

SONIC FOUNDRY INC  
Form 10-Q  
May 01, 2012  
Table of Contents

**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 March 31, 2012

OR

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

Commission File Number 000-30407

**SONIC FOUNDRY, INC.**

(Exact name of registrant as specified in its charter)

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**MARYLAND**  
(State or other jurisdiction of  
incorporation or organization)  
**222 West Washington Ave, Madison, WI 53703**  
(Address of principal executive offices)  
**(608) 443-1600**  
(Registrant's telephone number including area code)

**39-1783372**  
(I.R.S. Employer  
Identification No.)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (see definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's common equity as of the last practicable date:

Class	Outstanding
Common Stock, \$0.01 par value	April 26, 2012 3,853,180

**Table of Contents**

**TABLE OF CONTENTS**

	<b>PAGE NO.</b>
<b><i>PART I</i></b>	
<b><i>FINANCIAL INFORMATION</i></b>	
Item 1.	
<u>Condensed Consolidated Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets (Unaudited) March 31, 2012 and September 30, 2011</u>	3
<u>Condensed Consolidated Statements of Operations (Unaudited) Three and six months ended March 31, 2012 and 2011</u>	4
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) Three and six months ended March 31, 2012 and 2011</u>	5
<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>	6
Item 2.	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
Item 3.	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	24
Item 4.	
<u>Controls and Procedures</u>	24
<b><i>PART II</i></b>	
<b><i>OTHER INFORMATION</i></b>	
Item 1A.	
<u>Risk Factors</u>	25
Item 6.	
<u>Exhibits</u>	26
<u>Signatures</u>	28

**Table of Contents****Item 1****Sonic Foundry, Inc.****Condensed Consolidated Balance Sheets****(in thousands, except for share data)****(Unaudited)**

	March 31, 2012	September 30, 2011
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 4,400	\$ 5,515
Accounts receivable, net of allowances of \$85 and \$90	4,518	5,799
Inventories	1,166	536
Prepaid expenses and other current assets	921	740
<b>Total current assets</b>	<b>11,005</b>	<b>12,590</b>
Property and equipment:		
Leasehold improvements	1,728	980
Computer equipment	3,971	3,586
Furniture and fixtures	766	461
<b>Total property and equipment</b>	<b>6,465</b>	<b>5,027</b>
Less accumulated depreciation and amortization	3,777	3,391
<b>Net property and equipment</b>	<b>2,688</b>	<b>1,636</b>
Other assets:		
Goodwill	7,576	7,576
Other intangibles, net of amortization of \$170 and \$137	5	38
<b>Total assets</b>	<b>\$ 21,274</b>	<b>\$ 21,840</b>
<b>Liabilities and stockholders equity</b>		
Current liabilities:		
Revolving line of credit	\$	\$
Accounts payable	1,136	1,373
Accrued liabilities	861	1,073
Accrued severance	199	528
Unearned revenue	4,779	5,547
Current portion of capital lease obligation	92	89
Current portion of notes payable	699	897
<b>Total current liabilities</b>	<b>7,766</b>	<b>9,507</b>
Long-term portion of unearned revenue	359	471
Long-term portion of capital lease obligation	130	177
Long-term portion of notes payable	1,099	694
Leasehold improvement liability	576	

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Deferred tax liability	1,850	1,730
Total liabilities	11,780	12,579
Stockholders' equity:		
Preferred stock, \$.01 par value, authorized 500,000 shares; none issued		
5% preferred stock, Series B, voting, cumulative, convertible, \$.01 par value (liquidation preference at par), authorized 1,000,000 shares, none issued		
Common stock, \$.01 par value, authorized 10,000,000 shares; 3,865,896 and 3,845,531 shares issued and 3,853,180 and 3,832,815 shares outstanding	39	38
Additional paid-in capital	188,871	188,339
Accumulated deficit	(179,221)	(178,921)
Receivable for common stock issued	(26)	(26)
Treasury stock, at cost, 12,716 shares	(169)	(169)
Total stockholders' equity	9,494	9,261
<b>Total liabilities and stockholders' equity</b>	<b>\$ 21,274</b>	<b>\$ 21,840</b>

See accompanying notes to the condensed consolidated financial statements

**Table of Contents****Sonic Foundry, Inc.****Condensed Consolidated Statements of Operations****(in thousands, except for share and per share data)****(Unaudited)**

