
Restricted cash	6,983	6,480
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 40,650	$ 41,136

Restricted cash includes guarantee deposits for customs duties, China government subsidy fund, and compensating balances required for certain credit facilities. As of June 30, 2022 and December 31, 2021, there was $4.8 million and $3.0 million of restricted cash required for bank acceptance notes issued to vendors, respectively. In addition, there was $0.3 million and $2.4 million certificate of deposit associated with credit facilities with a bank in China as of June 30, 2022 and December 31, 2021, respectively. There was $1.8 million and $1.0 million guarantee deposits for customs duties as of June 30, 2022 and December 31, 2021, respectively.

Note 6. Earnings (Loss) Per Share

Basic net loss per share has been computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share has been computed using the weighted-average number of shares of common stock and dilutive potential common shares from stock options, restricted stock units and senior convertible notes outstanding during the period. In periods with net losses, normally dilutive shares become anti-dilutive. Therefore, basic and diluted loss per share are the same.

The following table sets forth the computation of the basic and diluted net loss per share for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Numerator:				
Net loss	$ (14,456)	$ (8,203)	$ (30,518)	$ (23,825)
Denominator:				
Weighted average shares used to compute net loss per share				
Basic	27,612	26,850	27,537	26,637
Diluted	27,612	26,850	27,537	26,637
Net loss per share				
Basic	$ (0.52)	$ (0.31)	$ (1.11)	$ (0.89)
Diluted	$ (0.52)	$ (0.31)	$ (1.11)	$ (0.89)

The following potentially dilutive securities were excluded from the diluted net loss per share as their effect would have been antidilutive (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Employee stock options	—	4	—	8
Restricted stock units	—	9	—	14
Shares for convertible senior notes	4,587	4,587	4,587	4,587
Total antidilutive shares	4,587	4,600	4,587	4,609

Note 7. Inventories

Inventories, net of inventory write-downs, consist of the following for the periods indicated (in thousands):

	June 30, 2022	December 31, 2021
Raw materials	$ 36,596	$ 29,469
Work in process and sub-assemblies	50,446	41,528
Finished goods	11,139	21,519
Total inventories	$ 98,181	$ 92,516

The lower of cost or market adjustment expensed for inventory for the three months ended June 30, 2022 and 2021 was $0.4 million and $1.3 million, respectively. The lower of cost or market adjustment expensed for inventory for the six months ended June 30, 2022 and 2021 was $2.4 million and $2.2 million, respectively.

For the three months ended June 30, 2022 and 2021, the direct inventory write-offs related to scrap, discontinued products, and damaged inventories were $1.8 million and $4.8 million, respectively. For the six months ended June 30, 2022 and 2021, the direct inventory write-offs related to scrap, discontinued products, and damaged inventories were $2.7 million and $10.8 million, respectively.

Note 8. Property, Plant & Equipment

Property, plant and equipment consisted of the following for the periods indicated (in thousands):

	June 30, 2022	December 31, 2021
Land improvements	$ 806	$ 806
Building and improvements	87,118	89,698
Machinery and equipment	256,414	266,386
Furniture and fixtures	5,491	5,658
Computer equipment and software	12,144	12,727
Transportation equipment	703	726
	362,676	376,001
Less accumulated depreciation and amortization	(171,735)	(167,772)
	190,941	208,229
Construction in progress	32,307	33,705
Land	1,101	1,101
Total property, plant and equipment, net	$ 224,349	$ 243,035

For the three months ended June 30, 2022 and 2021, the depreciation expense of property, plant and equipment was $5.7 million and $6.3 million, respectively. For the six months ended June 30, 2022 and 2021, the depreciation expense of property, plant and equipment was $11.7 million and $12.6 million, respectively. For the three months ended June 30, 2022 and 2021, the capitalized interest was $0.1 million and $0.2 million, respectively. For the six months ended June 30, 2022 and 2021, the capitalized interest was $0.2 million and $0.3 million, respectively.

As of June 30, 2022*,* the Company concluded that its continued loss history constitutes a triggering event as described in ASC *360-10-35-21,Property, Plant, and Equipment*. The Company performed a recoverability test and concluded that future undiscounted cash flows exceed the carrying amount of the Company's long-lived assets and therefore no impairment charge was recorded.

Note 9. Intangible Assets, net

Intangible assets consisted of the following for the periods indicated (in thousands):

	June 30, 2022		
	Gross Amount	Accumulated amortization	Intangible assets, net
Patents	$ 8,781	$ (5,041)	$ 3,740
Trademarks	42	(19)	23
Total intangible assets	$ 8,823	$ (5,060)	$ 3,763

	December 31, 2021		
	Gross Amount	Accumulated amortization	Intangible assets, net
Patents	$ 8,597	$ (4,779)	$ 3,818
Trademarks	35	(17)	18
Total intangible assets	$ 8,632	$ (4,796)	$ 3,836

For the three months ended June 30, 2022 and 2021, amortization expense for intangible assets, included in general and administrative expenses on the income statement, was each $0.2 million. For the six months ended June 30, 2022 and 2021, the amortization expense for intangible assets, was each $0.3 million. The remaining weighted average amortization period for intangible assets is approximately 6 years.

At June 30, 2022, future amortization expense for intangible assets for future one year periods is estimated to be (in thousands):

2023	$	611
2024		611
2025		611
2026		611
2027		611
2028		611
thereafter		97
	$	3,763

Note 10. Fair Value of Financial Instruments

The following table represents a summary of the Company's financial instruments measured at fair value on a recurring basis for the periods indicated (in thousands):

	As of June 30, 2022				As of December 31, 2021			
	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)	Total
Assets:								
Cash and cash equivalents	$ 33,667	$ —	$ —	$ 33,667	$ 34,656	$ —	$ —	$ 34,656
Restricted cash	6,983	—	—	6,983	6,480	—	—	$ 6,480
Note receivable	—	212	—	212	—	8,148	—	8,148
Total assets	$ 40,650	$ 212	$ —	$ 40,862	$ 41,136	$ 8,148	$ —	$ 49,284
Liabilities:								
Bank acceptance payable	$ —	$ 10,273	$ —	$ 10,273	$ —	$ 8,198	$ —	8,198
Convertible senior notes	—	68,667	—	68,667	—	67,588	—	67,588
Total liabilities	$ —	$ 78,940	$ —	$ 78,940	$ —	$ 75,786	$ —	$ 75,786

The carrying value amounts of accounts receivable, prepaid expenses and other current assets, accounts payable, accrued expenses and other current liabilities approximate fair value because of the short-term maturity of these instruments. The carrying value amounts of bank acceptances approximate fair value due to the short-term nature of the debt since it renews frequently at current interest rates. The Company believes that the interest rates in effect at each period end represent the current market rates for similar borrowings.

The fair value of its convertible senior debt is measured for disclosure purpose. The fair value is based on observable market prices for this debt, which is traded in less active markets and are therefore classified as a Level 2 fair value measurement.

Note 11. Notes Payable and Long-Term Debt

Notes payable and long-term debt consisted of the following for the periods indicated (in thousands):

	June 30, 2022	December 31, 2021
Revolving line of credit with a U.S. bank up to $20,000 with interest at 2.56% , maturing April 15, 2023	$ 17,038	$ 14,373
Notes payable to a finance company due in monthly installments with 3.1% interest, matured January 21, 2022	-	170
Revolving line of credit with a China bank up to $25,449 with interest from 2.8% to 4.57%, maturing May 24, 2024	19,651	19,595
Credit facility with a China bank up to $29,800 with interest of 2.6%~4.8%, maturing June 6, 2027	16,885	13,044
Credit facility with a China bank up to $7,167 with interest of 5.7%, matured June 27, 2022	-	7529
Sub-total	53,574	54,711
Less debt issuance costs, net	(9)	(22)
Grand total	53,565	54,689
Less current portion	(53,565)	(49,689)
Non-current portion	$ -	$ 5,000

Bank Acceptance Notes Payable		
Bank acceptance notes issued to vendors with a zero percent interest rate	$ 10,273	$ 8,198

The current portion of long-term debt is the amount payable within one year of the balance sheet date of June 30, 2022.