	Three Months Ended March 31,		Six Months Ended March 31,	
	2012	2011	2012	2011
<b>Revenue:</b>				
Product	\$ 2,617	\$ 2,631	\$ 5,216	\$ 5,475
Services	3,250	2,839	6,750	5,864
Other	61	55	147	116
<b>Total revenue</b>	<b>5,928</b>	<b>5,525</b>	<b>12,113</b>	<b>11,455</b>
<b>Cost of revenue:</b>				
Product	1,354	1,291	2,616	2,641
Services	290	364	706	683
<b>Total cost of revenue</b>	<b>1,644</b>	<b>1,655</b>	<b>3,322</b>	<b>3,324</b>
<b>Gross margin</b>	<b>4,284</b>	<b>3,870</b>	<b>8,791</b>	<b>8,131</b>
<b>Operating expenses:</b>				
Selling and marketing	2,704	2,443	5,477	4,905
General and administrative	650	717	1,475	1,336
Product development	962	862	1,944	1,696
<b>Total operating expenses</b>	<b>4,316</b>	<b>4,022</b>	<b>8,896</b>	<b>7,937</b>
<b>Income (loss) from operations</b>	<b>(32)</b>	<b>(152)</b>	<b>(105)</b>	<b>194</b>
Other expense, net	(23)	(60)	(75)	(123)
Income (loss) before income taxes	(55)	(212)	(180)	71
Provision for income taxes	(60)	(60)	(120)	(120)
<b>Net loss</b>	<b>\$ (115)</b>	<b>\$ (272)</b>	<b>\$ (300)</b>	<b>\$ (49)</b>
<b>Net loss per common share:</b>				
basic	\$ (0.03)	\$ (0.07)	\$ (0.08)	\$ (0.01)
diluted	\$ (0.03)	\$ (0.07)	\$ (0.08)	\$ (0.01)
Weighted average common shares				
basic	3,852,664	3,732,996	3,846,251	3,693,444
diluted	3,852,664	3,732,996	3,846,251	3,693,444

See accompanying notes to the condensed consolidated financial statements



**Table of Contents****Sonic Foundry, Inc.****Condensed Consolidated Statements of Cash Flows****(in thousands)****(Unaudited)**

	<b>Six months ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Operating activities</b>		
Net loss	\$ (300)	\$ (49)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of other intangibles	33	25
Amortization of debt discount	32	32
Depreciation and amortization of property and equipment	386	331
Deferred taxes	120	120
Stock-based compensation expense related to stock options	415	370
Provision for doubtful accounts	(5)	(15)
Changes in operating assets and liabilities:		
Accounts receivable	1,286	1,319
Inventories	(630)	(328)
Prepaid expenses and other current assets	(181)	(194)
Accounts payable and accrued liabilities	(778)	(599)
Other long-term liabilities	(37)	(43)
Unearned revenue	(880)	(749)
Net cash provided by (used in) operating activities	(539)	220
<b>Investing activities</b>		
Purchases of property and equipment	(825)	(266)
Net cash used in investing activities	(825)	(266)
<b>Financing activities</b>		
Proceeds from notes payable	1,200	
Payments on notes payable	(1,025)	(169)
Proceeds from exercise of common stock options and warrants	55	1,033
Proceeds from issuance of common stock	63	32
Payments on capital lease obligations	(44)	
Net cash provided by financing activities	249	896
Net increase (decrease) in cash and cash equivalents	(1,115)	850
Cash and cash equivalents at beginning of period	5,515	3,358
Cash and cash equivalents at end of period	\$ 4,400	\$ 4,208
<b>Non-cash transactions:</b>		
Property and equipment financed by accrued liabilities and other long-term liabilities	\$ 613	\$
See accompanying notes to the condensed consolidated financial statements		





**Table of Contents**

**Sonic Foundry, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**March 31, 2012**

**(Unaudited)**

**1. Basis of Presentation and Significant Accounting Policies**

Sonic Foundry, Inc. (the Company) is in the business of providing enterprise solutions and services for the web communications market.

***Interim Financial Data***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of adjustments of a normal and recurring nature) considered necessary for fair presentation of the results of operations have been included. Operating results for the three and six month periods ended March 31, 2012 are not necessarily indicative of the results that might be expected for the year ending September 30, 2012.

The condensed consolidated balance sheet at September 30, 2011 has been derived from audited financial statements at that date, but does not include all of the information and disclosures required by GAAP. For a more complete discussion of accounting policies and certain other information, refer to the Company s annual report filed on Form 10-K for the fiscal year ended September 30, 2011.