Maturities of long-term debt are as follows for the future one-year periods ending June 30, (in thousands):

Within one year	$	53,565
Beyond one year		-
Total outstanding	$	53,565

On September 28, 2017, the Company entered into a Loan Agreement ("Loan Agreement"), a Promissory Note, an Addendum to the Promissory Note, a Truist Bank Security Agreement, a Trademark Security Agreement, and a Patent Security Agreement (together the "Credit Facility") with Truist Bank. The Company's obligations under the Credit Facility are secured by the Company's accounts receivable, inventory, intellectual property, and all business assets with the exception of real estate and equipment.

On December 29, 2021, the Company executed a Sixth Amendment to the Loan Agreement (the "Sixth Amendment") and a Fifth Amendment to Security Agreement, a Note Modification Agreement, and an Addendum to Promissory Note (together the "Sixth Amended Credit Facility") with Truist Bank. The Sixth Amended Credit Facility extends the $20 million line of credit, originally entered into on September 28, 2017, until April 15, 2023. Borrowings will bear interest at a rate equal to the Secured Overnight Financing Rate (SOFR) plus 1.56%, with a SOFR floor of 0.75%. As of June 30, 2022, the Company had $17 million of outstanding borrowings and was in compliance with all covenants under the Sixth Amended Credit Facility.

On September 15, 2020, Prime World entered into an Amendment to the Finance Lease Agreements dated November 29, 2018 and January 21, 2019 (the "Amendment") with Chailease Finance Co., Ltd. ("Chailease"). The Amendment amends the Finance Lease Agreements, dated November 29, 2018 and January 21, 2019 (hereafter collectively referred to as the "Original Finance Agreements"). Pursuant to the Amendment, Prime World agrees to pay Chailease NT$22,311,381, or approximately $0.8 million for certain leased equipment listed in the Amendment (the "Leased Equipment"). This payment includes all outstanding lease payments, costs and expenses; simultaneously, Chailease agrees to transfer title of such Leased Equipment back to Prime World. Regarding all other equipment contemplated in the Original Finance Agreements but not listed in the Amendment, pursuant to the terms and conditions made under the Original Finance Agreements, Prime World is obligated to pay Chailease monthly lease payments which total NT$159,027,448, or approximately $5.5 million (the "Lease Payments"). The Lease Payments began on September 21, 2020 with the last Lease Payment due on January 21, 2022, title of all other equipment contemplated under the Original Finance Agreements but not listed in the Amendment transferred to Prime World upon completion of the Lease Payments and expiration of the Original Finance Agreements. As of June 30, 2022, the Company has fully repaid the Original Finance Agreements and Amendment.

On May 24, 2019, the Company's China subsidiary, Global, entered into a five-year revolving credit line agreement, totaling 180,000,000 RMB (the "SPD Credit Line"), or approximately $25.4 million, and a mortgage security agreement (the "Security Agreement"), with Shanghai Pudong Development Bank Co., Ltd ("SPD"). Borrowing under the SPD Credit Line will be used for general corporate and capital investment purposes, including the issuance of bank acceptance notes to Global's vendors. The total SPD Credit Line of 180 million RMB is inclusive of all credit facilities previously entered into with SPD including: a 30 million RMB credit facility entered into on May 7, 2019; and a 9.9 million RMB credit facility entered into on April 30, 2019 and $2 million credit facility entered into on May 8, 2019. Global may draw upon the SPD Credit Line on an as-needed basis at any time during the 5-year term; however, draws under the SPD Credit Line may become due and repayable to SPD at SPD's discretion due to changes in Chinese government regulations and/or changes in Global's financial and operational condition. Each draw will bear interest equal to SPD's commercial banking interest rate effective on the day of the applicable draw. Global's obligations under the SPD Credit Line will be secured by real property owned by Global and mortgaged to the Bank under the terms of the Security Agreement. As of June 30, 2022, $19.7 million was outstanding under the SPD Credit Line and the outstanding balance of bank acceptance notes issued to vendors was $4.2 million.

On June 21, 2019, the Company's China subsidiary, Global, entered into an 18 month credit facility totaling 100,000,000 RMB (the "¥100M Credit Facility"), or approximately $14.1 million, with China Zheshang Bank Co., Ltd., in Ningbo City, China ("CZB"). Borrowing under the ¥100M Credit Facility will be used by Global for general corporate purposes. On January 6, 2021, the ¥100M Credit Facility with CZB was extended for three (3) years until January 5, 2024. Global may draw upon the ¥100M Credit Facility from June 21, 2019 until January 5, 2024 (the "¥100M Credit Period"). The Company repaid and replaced this loan agreement on June 7, 2022.

On June 7, 2022, the Company's China Subsidiary, Global, entered a security agreement with China Zheshang Bank in Ningbo City, China ("CZB") for a five-year credit line agreement, totaling 200,000,000 RMB (the "¥200M Credit Facility"), or approximately $29.9 million. Global may draw upon the ¥200M Credit Facility between June 7, 2022 and June 6, 2027 (" ¥200M Credit Period"). During the ¥200M Credit Period, Global may request to draw upon the ¥200M Credit Facility on an as-needed basis; however, draws under the ¥200M Credit Facility may become due and repayable to CZB at CZB's discretion due to changes in Chinese government regulations and/or changes in Global's financial and operational condition. Each draw will be facilitated by a separate credit agreement specifying the terms of each draw and will bear interest equal to the Bank's commercial banking interest rate effective on the day of the applicable draw. Global's obligations under the ¥200M Credit Facility will be secured by real property owned by Global and mortgaged to CZB under the terms of the Real Estate Security Agreement. As of June 30, 2022, $16.9 million was outstanding under the ¥200M Credit Facility and the outstanding balance of bank acceptance notes issued to vendors was $6.1 million.

On June 21, 2019, the Company's China subsidiary, Global, entered into a three-year credit facility totaling 50,000,000 RMB (the "¥50M Credit Facility"), or approximately $7.1 million, with CZB. Borrowing under the ¥50M Credit Facility will be used by Global for general corporate purposes. Global may draw upon the ¥50M Credit Facility from June 21, 2019 until June 20, 2022 (the "¥50M Credit Period"). During the ¥50M Credit Period, Global may request to draw upon the ¥50M Credit Facility on an as-needed basis; however, draws under the ¥50M Credit Facility may become due and repayable to CZB at CZB's discretion due to changes in Chinese government regulations and/or changes in Global's financial and operational condition. Each draw will bear interest equal to CZB's commercial banking interest rate effective on the day of the applicable draw. Global's obligations under the ¥50M Credit Facility will be secured by machinery and equipment owned by Global and mortgaged to CZB under the terms of the Machinery and Equipment Security Agreement. As of June 30, 2022, the Company has fully repaid the ¥50M Credit Facility.

As of June 30, 2022 and December 31, 2021, the Company had $14.8 million and $7.4 million of unused borrowing capacity respectively

As of June 30, 2022 and December 31, 2021, there was $5.1 million and $5.4 million of restricted cash, investments or security deposits associated with the loan facilities, respectively.

Note 12. Convertible Senior Notes

On March 5, 2019, the Company issued $80.5 million of 5% convertible senior notes due 2024 (the "Notes"). The Notes were issued pursuant to an indenture, dated as of March 5, 2019 (the "Indenture"), between the Company and Wells Fargo Bank, National Association, as trustee, paying agent, and conversion agent (the "Trustee"). The Notes bear interest at a rate of 5.00% per year, payable in cash semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2019. The Notes will mature on March 15, 2024, unless earlier repurchased, redeemed or converted in accordance with their terms.

The sale of the Notes generated net proceeds of $76.4 million, after deducting the Initial Purchasers' discounts and offering expenses payable by the Company. The Company used approximately $37.8 million of the net proceeds from the offering to fully repay the CapEx Loan and Term Loan with Truist Bank and the remainder will be used for general corporate purposes.

The following table presents the carrying value of the Notes for the periods indicated (in thousands):

	June 30, 2022	December 31, 2021
Principal	$ 80,500	$ 80,500
Unamortized debt issuance costs	(1,410)	(1,820)
Net carrying amount	$ 79,090	$ 78,680

The Notes are convertible at the option of holders of the Notes at any time until the close of business on the scheduled trading day immediately preceding the maturity date. Upon conversion, holders of the Notes will receive shares of the Company's common stock, together, if applicable, with cash in lieu of any fractional share, at the then-applicable conversion rate. The initial conversion rate is 56.9801 shares of the Company's common stock per $1,000 principal amount of Notes (representing an initial conversion price of approximately $17.55 per share of common stock, which represents an initial conversion premium of approximately 30% above the closing price of $13.50 per share of the Company's common stock on February 28, 2019), subject to customary adjustments. If a make-whole fundamental change (as defined in the Indenture) occurs, and in connection with certain other conversions before March 15, 2022, the Company will in certain circumstances increase the conversion rate for a specified period of time.

Initially there are no guarantors of the Notes, but the Notes will be fully and unconditionally guaranteed, on a senior, unsecured basis by certain of the Company's future domestic subsidiaries. The Notes are the Company's senior, unsecured obligations and are equal in right of payment with existing and future senior, unsecured indebtedness, senior in right of payment to the Company's existing and future indebtedness that is expressly subordinated to the Notes and effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness. The Note Guarantee (as defined in the Indenture) of each future guarantor, if any, will be such guarantor's senior, unsecured obligations and are equal in right of payment with existing and future senior, unsecured indebtedness, senior in right of payment to such future guarantor's existing and future indebtedness that is expressly subordinated to the Notes and effectively subordinated to such future guarantor's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness.

Holders may require the Company to repurchase their Notes upon the occurrence of a fundamental change (as defined in the Indenture) at a cash purchase price equal to the principal amount thereof plus accrued and unpaid interest, if any.

After March 15, 2022, the Company may redeem for cash all or part of the Notes if the last reported sale price per share of the Company's common stock exceeds 130% of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (ii) the trading day immediately before the date the Company sends such redemption notice. The redemption price is equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. In addition, calling any Note for redemption will constitute a "make-whole fundamental change" with respect to that Note, in which case the conversion rate applicable to the conversion of that Note will be increased in certain circumstances if it is converted after it is called for redemption.

The Indenture contains covenants that limit the Company's ability and the ability of our subsidiaries to, among other things: (i) incur or guarantee additional indebtedness or issue disqualified stock; and (ii) create or incur liens.

Pursuant to the guidance in ASC 815-40, Contracts in Entity's Own Equity, the Company evaluated whether the conversion feature of the note needed to be bifurcated from the host instrument as a freestanding financial instrument. Under ASC 815-40, to qualify for equity classification (or non-bifurcation, if embedded) the instrument (or embedded feature) must be both (1) indexed to the issuer's own stock and (2) meet the requirements of the equity classification guidance. Based upon the Company's analysis, it was determined the conversion option is indexed to its own stock and also met all the criteria for equity classification contained in ASC 815-40-25-7 and 815-40-25-10. Accordingly, the conversion option is not required to be bifurcated from the host instrument as a freestanding financial instrument. Since the conversion feature meets the equity scope exception from derivative accounting, the Company then evaluated whether the conversion feature needed to be separately accounted for as an equity component under ASC 470-20, Debt with Conversion and Other Options. The Company determined that notes should be accounted for in their entirety as a liability.

The Company incurred approximately $4.1 million in transaction costs in connection with the issuance of the Notes. These costs were recognized as a reduction of the carrying amount of the Notes utilizing the effective interest method and are being amortized over the term of the Notes.

The following table sets forth interest expense information related to the Notes (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Contractual interest expense	$ 1,006	$ 1,006	$ 2,013	$ 2,013
Amortization of debt issuance costs	206	206	410	410
Total interest cost	$ 1,212	$ 1,212	$ 2,423	$ 2,423
Effective interest rate	5.1%	5.1%	5.1%	5.1%

Note 13. Accrued Liabilities

Accrued liabilities consisted of the following for the periods indicated (in thousands):

	June 30, 2022	December 31, 2021
Accrued payroll	$ 4,986	$ 6,516
Accrued employee benefits	2,345	3,471
Accrued state and local taxes	980	1,897
Accrued interest	1,397	1,475
Advance payments	631	195
Accrued commission expenses	1,073	1,003
Accrued professional fees	334	346
Accrued product warranty	173	263
Accrued shipping and tariff expenses	-	33
Accrued capital expenditure	7	-
Accrued other	514	388
Total accrued liabilities	$ 12,440	$ 15,587

Note 14. Other Income and Expense

Other income and (expense) consisted of the following for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Foreign exchange transaction gain (loss)	$ (289)	$ 427	$ (811)	$ 218
Government subsidy income	84	115	102	154
Other non-operating gain	28	31	45	32
Loan forgiveness	-	6,229	-	6,229
Gain (loss) on disposal of assets	(3)	(5)	35	(5)
Total other income (expenses) , net	$ (180)	$ 6,797	$ (629)	$ 6,628

Note 15. Share-Based Compensation

Equity Plans

The Company's board of directors and stockholders approved the following equity plans:

- the 2006 Share Incentive Plan
- the 2013 Equity Incentive Plan ("2013 Plan")
- the 2021 Equity Incentive Plan ("2021 Plan")

The Company issued stock options, restricted stock awards ("RSAs") and restricted stock units ("RSUs") to employees, consultants and non-employee directors. Stock option awards generally vest over a four-year period and have a maximum term of ten years. Stock options under these plans have been granted with an exercise price equal to the fair market value on the date of the grant. Nonqualified and Incentive Stock Options, RSAs and RSUs may be granted from these plans. Prior to the Company's initial public offering in September 2013, the fair market value of the Company's stock had been historically determined by the board of directors and from time to time with the assistance of third-party valuation specialists.

Stock Options

Options have been granted to the Company's employees under the two incentive plans and generally become exercisable as to 25% of the shares on the first anniversary date following the date of grant and 12.5% on a semi-annual basis thereafter. All options expire ten years after the date of grant.

The following is a summary of option activity (in thousands, except per share data):

	Number of shares	Weighted Average Exercise Price	Weighted Average Share Price on Date of Exercise	Weighted Average Fair Value	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
			(in thousands, except price data)			
Outstanding at January 1, 2022	269	$ 10.32		$ 5.44	1.6879	$ -
Exercised	-	-		-		-
Forfeited	(5)	-		-		-
Outstanding, June 30, 2022	264	10.40		5.45	1.2174	-
Exercisable, June 30, 2022	264	10.40		5.45	1.2174	-
Vested and expected to vest	264	10.40		5.45	1.2174	-

As of June 30, 2022, there was no unrecognized stock option expense.