***Revenue Recognition***

**General**

Revenue is recognized when persuasive evidence of an arrangement exists, delivery occurs or services are rendered, the sales price is fixed and determinable and collectability is reasonably assured. Revenue is deferred when undelivered products or services are essential to the functionality of delivered products, customer acceptance is uncertain, significant obligations remain, or the fair value of undelivered elements is unknown. The Company does not offer customers the right to return product, other than for exchange or repair pursuant to a warranty or stock rotation. The Company s policy is to reduce revenue when it incurs an obligation for price rebates or other such programs during the period the obligation and sale occurs. The following policies apply to the Company s major categories of revenue transactions.

**Products**

Products are considered delivered, and revenue is recognized, when title and risk of loss have been transferred to the customer. Under the terms and conditions of the sale, this occurs at the time of shipment to the customer. Product revenue currently represents sales of our Mediasite recorder and Mediasite related products such as our server software.

**Services**

The Company sells support and content hosting contracts to their customers, typically one year in length and records the related revenue ratably over the contractual period. Support contracts cover phone and electronic technical support availability over and above the level provided by our distributors, software upgrades on a when and if available basis, advance hardware replacement and an extension of the standard hardware warranty from 90 days to one year. The manufacturer the Company contracts with to build the units provides a limited one-year warranty on the hardware. The Company also sells installation, training, event webcasting, and customer content hosting services. Revenue for those services is recognized when performed in the case of installation, training and event webcasting services. Service amounts invoiced to customers in excess of revenue recognized are recorded as deferred revenue until the revenue recognition criteria are met.

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**Table of Contents**

Revenue Arrangements that Include Multiple Elements

The Company has historically applied the software revenue recognition rules as prescribed by Accounting Standards Codification (ASC) Subtopic 985-605. In October 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) Number 2009-14, *Certain Revenue Arrangements That Include Software Elements*, which amended ASC Subtopic 985-605. This ASU removes tangible products containing software components and non-software components that function together to deliver the product's essential functionality from the scope of the software revenue recognition rules. In the case of the Company's hardware products with embedded software, the Company has determined that the hardware and software components function together to deliver the product's essential functionality, and therefore, the revenue from the sale of these products no longer falls within the scope of the software revenue recognition rules. Revenue from the sale of software-only products remains within the scope of the software revenue recognition rules. Installation, training, and post customer support no longer fall within the scope of the software revenue recognition rules, except when they are sold with and relate to a software-only product. Revenue recognition for products that no longer fall under the scope of the software revenue recognition rules is similar to that for other tangible products. ASU Number 2009-13, *Multiple-Deliverable Revenue Arrangements*, which amended ASC Topic 605 and was also issued in October 2009, is applicable for multiple-deliverable revenue arrangements. ASU 2009-13 allows companies to allocate revenue in a multiple-deliverable arrangement in a manner that better reflects the transaction's economics. ASU 2009-13 and 2009-14 were adopted and are effective for revenue arrangements entered into or materially modified beginning in the Company's fiscal year 2011.

Under the software revenue recognition rules, the fee from a multiple-deliverable arrangement is allocated to each of the undelivered elements based upon vendor-specific objective evidence (VSOE), which is limited to the price charged when the same deliverable is sold separately, with the residual value from the arrangement allocated to the delivered element. The portion of the fee that is allocated to each deliverable is then recognized as revenue when the criteria for revenue recognition are met with respect to that deliverable. If VSOE does not exist for all of the undelivered elements, then all revenue from the arrangement is typically deferred until all elements have been delivered to the customer. All revenue arrangements, with the exception of hosting contracts, entered into prior to October 1, 2010 and the sale of all software-only products and associated services have been accounted for under this guidance.

Under the revenue recognition rules for tangible products as amended by ASU 2009-13, the fee from a multiple-deliverable arrangement is allocated to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. A delivered item that does not qualify as a separate unit of accounting is combined with the other undelivered items in the arrangement and revenue is recognized for those combined deliverables as a single unit of accounting. The selling price used for each deliverable is based upon VSOE if available, third-party evidence (TPE) if VSOE is not available, and best estimate of selling price (ESP) if neither VSOE nor TPE are available. TPE is the price of the Company's or any competitor's largely interchangeable products or services in stand-alone sales to similarly situated customers. ESP is the price at which the Company would sell the deliverable if it were sold regularly on a stand-alone basis, considering market conditions and entity-specific factors. All revenue arrangements negotiated after September 30, 2010, excluding the sale of all software-only products and associated services, have been accounted for under this guidance.

The selling prices used in the relative selling price allocation method are as follows: (1) the Company's products and services are based upon VSOE and (2) hardware products with embedded software, for which VSOE does not exist, are based upon ESP. The Company does not believe TPE exists for any of these products and services because they are differentiated from competing products and services in terms of functionality and performance and there are no competing products or services that are largely interchangeable. Management establishes ESP for hardware products with embedded software using a cost plus margin approach with consideration for market conditions, such as the impact of competition and geographic considerations, and entity-specific factors, such as the cost of the product and the Company's profit objectives. Management believes that ESP is reflective of reasonable pricing of that deliverable as if priced on a stand-alone basis. When a sales transaction includes deliverables that are divided

## **Table of Contents**

between ASC Topic 605 and ASC Subtopic 985-605, the Company allocates the selling price using the relative selling price method whereas value is allocated using an ESP for software developed using a percent of list price approach. The other deliverables are valued using ESP or VSOE as previously discussed.

While the pricing model, currently in use, captures all critical variables, unforeseen changes due to external market forces may result in a revision of the inputs. These modifications may result in the consideration allocation differing from the one presently in use. Absent a significant change in the pricing inputs or the way in which the industry structures its deals, future changes in the pricing model are not expected to materially affect our allocation of arrangement consideration.

Management has established VSOE for hosting services. Billings for hosting are spread ratably over the term of the hosting agreement, with the typical hosting agreement having a term of 12 months, with renewal on an annual basis. The Company sells most hosting contracts without the inclusion of products. When the hosting arrangement is sold in conjunction with product, the product revenue is recognized immediately while the remaining hosting revenue is spread ratably over the term of the hosting agreement. The selling price is allocated between these elements using the relative selling price method. The Company uses ESP for development of the selling price for hardware products with embedded software.

The Company also offers hosting services bundled with events services. The Company uses VSOE to establish relative selling prices for its events services. The Company recognizes events revenue when the event takes place and recognizes the hosting revenue over the term of the hosting agreement. The total amount of the arrangement is allocated to each element based on the relative selling price method.

### Reserves

The Company records reserves for stock rotations, price adjustments, rebates, and sales incentives to reduce revenue and accounts receivable for these and other credits granted to customers. Such reserves are recorded at the time of sale and are calculated based on historical information (such as rates of product stock rotations) and the specific terms of sales programs, taking into account any other known information about likely customer behavior. If actual customer behavior differs from our expectations, additional reserves may be required. Also, if the Company determines that it can no longer accurately estimate amounts for stock rotations and sales incentives, the Company would not be able to recognize revenue until resellers sell the inventory to the final end user.

### Shipping and Handling

The Company's shipping and handling costs billed to customers are included in other revenue. Costs related to shipping and handling are included in cost of revenue and are recorded at the time of shipment to the customer.

### *Concentration of Credit Risk and Other Risks and Uncertainties*

The Company's cash and cash equivalents are deposited with two major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses on such amounts and believes that it is not exposed to any significant credit risk on these balances.

We assess the realization of our receivables by performing ongoing credit evaluations of our customers' financial condition. Through these evaluations, we may become aware of a situation where a customer may not be able to meet its financial obligations due to deterioration of its financial viability, credit ratings or bankruptcy. Our reserve requirements are based on the best facts available to us and are reevaluated and adjusted as additional information is received. Our reserves are also based on amounts determined by using percentages applied to certain aged receivable categories. These percentages are determined by a variety of factors including, but not limited to, current economic trends, historical payment and bad debt write-off experience. Allowance for doubtful accounts for accounts receivable was \$85,000 as of March 31, 2012 and \$90,000 at September 30, 2011.