Performance Based Incentive Plan

In June 2021, the Company approved to grant restricted performance stock units ("PSUs") to senior executives as a part of our long-term equity compensation program. The number of shares of common stock that will ultimately be issued to settle PSUs granted ranges from 0% to 200% of the number granted and is determined based on certain performance criteria over a -three-year measurement period. The performance criteria for the PSUs are based on a combination of the performance of our stock price and the Total Shareholder Return ("TSR") for the performance period compared with the TSR of certain peer companies or index for the performance period. PSUs granted vest 100% on the third anniversary of their grant, assuming achievement of the applicable performance criteria. We estimated the fair value of the PSUs using a Monte Carlo simulation model on the date of grant. Compensation expense is recognized ratably over the explicit service period. The Company recognized PSU expenses of $0.7 million for six months ended on June 30 2022.

Restricted Stock Units/Awards

The following is a summary of RSU/RSA activity, inclusive of performance based incentive plan (in thousands, except per share data):

	Number of shares	Weighted Average Share Price on Date of Release	Weighted Average Fair Value	Aggregate Intrinsic Value
		(in thousands, except price data)		
Outstanding at January 1, 2022	2,170		$ 11.15	$ 11,156
Granted	1,679		2.03	3,064
Released	(400)		12.34	1,383
Cancelled/Forfeited	(99)		10.79	153
Outstanding, June 30, 2022	3,350		6.45	5,193
Vested and expected to vest	3,350		6.45	5,193

As of June 30, 2022, there was $18.6 million of unrecognized compensation expense related to these RSUs and RSAs. This expense is expected to be recognized over 2.3 years.

Share-Based Compensation

Employee share-based compensation expenses recognized for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Share-based compensation - by expense type				
Cost of goods sold	$ 114	$ 266	$ 250	$ 467
Research and development	310	630	675	1,193
Sales and marketing	186	329	412	548
General and administrative	1,534	2,048	3,279	3,585
Total share-based compensation expense	$ 2,144	$ 3,273	$ 4,616	$ 5,793

Note 16. Income Taxes

The Company's effective tax rate for the three months ended June 30, 2022 and 2021 was 0%. For the three months ended June 30, 2022 and 2021, the effective tax rate varied from the federal statutory rate of 21% primarily due to the change of the valuation allowance on federal, state, Taiwan, and China deferred tax assets ("DTA").

The Company's effective tax rate for the six months ended June 30, 2022 and 2021 was 0%. For the six months ended June 30, 2022 and 2021, the effective tax rate varied from the federal statutory rate of 21% primarily due to the change of the valuation allowance on federal, state, Taiwan and China DTA.

The Company continually monitors and performs an assessment of the realizability of its DTAs, including an analysis of factors such as future taxable income, reversal of existing taxable temporary differences, and tax planning strategies. In assessing the need for a valuation allowance, the Company considered both positive and negative evidence related to the likelihood of realization of deferred tax assets using a "more likely than not" standard. In making such assessment, more weight was given to evidence that could be objectively verified, including recent cumulative losses. Based on the Company's review of this evidence, management determined that a full valuation allowance against all of the Company's net deferred tax assets at June 30, 2022 was appropriate.

Note 17. Geographic Information

The Company operates in one reportable segment. The Company's Chief Executive Officer, who is considered to be the chief operating decision maker, manages the Company's operations as a whole and reviews financial information presented on a consolidated basis, accompanied by information about product revenue, for purposes of evaluating financial performance and allocating resources.

The following tables set forth the Company's revenue and asset information by geographic region. Revenue is classified based on the location of where the product is manufactured. Long-lived assets in the tables below comprise only property, plant, equipment and intangible assets (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Revenues:				
United States	$ 1,147	$ 3,422	$ 3,705	$ 6,737
Taiwan	37,205	29,493	64,984	55,888
China	13,947	21,274	35,851	41,265
	$ 52,299	$ 54,189	$ 104,540	$ 103,890

	As of the period ended	
	June 30, 2022	December 31, 2021
Long-lived assets:		
United States	$ 83,750	$ 87,709
Taiwan	56,174	63,644
China	99,894	108,509
	$ 239,818	$ 259,862

Note 18. Contingencies

Litigation

Overview

From time to time, the Company may be subject to legal proceedings and litigation arising in the ordinary course of business, including, but not limited to, inquiries, investigations, audits and other regulatory proceedings, such as described below. The Company records a loss provision when it believes it is both probable that a liability has been incurred and the amount can be reasonably estimated. Unless otherwise disclosed, the Company is unable to estimate the possible loss or range of loss for the legal proceeding described below.

Except for the lawsuits described below, the Company believes that there are no claims or actions pending or threatened against it, the ultimate disposition of which would have a material adverse effect on it.

Other Contingencies

On August 9, 2021, the Company has received a Taxes Notification of Audit Result ("Notice") from the Texas Comptroller's Office (the "Comptroller"), for fiscal years between 2016 and 2019, informing the Company that the Comptroller believes the Company did not qualify for certain sales and use tax exemptions on various Research and Development purchases and accordingly the Company is liable for Sale and Use Tax in the amount of approximately $1.0 million including interest charges. The Company paid $0.4 million for the tax notice but challenged the remaining tax assessments and vigorously defended its position. The Comptroller's office has not made final assessments after the Company's defenses. However, the management estimated the additional tax assessment will be in the range of $0.2 million to $0.4 million including interest charges.

Note 19. Subsequent Events

The Company repaid its revolving bank line of credit with Truist Bank in the amount of $17million on July 5, 2022.

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

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the accompanying notes appearing elsewhere in this Quarterly Report on Form 10-Q for the period ended June 30, 2022 and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the fiscal year ended December 31, 2021 included in our Annual Report. References to "Applied Optoelectronics," "we," "our" and "us" are to Applied Optoelectronics, Inc. and its subsidiaries unless otherwise specified or the context otherwise requires.

This Quarterly Report on Form 10-Q contains "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Terminology such as "believe," "may," "estimate," "continue," "anticipate," "intend," "should," "could," "would," "target," "seek," "aim," "believe," "predicts," "think," "objectives," "optimistic," "new," "goal," "strategy," "potential," "is likely," "will," "expect," "plan," "project," "permit," or by other similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and industry and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified in "Part II —Item 1A. Risk Factors" provided below, and those discussed in other documents we file with the SEC, including our Report on Form 10-K for the year ended December 31, 2021 and subsequent Quarterly Reports on Form 10-Q. Furthermore, such forward-looking statements speak only as of the date of this Quarterly Report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report.

Overview

We are a leading, vertically integrated provider of fiber-optic networking products. We target four networking end-markets: CATV, internet data centers, telecom and FTTH. We design and manufacture a range of optical communications products at varying levels of integration, from components, subassemblies and modules to complete turn-key equipment. In designing products for our customers, we typically begin with the fundamental building blocks of lasers and laser components. From these foundational products, we design and manufacture a wide range of products to meet our customers' needs and specifications, and such products differ from each other by their end market, intended use and level of integration. We are primarily focused on the higher-performance segments within the CATV, internet data center, telecom and FTTH markets which increasingly demand faster connectivity and innovation. Our vertically integrated manufacturing model provides us several advantages, including rapid product development, fast response times to customer requests and control over product quality and manufacturing costs.

The four end markets we target are all driven by significant bandwidth demand fueled by the growth of network-connected devices, video traffic, cloud computing and online social networking. Within the internet data center market, we benefit from the increasing use of higher-capacity optical networking technology as a replacement for copper cables, particularly as speeds reach 100 Gbps and above, as well as the movement to open internet data center architectures and the increasing use of in-house equipment design among leading internet companies. Within the CATV market, we benefit from a number of ongoing trends including the build-out of CATV infrastructure in the US and other countries, the move to higher bandwidth networks among CATV service providers and the outsourcing of system design among CATV networking equipment companies. In the FTTH market, we benefit from continuing PON deployments and system upgrades among telecom service providers. In the telecom market, we benefit from deployment of new high-speed fiber-optic networks by telecom network operators, including 5G networks.