**Table of Contents****Cash and Cash Equivalents**

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

**Inventory Valuation**

Inventory consists of raw materials and supplies used in the assembly of Mediasite recorders and finished units. Inventory of completed units and spare parts are carried at the lower of cost or market, with cost determined on a first-in, first-out basis. Inventory consists of the following (in thousands):

	March 31, 2012	September 30, 2011
Raw materials and supplies	\$ 299	\$ 232
Finished goods	867	304
	\$ 1,166	\$ 536

**Stock Based Compensation**

The Company uses a lattice valuation model to account for all employee stock options granted. The lattice valuation model is a more flexible analysis to value options because of its ability to incorporate inputs that change over time, such as actual exercise behavior of option holders. The Company uses historical data to estimate the option exercise and employee departure behavior in the lattice valuation model. Expected volatility is based on historical volatility of the Company's stock. The Company considers all employees to have similar exercise behavior and therefore has not identified separate homogenous groups for valuation. The expected term of options granted is derived from the output of the option pricing model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods the options are expected to be outstanding is based on the U.S. Treasury yields in effect at the time of grant. Forfeitures are based on actual behavior patterns.

The fair value of each option grant is estimated using the assumptions in the following table:

	Six months ended March 31,	
	2012	2011
Expected life	4.8 years	4.4 - 4.6 years
Risk-free interest rate	.4%	0.7% - 1.4%
Expected volatility	56.9%-64.0%	74.9%-83.0%
Expected forfeiture rate	12.2%	15.4%-17.7%
Expected exercise factor	1.34-1.35	1.15-1.29
Expected dividend yield	0%	0%

A summary of option activity as of March 31, 2012 and changes during the six months then ended is presented below:

	Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Period
Outstanding at October 1, 2011	785,547	\$ 11.52	6.5
Granted	163,750	9.30	9.7
Exercised	(10,533)	5.15	6.5

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Forfeited	(55,709)	9.43	1.7
Outstanding at March 31, 2012	883,055	10.49	5.6
Exercisable at March 31, 2012	537,453	11.63	5.7

**Table of Contents**

A summary of the status of the Company's non-vested shares and changes during the six month period ended March 31, 2012 is presented below:

<u>Non-vested Shares</u>	Shares	2012	
		Weighted-Average Grant Date	Fair Value
Non-vested at October 1, 2011	249,879	\$	5.05
Granted	163,750		3.59
Vested	(59,993)		4.52
Forfeited	(8,034)		4.33
Non-vested at March 31, 2012	345,602	\$	4.46

The weighted average grant date fair value of options granted during the six months ended March 31, 2012 was \$3.59. As of March 31, 2012, there was \$1.0 million of total unrecognized compensation cost related to non-vested stock-based compensation, including \$410 thousand of estimated forfeitures. The cost is expected to be recognized over a weighted-average remaining life of 2.1 years.

Stock-based compensation recorded in the three month period ended March 31, 2012 of \$183 thousand was allocated \$119 thousand to selling and marketing expenses, \$11 thousand to general and administrative expenses, and \$53 thousand to product development expenses. Stock-based compensation recorded in the six month period ended March 31, 2012 of \$415 thousand was allocated \$276 thousand to selling and marketing expenses, \$25 thousand to general and administrative expenses, and \$114 thousand to product development expenses. Cash received from exercises under all stock option plans and warrants for the three and six month periods ended March 31, 2012 was \$3 thousand and \$55 thousand, respectively. Cash received from exercises under all stock option plans and warrants for the three and six month periods ended March 31, 2011 was \$659 thousand and \$1.03 million, respectively. There were no tax benefits realized for tax deductions from option exercises in either of the six month periods ended March 31, 2012 or 2011. The Company currently expects to satisfy share-based awards with registered shares available to be issued.

The Company also has an Employee Stock Purchase Plan (Purchase Plan) under which an aggregate of 100,000 common shares may be issued. The Shareholders approved an amendment to increase the number of shares of common stock subject to the plan from 50,000 to 100,000 at the Company's annual meeting in March 2011. All employees who have completed 90 days of employment with the Company on the first day of each offering period and customarily work twenty hours per week or more are eligible to participate in the Purchase Plan. An employee who, after the grant of an option to purchase, would hold common stock and/or hold outstanding options to purchase stock possessing 5% or more of the total combined voting power or value of the Company will not be eligible to participate. Eligible employees may make contributions through payroll deductions of up to 10% of their compensation. No participant in the Purchase Plan is permitted to purchase common stock under the Purchase Plan if such option would permit his or her rights to purchase stock under the Purchase Plan to accrue at a rate that exceeds \$25,000 of the fair market value of such shares, or that exceeds 1,000 shares, for each calendar year. The Company makes a bi-annual offering to eligible employees of options to purchase shares of common stock under the Purchase Plan on the first trading day of January and July. Each offering period is for a period of six months from the date of the offering, and each eligible employee as of the date of offering is entitled to purchase shares of common stock at a purchase price equal to the lower of 85% of the fair market value of common stock on the first or last trading day of the offering period. A total of 40,586 shares are available to be issued under the plan. There were 9,832 shares purchased by employees for the six month offering ended December 31, 2011 which were issued in January 2012. The Company recorded stock compensation expense under this plan for the three and six month periods ended March 31, 2012 of \$9 thousand and \$15 thousand, respectively.