Our vertically integrated manufacturing model provides us several advantages, including rapid product development, fast response times to customer requests and greater control over product quality and manufacturing costs. We design, manufacture and integrate our own analog and digital lasers using a proprietary Molecular Beam Epitaxy, or MBE, and Metal Organic Chemical Vapor Deposition (MOCVD) fabrication process, which we believe is unique in our industry. We manufacture the majority of the laser chips and optical components that are used in our products. The lasers we manufacture are tested extensively to enable reliable operation over time and our devices are often highly tolerant of changes in temperature and humidity, making them well-suited to the CATV, FTTH and 5G telecom markets where networking equipment is often installed outdoors.

We have three manufacturing sites: Sugar Land, Texas, Ningbo, China and Taipei, Taiwan. Our research and development functions are generally partnered with our manufacturing locations, and we have an additional research and development facility in Duluth, Georgia. In our Sugar Land facility, we manufacture laser chips (utilizing our MBE and MOCVD processes), subassemblies and components. The subassemblies are used in the manufacture of components by our other manufacturing facilities or sold to third parties as modules. We manufacture our laser chips only within our Sugar Land facility, where our laser design team is located. In our Taiwan location, we manufacture optical components, such as our butterfly lasers, which incorporate laser chips, subassemblies and components manufactured within our Sugar Land facility. Additionally, in our Taiwan location, we manufacture transceivers for the internet data center, telecom, FTTH and other markets. In our China facility, we take advantage of lower labor costs and manufacture certain more labor intensive components and optical equipment systems, such as optical subassemblies and transceivers for the CATV transmitters (at the headend), CATV outdoor equipment (at the node) and internet data center market, . Each manufacturing facility conducts testing on the components, modules or subsystems it manufactures and each facility is certified to ISO 9001:2015. Our facilities in Ningbo, China, Taipei, Taiwan, and Sugar Land, Texas are all certified to ISO 14001:2015.

Our business depends on winning competitive bid selection processes to develop components, systems and equipment for use in our customers' products. These selection processes are typically lengthy, and as a result our sales cycles will vary based on the level of customization required, market served, whether the design win is with an existing or new customer and whether our solution being designed in our customers' product is our first generation or subsequent generation product. We do not have any long-term purchase commitments (in excess of one year) with any of our customers, most of whom purchase our products on a purchase order basis. However, once one of our solutions is incorporated into a customer's design, we believe that our solution is likely to continue to be purchased for that design throughout that product's life cycle because of the time and expense associated with redesigning the product or substituting an alternative solution.

Our principal executive offices are located at 13139 Jess Pirtle Blvd., Sugar Land, TX 77478, and our telephone number is (281) 295-1800.

COVID-19 Pandemic

We are subject to risks and uncertainties as a result of the COVID-19 pandemic. The extent of the impact of the COVID-19 pandemic on our business is highly uncertain and difficult to predict as coronavirus continues to spread around the world. In March 2020, we instituted travel restrictions and implemented sanitation and disinfection procedures to safeguard the health and safety of our employees which continue today. Recently, we began allowing certain employee travel, but continue strict sanitation procedures in our facilities. With increased vaccinations and the potential significant reduction of infections, we have implemented procedures for a safe return to the office environment for all of our employees.

The spread of COVID-19 has impacted our supply chain operations through restrictions, reduced capacity and shutdown of business activities by suppliers whom we rely on for sourcing components and materials and third-party partners whom we rely on for manufacturing, warehousing and logistics services. Currently, the suppliers who were responsible for most of our supply-chain constraints in 2021 have begun returning to normal operations and have expressed optimism that their deliveries in 2022 will return to normal. However, late in the first quarter of 2022, certain areas of China began to experience severe restrictions due to COVID-19 outbreaks. Also, certain of our suppliers for semiconductor components have recently notified us of lengthy delays in shipments of certain integrated circuits used in some of our products. Currently, it is not possible to estimate the impact (if any) of these restrictions because it is not clear how long the restrictions will be in place or the extent to which the restrictions will curtail production by our suppliers in the affected areas. In order to minimize the impact of these and any similar disruptions, we have added additional suppliers for many key components, where it is practical to do so. Also, where it is possible, we have in many cases begun to utilize alternative components in place of the originally-specified components when the original components have experienced supply disruption. We believe that these additional suppliers and alternative parts will be able to augment our supply of needed components, although in some cases these alternative materials are more expensive than the original ones so a switch to these alternate materials has had a negative impact on gross margins and profitability. Due to a mix of old and new parts used in production, it is difficult to estimate the amount of margin reduction associated with these alternatives. Due to the changing supply environment, it is also difficult to estimate the future impact, if any, of these additional supply-chain related costs.

Although demand for many of our products has been strong in the short-term as subscribers seek more bandwidth, customers' purchasing decisions over the long-term may be impacted by the pandemic and its impact on the economy, which could in turn impact our revenue and results of operations. The extent to which the COVID-19 pandemic may materially impact our financial condition, liquidity or results of operations is therefore uncertain.

Results of Operations

The following table set forth our consolidated results of operations for the periods presented and as a percentage of our revenue for those periods (in thousands, except percentages):

	Three months ended June 30, 2022		Three months ended June 30, 2021		Six months ended June 30, 2022		Six months ended June 30, 2021	
Revenue, net	$ 52,299	100.0%	$ 54,189	100.0%	$ 104,540	100.0%	$ 103,890	100.0%
Cost of goods sold	43,671	83.5%	43,411	80.1%	86,888	83.1%	82,393	79.3%
Gross profit	8,628	16.5%	10,778	19.9%	17,652	16.9%	21,497	20.7%
Operating expenses								
Research and development	8,328	15.9%	10,914	20.1%	17,814	17.0%	21,842	21.0%
Sales and marketing	2,164	4.1%	2,832	5.2%	4,722	4.5%	5,792	5.6%
General and administrative	11,035	21.1%	10,681	19.7%	22,254	21.3%	21,550	20.7%
Total operating expenses	21,527	41.1%	24,427	45.0%	44,790	42.8%	49,184	47.3%
Loss from operations	(12,899)	(24.6)%	(13,649)	(25.1)%	(27,138)	(25.9)%	(27,687)	(26.6)%
Other income (expense)								
Interest income	31	0.1%	16	0.0%	59	0.1%	32	0.0%
Interest expense	(1,408)	(2.7)%	(1,367)	(2.5)%	(2,810)	(2.7)%	(2,798)	(2.7)%
Other income, net	(180)	(0.3)%	6,797	12.5%	(629)	(0.6)%	6,628	6.4%
Total other income (expense), net	(1,557)	(2.9)%	5,446	10.0%	(3,380)	(3.2)%	3,862	3.7%
Loss before income taxes	(14,456)	(27.6)%	(8,203)	(15.1)%	(30,518)	(29.2)%	(23,825)	(22.9)%
Net loss	$ (14,456)	(27.6)%	$ (8,203)	(15.1)%	$ (30,518)	(29.2)%	$ (23,825)	(22.9)%

Comparison of Financial Results

Revenue

We generate revenue through the sale of our products to equipment providers and network operators for the CATV, internet data center, telecom and FTTH markets. We derive a significant portion of our revenue from our top ten customers, and we anticipate that we will continue to do so for the foreseeable future. The following charts provide the revenue contribution from each of the markets we served for the three and six months ended June 30, 2022 and 2021 (in thousands, except percentages):