**Table of Contents****Per share computation**

Basic and diluted net income (loss) per share information for all periods is presented under the requirements of FASB ASC 260-10. Basic earnings (loss) per share has been computed using the weighted-average number of shares of common stock outstanding during the period, less shares that may be repurchased, and excludes any dilutive effects of options and warrants. In periods where the Company reports net income, diluted net income per share is computed using common equivalent shares related to outstanding options and warrants to purchase common stock. The numerator for the calculation of basic and diluted earnings per share is net income (loss). The following table sets forth the computation of basic and diluted weighted average shares used in the earnings per share calculations:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>March 31,</b>		<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Denominator</b>				
Denominator for basic earnings per share weighted average common shares	3,852,664	3,732,996	3,846,251	3,693,444
Effect of dilutive options and warrants (treasury method)				
Denominator for diluted earnings per share adjusted weighted average common shares	3,852,664	3,732,996	3,846,251	3,693,444
Options and warrants outstanding during each period, but not included in the computation of diluted earnings per share because they are antidilutive	883,805	793,485	883,805	793,485

**New Accounting Pronouncements**

In December 2010, the FASB issued ASU 2010-28, *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts*. ASU 2010-28 modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts by requiring an entity to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. This update was effective for fiscal years beginning after December 15, 2010. The Company's adoption of ASU 2010-28 did not have a material impact on its consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs*, which amends ASC 820. This update clarifies the existing guidance and amends the wording used to describe many of the requirements in US GAAP for measuring fair value and for disclosing information about fair value measurements. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with prospective application required. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment*. The amendments in this ASU permit an entity to first assess qualitative factors related to goodwill to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's consolidated financial statements upon adoption.



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**Table of Contents**

**2. Related Party Transactions**

During the three and six month periods ended March 31, 2012, the Company incurred fees of \$54 thousand and \$109 thousand, respectively, to a law firm, a partner of which is a director and stockholder of the Company. The Company incurred similar fees of \$69 thousand and \$117 thousand, respectively, during the three and six month periods ended March 31, 2011. The Company had accrued liabilities for unbilled services of \$62 thousand at March 31, 2012 and \$50 thousand at September 30, 2011, respectively, to the same law firm.

During the three and six month periods ended March 31, 2012, the Company recorded Mediasite product and customer support billings of \$286 thousand and \$618 thousand, respectively, to Mediasite KK, a Japanese reseller in which the Company has an equity interest. The Company recorded billings of \$222 thousand and \$432 thousand, respectively, in the three and six month periods ended March 31, 2011. Mediasite KK owed the Company \$221 thousand at March 31, 2012 and \$241 thousand at September 30, 2011. The Company accounts for its investment in Mediasite KK under the equity method. The recorded value of this investment as of March 31, 2012 and September 30, 2011 is zero.

As of March 31, 2012 and September 30, 2011, the Company had a loan outstanding to an executive totaling \$26 thousand. This loan is collateralized by Company stock.

**3. Commitments**

***Inventory Purchase Commitments***

The Company enters into unconditional purchase commitments on a regular basis for the supply of Mediasite product. At March 31, 2012, the Company has an obligation to purchase \$962 thousand of Mediasite product, which is not recorded on the Company's Condensed Consolidated Balance Sheet.

***Operating Leases***

In November 2011, the Company occupied office space related to a lease agreement entered into on June 28, 2011. The lease term is from November 2011 through October 2018. The lease includes a tenant improvement allowance of \$613 thousand that was recorded as a leasehold improvement liability and is being amortized as a credit to rent expense on a straight-line basis over the lease term. At March 31, 2012, the unamortized balance is \$576 thousand.