	Three months ended June 30,				Change	
	2022	% of Revenue	2021	% of Revenue	Amount	%
CATV	$ 23,713	45.4%	$ 27,599	51.0%	$ (3,858)	(14.0)%
Data Center	21,497	41.1%	22,392	41.5%	(922)	(4.1)%
Telecom	6,276	12.0%	3,333	6.5%	2,943	88.3%
FTTH	27	0.1%	298	0.0%	(272)	(91.1)%
Other	786	1.5%	566	1.0%	220	38.8%
Total Revenue	$ 52,299	100.0%	$ 54,188	100.0%	$ (1,890)	(3.5)%

	Six months ended June 30,				Change	
	2022	% of Revenue	2021	% of Revenue	Amount	%
CATV	$ 48,694	46.7%	$ 46,238	44.5%	$ 2,483	5.4%
Data Center	42,911	41.0%	48,331	46.5%	(5,446)	(11.3)%
Telecom	11,541	11.0%	7,811	7.5%	3,730	47.8%
FTTH	124	0.1%	722	0.0%	(598)	(82.8)%
Other	1,270	1.2%	788	0.8%	482	61.2%
Total Revenue	$ 104,540	100.0%	$ 103,890	100.0%	$ 651	0.6%

Revenue decreased by $1.9 million, or 3.5%, for the three months ended June 30, 2022 as compared to June 30, 2021, primarily due to decrease in CATV product sales arising from supply chain constraints during the pandemic lockdown in Shanghai, China. The decrease was offset by the increase of Telecom sales. Revenue for the six months ended June 30, 2022 slightly increased compared to June 30, 2021 due to more sales of CATV and Telecom products partially offset by decreases in datacenter and FTTH sales.

Although sales of CATV products in the three months ended June 30, 2022 were lower than in the same period in the prior year due to supply chain constraints, demand for CATV products has been elevated compared to the prior year. Based on customer forecasts and order backlog we believe that this elevated CATV demand will likely continue into 2023.

We have begun to see increased orders for our 400G datacenter products from several large customers. Based on forecasts from our customers, we expect increased demand for these products through the end of 2022.

For the three months ended June 30, 2022 and 2021, our top ten customers represented 87.1% and 86.8% of our revenue, respectively. We believe that diversifying our customer base is critical for our future success, since reliance on a small number of key customers makes our ability to forecast future results dependent upon the accuracy of the forecasts we receive from those key customers. We continue to prioritize new customer acquisition and growth of diverse revenue streams.

Cost of goods sold and gross margin

	Three months ended June 30,					
	2022		2021		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
	(in thousands, except percentages)					
Cost of goods sold	$ 43,671	83.5%	$ 43,411	80.1%	$ 260	0.6%
Gross margin	8,628	16.5%	10,778	19.9%	$ (2,150)	(19.9)%

	Six months ended June 30,					
	2022		2021		Change	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
	(in thousands, except percentages)					
Cost of goods sold	$ 86,888	83.1%	$ 82,393	79.3%	$ 4,495	5.5%
Gross margin	17,652	16.9%	21,497	20.7%	$ (3,845)	(17.9)%

Cost of goods sold increased by $0.2 million, or 0.6%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021, primarily due to 3.5% sales decrease offset by higher cost of certain raw materials due to global supply chain disruption. Cost of goods sold increased by $4.5 million, or 5.5%, for the six months ended June 30, 2022, primarily due to higher cost of certain raw materials due to global supply chain disruptions.

Gross margin decreased $2.2 million, or 19.9% and $3.8 million, or 17.9%, respectively, for the three and six months ended June 30, 2022 as compared to the three and six months ended June 30, 2021, primarily as a result of changes in the mix of our CATV and datacenter products. In addition, we experienced higher costs of certain raw materials and global supply chain disruptions due to COVID-19 closures of ports and factories in Asia (see the section above on the COVID-19 pandemic for more details of these challenges).

Operating expenses

	Three months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Research and development	$ 8,328	15.9%	$ 10,914	20.1%	$ (2,586)	(23.7)%
Sales and marketing	2,164	4.1%	2,832	5.2%	(668)	(23.6)%
General and administrative	11,035	21.1%	10,681	19.7%	354	3.3%
Total operating expenses	$ 21,527	41.1%	$ 24,427	45.1%	$ (2,900)	(11.9)%

	Six months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Research and development	$ 17,814	17.0%	$ 21,842	21.0%	$ (4,028)	(18.4)%
Sales and marketing	4,722	4.5%	5,792	5.6%	(1,071)	(18.5)%
General and administrative	22,254	21.3%	21,550	20.7%	704	3.3%
Total operating expenses	$ 44,790	42.8%	$ 49,184	47.3%	$ (4,395)	(8.9)%

Research and development expense

Research and development expense decreased by $2.6 million, or 23.7% for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. Research and development expense decreased by $4 million, or 18.4%, for the six months ended June 30, 2022 as compared to the six months ended June 30, 2021.Research and development costs consist of R&D work orders, R&D material usage and other project related costs related to 100 Gbps, 200/400 Gbps data center products, DOCSIS 3.1 capable CATV products and other new product development, and depreciation expense resulting from R&D equipment investments. These decreases were primarily due to a decrease in personnel-related costs, share-based compensation expense, and less materials and supplies used in R&D activities.

Sales and marketing expense

Sales and marketing expense decreased by $0.7 million, or 23.6% for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. Sales and marketing expense decreased by $1.1 million, or 18.5%, for the six months ended June 30, 2022 as compared to the three months ended June 30, 2021.These decreases were primarily due to a decrease in personnel-related costs, duties and freight. These decreases were partially offset by an increase in trade show expenses.

General and administrative expense

General and administrative expense increased slightly by $0.4 million, or 3.3% for the three months ended June 30, 2022 compared to the three months ended June 30, 2021. General and administrative expense increase by $0.7 million, or 3.3%, for the six months ended June 30, 2022 compared to the six months ended June 30, 2021. These increases were primarily due to an increase in depreciation expense and performance based incentive expenses. These increases were partially offset by a decrease in personnel-related costs and professional service fees.

Other income (expense), net

	Three months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Interest income	$ 31	0.1%	$ 16	0.0%	$ 16	100.4%
Interest expense	(1,408)	(2.7)%	(1,367)	(2.5)%	(41)	(3.0)%
Other income (expense), net	(180)	(0.3)%	6,797	12.5%	(6,977)	(102.6)%
Total other income (expense), net	$ (1,557)	(2.9)%	$ 5,446	(10.0)%	$ (7,002)	(128.6)%

	Six months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Interest income	$ 59	0.1%	$ 32	0.0%	$ 27	84.5%
Interest expense	(2,810)	(2.7)%	(2,798)	(2.7)%	(11)	(0.4)%
Other income (expense), net	(629)	(0.6)%	6,628	6.4%	(7,257)	(109.5)%
Total other income (expense), net	$ (3,380)	(3.2)%	$ 3,862	3.7%	$ (7,241)	(187.5)%

Interest income increased slightly for the three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021. The changes are similar to expected rates of fluctuation with the interest rates and cash balances.

Interest expense increased slightly for the three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021. This increase was due to higher average debt interest rate during the period.

Other income, net decreased by $7 million, or 102.6%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. Other income, net decreased by $7.3 million, or 109.5%, for the six months ended June 30, 2022 as compared to the six months ended June 30, 2022. This decrease was mainly due to the other income received in the second quarter of 2021 from the forgiveness by the SBA of the Company's PPP Loan forgiveness application for the entire PPP Loan balance of $6.23 million and foreign currency loss arising from unfavorable exchange rate change.

Benefit (provision) for income taxes

	Three months ended June 30,			
	2022	2021	Change	
	(in thousands, except percentages)			
Benefit (provision) for income taxes	$ -	$ -	$ -	-

	Six months ended June 30,			
	2022	2021	Change	
	(in thousands, except percentages)			
Benefit (provision) for income taxes	$ -	$ -	$ -	-

The Company's effective tax rate for the three months and six months ended June 30, 2022 and 2021 was 0%. For the three months and six months ended June 30, 2022 and 2021, the effective tax rate varied from the federal statutory rate of 21% primarily due to the change of the valuation allowance on federal, state, Taiwan, and China deferred tax assets ("DTA").

Comprehensive Loss

	Three months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Net loss	$ (14,456)	(27.6)%	$ (8,203)	(15.1)%	$ (6,253)	76.2%
Gain (Loss) on foreign currency translation adjustment	(7,583)	(14.5)%	3,630	6.7%	(11,213)	(308.9)%
Comprehensive loss	$ (22,309)	(42.7)%	$ (4,573)	(8.4)%	$ (17,736)	387.8%

	Six months ended June 30,					
	2022		2021		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
Net loss	$ (30,518)	(29.2)%	$ (23,825)	(38.5)%	$ (6,693)	28.1%
Gain (Loss) on foreign currency translation adjustment	(8,845)	(8.5)%	2,596	4.2%	(11,441)	(440.7)%
Comprehensive loss	$ (39,363)	(37.7)%	$ (21,229)	(34.3)%	$ (18,134)	85.4%

Comprehensive loss increased by $17.7 million, or 387.8%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021, primarily due to increase of $11.2 million loss of foreign currency translation adjustments for non-U.S. dollar functional currency operations. The functional currency for the Company's operations is generally the applicable local currency. Accordingly, the assets and liabilities of companies whose functional currency is other than the U.S. dollar are included in the consolidated financial statements by translating the assets and liabilities into the U.S. dollar at the exchange rates applicable at the end of the reporting period. Translation gains or losses are accumulated in other comprehensive income (loss) in the consolidated statements of shareholders' equity and are also included in comprehensive loss.

Comprehensive loss increased by $18.1 million, or 85.4%, for the six months ended June 30, 2022, as compared to the six months ended June 30, 2021, primarily due to increase of $11.4 million loss of foreign currency translation adjustments for non-U.S. dollar functional currency operations.

Liquidity and Capital Resources

As of June 30, 2022, we had $14.8 million of unused borrowing capacity from all of our loan agreements. As of June 30, 2022, our cash, cash equivalents and restricted cash totaled $40.7 million. Cash and cash equivalents are held for working capital purposes and are invested primarily in money market or time deposit funds. We do not enter into investments for trading or speculative purposes.

On October 24, 2019, we filed a Registration Statement on Form S-3 with the Securities and Exchange Commission, which was declared effective on January 9, 2020, providing for the public offer and sale of certain securities of the Company from time to time, at our discretion, up to an aggregate amount of $250 million.

On February 28, 2020, we entered into an Equity Distribution Agreement with Raymond James & Associates, Inc. (the "Sales Agent") pursuant to which the Company may issue and sell shares of the Company's common stock having an aggregate offering price of up to $55 million (the "Initial ATM Offering"), from time to time through the Sales Agent. In January 2021, the Company completed its Initial ATM Offering and sold 5.9 million shares at a weighted average price of $9.12 per share, providing proceeds of $53.9 million, net of expenses and underwriting discounts and commissions.

On February 26, 2021, we entered into another Equity Distribution Agreement (the "Agreement") with the Sales Agent pursuant to which the Company may issue and sell shares of the Company's common stock, par value $0.001 per share (the "Shares") having an aggregate offering price of up to $35 million (the "Second ATM Offering"), from time to time through the Sales Agent. Upon delivery of a placement notice and subject to the terms and conditions of the Agreement, sales, if any, of the Shares will be made through the Sales Agent in transactions that are deemed to be "at the market" offerings as defined in Rule 415 of the Securities Act of 1933, as amended (the "Securities Act"), including sales made through the facilities of the Nasdaq Global Market, the principal trading market for the Company's common stock, on any other existing trading market for the Company's common stock, to or through a market maker or as otherwise agreed by the Company and the Sales Agent. In the placement notice, the Company will designate the maximum number of Shares to be sold through the Sales Agent, the time period during which sales are requested to be made, the minimum price for the Shares to be sold, and any limitation on the number of Shares that may be sold in any one day. Subject to the terms and conditions of the Agreement, the Sales Agent will use its commercially reasonable efforts to sell Shares on the Company's behalf up to the designated amount specified in the placement notice. The Company has no obligation to sell any Shares under the Agreement and may at any time suspend offers and sales of the Shares under the Agreement.

The Agreement provides that the Sales Agent will be entitled to compensation of up to 2% of the gross sales price of the Shares sold through the Sales Agent from time to time. The Company has also agreed to reimburse the Sales Agent for certain specified expenses in connection with the registration of Shares under state blue sky laws and any filing with, and clearance of the offering by, the Financial Industry Regulatory Authority Inc., not to exceed $10,000 in the aggregate, and any associated application fees incurred. Additionally, if the Agreement is terminated under certain circumstances, and the Company fails to sell a minimum amount of the Shares as set forth in the Agreement, then the Company has agreed to reimburse the Sales Agent for reasonable out-of-pocket expenses, including the reasonable fees and disbursements of counsel incurred by the Sales Agent, up to a maximum of $30,000 in the aggregate. The Company agreed to indemnify the Sales Agent against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Sales Agent may be required to make because of any of those liabilities.

In March 2021, we commenced sales of common stock through the Second ATM Offering. As of June 30, 2022, the total gross sales were $1.0 million and thus remaining amount of common stock we have available to sell under the ATM Offering is $34.0 million.

On March 5, 2019, the Company issued $80.5 million of 5% convertible senior notes due 2024 (the "Notes"), bearing interest at a rate of 5% per year maturing on March 15, 2024, unless earlier repurchased, redeemed or converted in accordance with their terms. The sale of the Notes generated net proceeds of $76.4 million, after expenses. Also, refer to Note 12 “Convertible Senior Notes” to the consolidated financial statements for further discussion of the Notes.

The table below sets forth selected cash flow data for the periods presented (in thousands):

	Six months ended June 30,	
	2022	2021
Net cash used in operating activities	$ (1,350)	$ (14,882)
Net cash used in investing activities	(2,010)	(3,932)
Net cash provided by financing activities	2,002	19,845
Effect of exchange rates on cash and cash equivalents	872	(646)
Net increase (decrease) in cash and cash equivalents	$ (486)	$ 385

Operating activities

For the six months ended June 30, 2022, net cash used in operating activities was $1.3 million. Net cash used in operating activities consisted of our net loss of $30.5 million after exclusion of non-cash items of $20.8 million. Cash decreased due to an increase in inventory of $11.5 million, a decrease in accrued liabilities of $2.7 million, offset with an increase in accounts payable of $11 million and a decrease in accounts receivable and trade receivables from our customers of $5.9 million and $7.9 million, respectively.

For the six months ended June 30, 2021, net cash used in operating activities was $14.9 million. Net cash used in operating activities consisted of our net loss of $23.8 million after exclusion of non-cash items of $21.9 million. Cash decreased due to an increase in accounts receivable and trade receivables from our customers of $5.4 million and $3.4 million, respectively, a decrease in accrued liabilities of $3.1 million, a decrease in accounts payable to our vendors of $3.9 million, offset by a decrease in inventory of $8.9 million.

Investing activities

For the six months ended June 30, 2022, net cash used in investing activities was $2 million, mainly from the purchase of additional plant, machinery and equipment.

For the six months ended June 30, 2021, net cash used in investing activities was $3.9 million, mainly from the purchase of additional plant, machinery and equipment.

Financing activities

For the six months ended June 30, 2022, our financing activities provided $2 million in cash. This increase in cash was due to $6.9 million net proceeds from lines of credit and $2.7 million net proceeds from bank acceptances, offset by repayment of loan of $7.3 million.

For the six months ended June 30, 2021, our financing activities provided $19.8 million in cash. This increase in cash was due to $15.3 million of net proceeds from our At The Market (ATM) Offerings, $16.6 million proceeds from line of credit, offset by repayment of loan and bank acceptance of $2.2 million and $9.5 million, respectively.

Loans and commitments

We have lending arrangements with several financial institutions. In the US, we have a revolving line of credit with Truist Bank. The line of credit contains financial covenants that may limit the amount and types of debt that we may incur. As of June 30, 2022, we were in compliance with these covenants.

As of June 30, 2022, we had $14.8 million of unused borrowing capacity.

On March 5, 2019, we issued $80.5 million of 5% convertible senior notes due 2024. The Notes will mature on March 15, 2024, unless earlier repurchased, redeemed or converted in accordance with their terms.

See Note 11 “Notes Payable and Long-term Debt” and Note 12 “Convertible Senior Notes” of our Condensed Consolidated Financial Statements for a description of our notes payable and long-term debt and convertible senior notes.

China factory construction

On February 8, 2018, we entered into a construction contract with Zhejiang Xinyu Construction Group Co., Ltd. for the construction of a new factory and other facilities at our Ningbo, China location. Construction costs for these facilities under this contract are estimated to total approximately $27.5 million. As of September 30, 2020, construction of the building is complete, and approximately $27.4 million of this total cost has been paid and the remaining portion will be paid in yearly installments for three years after final inspection. We anticipate additional expenses for building improvements to the factory and we are in the process of evaluating the timing of these expenditures and obtaining bids for any such work. Based on forecasts, we believe that the factory will be placed in service in early 2023, and at this time the factory property will be transferred from construction in progress to building and improvements.

Future liquidity needs

We believe that our existing cash and cash equivalents, cash flows from our operating activities, and available credit will be sufficient to meet our anticipated cash needs for the next 12 months. Our future capital requirements will depend on many factors including our growth rate, the timing and extent of spending to support our research and development efforts, the expansion of our sales and marketing activities, the introduction of new and enhanced products, the building improvement of a new factory and other facilities at our Ningbo, China location, changes in our manufacturing capacity and the continuing market acceptance of our products. In the event we need additional liquidity, we will explore additional sources of liquidity. These additional sources of liquidity could include one, or a combination, of the following: (i) issuing equity or debt securities, (ii) incurring indebtedness secured by our assets and (iii) selling product lines, other assets and/or portions of our business. There can be no guarantee that we will be able to raise additional funds on terms acceptable to us, or at all.

Contractual Obligations and Commitments

Please refer to Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for a complete discussion of its contractual obligations and commitments.

Inflation

The annual inflation rate in the US and Taiwan accelerated more than 7% in 2021 and in the US increased to 9.1% in 2022. Cost inflation included increases in shipping costs, labor rates, and in costs of some raw materials. We currently believe these increases are related to the COVID-19 pandemic (see the section above on the COVID-19 pandemic for more details of these challenges), however we cannot be sure when or if prices will return to pre-pandemic levels. There is no guarantee that we can increase selling prices or reduce costs to fully mitigate the effect of inflation on our costs, which may adversely impact our sales margins and profitability. Compared to other major economies in the world, China has a stable level of inflation, which has not had a significant impact on our sales or operating results.

Critical Accounting Policies and Estimates

In our Annual Report for the year ended December 31, 2021 and in the Notes to the Financial Statements herein, we identify our most critical accounting policies. In preparing the financial statements, we make assumptions, estimates and judgments that affect the amounts reported. We periodically evaluate our estimates and judgments that are most critical in nature which are related to revenue recognition, allowance for credit losses, inventory reserves, impairment of long-lived assets (excluding goodwill and other indefinite-lived intangible assets), goodwill and other indefinite-lived intangible assets, purchase price allocation of acquisitions, service and product warranties, and income taxes. Our estimates are based on historical experience and on our future expectations that we believe are reasonable. The combination of these factors forms the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results are likely to differ from our current estimates and those differences may be material.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

For quantitative and qualitative disclosures about market risk affecting the Company, see Item 7A – Quantitative and Qualitative Disclosures about Market Risk in our Annual Report for the fiscal year ended December 31, 2021. We do not believe the Company's exposure to market risk has changed materially since December 31, 2021.

Item 4. Controls and Procedures

The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their control objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2022. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three month period covered by this Quarterly Report on Form 10-Q, which were identified in connection with management's evaluation required by the Rules 13a-15(d) and 15d-15(d) under the Exchange Act that occurred during our last fiscal quarter 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

Information with respect to legal proceedings can be found in Note 18 to the Condensed Consolidated Financial Statements contained in Part 1, Item 1 of this report.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. See Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K for the year ended December 31, 2020 for a detailed discussion of the risk factors affecting our Company. As of June 30, 2022, there have been no material changes to those risk factors.

Item 6. Exhibits

See Exhibit Index.

EXHIBIT INDEX

Number	Description
3.1*	Amended and Restated Certificate of Incorporation, as currently in effect (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2013).
3.2*	Amended and Restated Bylaws, as currently in effect (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2013).
4.1*	Common Stock Specimen (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 15, 2015).
4.2*	Indenture, dated as of March 5, 2019 between Applied Optoelectronics, Inc. and Wells Fargo Bank, National Association, as trustee, paying agent, and conversion agent (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 5, 2019).
4.3*	Form of Note representing the Company's 5.00% Convertible Senior Notes due 2024 (included as Exhibit A to the Indenture filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 5, 2019).
10.1*	Translation of the Maximum Loan Contract, between Global Technology, Inc. and China Zheshang Bank Co., Ltd, dated June 7, 2022. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2022).
10.2*	Translation of the Maximum Mortgage Contract, between Global Technology, Inc. and China Zheshang Bank Co., Ltd, dated June 7, 2022. (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2022).
31.1**	Certification of Chief Executive Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of Chief Financial Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification pursuant to 18 U.S.C. 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Chief Executive Officer and Chief Financial Officer.
101.INS**	Inline XBRL Instance – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH**	Inline XBRL Taxonomy Extension Schema Document.
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104**	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Incorporated herein by reference to the indicated filing.
** Filed herewith.

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.

APPLIED OPTOELECTRONICS, INC.

Date: August 4, 2022

By: /s/ STEFAN J. MURRY
STEFAN J. MURRY
Chief Financial Officer
(principal financial officer and principal accounting officer)

Exhibit 31.1

Certification

I, Chih-Hsiang (Thompson) Lin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Applied Optoelectronics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of , and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 4, 2022

/s/ CHIH-HSIANG (THOMPSON) LIN
CHIH-HSIANG (THOMPSON) LIN
President and Chief Executive Officer

Exhibit 31.2

Certification

I, Stefan J. Murry, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Applied Optoelectronics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of , and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2022

/s/ STEFAN J. MURRY
STEFAN J. MURRY
Chief Financial Officer

Exhibit 32.1

Certification

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the U.S. Code (18 U.S.C. § 1350), Chih-Hsiang (Thompson) Lin, President and Chief Executive Officer of Applied Optoelectronics, Inc. (the “Company”), and Stefan J. Murry, Chief Financial Officer and Senior Vice President of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2022, to which this Certification is attached as Exhibit 32.1 (the “Quarterly Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In Witness Whereof, the undersigned have set their hands hereto as of the 4th day of August 2022.

/s/ CHIH-HSIANG (THOMPSON) LIN	/s/ STEFAN J. MURRY
CHIH-HSIANG (THOMPSON) LIN	STEFAN J. MURRY
President and Chief Executive Officer	Chief Financial Officer

This certification accompanies the Quarterly Report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Applied Optoelectronics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report), irrespective of any general incorporation language contained in such filing.