**4. Borrowing Arrangements**

***Silicon Valley Bank***

On June 16, 2008, the Company and its wholly-owned subsidiary, Sonic Foundry Media Systems, Inc. (collectively, the Companies) entered into an Amended and Restated Loan and Security Agreement (the Amended Loan Agreement) with Silicon Valley Bank (Silicon Valley Bank) providing for a credit facility in the form of a \$3,000,000 secured revolving line of credit and a \$1,000,000 term loan. The ability to borrow up to the maximum \$3,000,000 amount of the revolving line of credit is determined by applying an applicable percentage to eligible accounts receivable, which, is reduced by, among other things, a reserve. Prior to the First Amendment, discussed below, the reserve was equal to the balance of the term loan when EBITDA, as defined, would have been less than \$200,000 during the preceding six month period. Prior to the Second Amended Agreement, discussed below, the revolving line of credit accrued interest at a per annum rate equal to the following: (i) during such period that Sonic Foundry maintained an Adjusted Quick Ratio (as defined) of greater than 2.00 to 1.00, the greater of one percentage point (1.0%) above Silicon Valley Bank's prime rate, or seven percent (7.0%); or (ii) during such period that Sonic Foundry maintained an Adjusted Quick Ratio equal to or less than 2.00 to 1.00, the greater of one and one-half percent (1.5%) above Silicon Valley Bank's prime rate, or seven and one-half percent (7.5%). Under the Amended Loan Agreement and the Second Amended Agreement, the outstanding term loan will continue to accrue interest at

**Table of Contents**

a per annum rate equal to the greater of (i) one percentage point (1.0%) above Silicon Valley's prime rate; or (ii) eight and three quarters percent (8.75%). Prior to the First Amendment, the maturity of both the term loan and the revolving line of credit was June 1, 2010. At the maturity date all outstanding borrowings and any unpaid interest thereon must be repaid, and all outstanding letters of credit must be cash collateralized. Principal on the term loan is to be repaid in thirty-six (36) monthly installments, and prior to the First Amendment as defined below, was to be repaid in full on May 1, 2010.

On April 14, 2009, the Companies executed the First Amendment to the Amended Loan Agreement with Silicon Valley Bank (the "First Amendment"). The First Amendment, among other things, a) refinanced the \$361,111 outstanding balance of the Term Loan with a new "Term Loan 2" in the amount of \$1,000,000, due in 36 equal monthly installments of principal and interest; b) continued to require a reserve under the Revolving Line for the balance of the term loan unless, for three (3) consecutive monthly periods, the ratio of EBITDA to Debt Service, in each case for the three (3) month period then ending is greater than or equal to 1.25 to 1.00; c) modified the minimum requirements under the EBITDA covenant, but maintained a provision to override such covenant if the Company maintains a minimum Adjusted Quick Ratio of 1.75 to 1.00; and d) extended the maturity date of the Revolving Line to October 1, 2011 and the Term Loan 2 to April 1, 2012. The First Amendment also required the Company to continue to maintain certain of their depository, operating and securities accounts with Silicon Valley Bank, and to continue to comply with certain other restrictive loan covenants, including covenants limiting the Companies' ability to dispose of assets, make acquisitions, be acquired, incur indebtedness, grant liens, make investments, pay dividends, and repurchase stock.

On June 27, 2011, the Companies executed the Second Amended and Restated Loan and Security Agreement with Silicon Valley Bank (the "Second Amended Agreement"). Under the Second Amended Agreement, the revolving line of credit will continue to have a maximum principal amount of \$3,000,000. Interest will accrue on the revolving line of credit at the per annum rate of one percent (1.0%) above the Prime Rate (as defined), provided that Sonic Foundry maintains an Adjusted Quick Ratio (as defined) of greater than 2.0 to 1.0, or one-and-one half percent (1.5%) above the Prime Rate, if Sonic Foundry does not maintain an Adjusted Quick Ratio of greater than 2.0 to 1.0. The Second Amended Agreement does not provide for a minimum interest rate on the revolving loan. The Second Amended Agreement also provides for an increase in the advance rate on domestic receivables from 75% to 80%, and extends the facility maturity date to October 1, 2013. Under the Second Amended Agreement, the existing term loan will continue to accrue interest at a per annum rate equal to the greater of (i) one percentage point (1.0%) above Silicon Valley Bank's prime rate; or (ii) eight and three quarters percent (8.75%). In addition, a new term loan can be issued in multiple draws provided that the total term loan from Silicon Valley Bank shall not exceed \$2,000,000 and provided further that total term debt shall not exceed \$2,400,000. Under the Second Amended Agreement, any new draws on the term loan will accrue interest at a per annum rate equal to the Prime Rate plus three and three quarters percent (3.75%). The Second Amended Agreement does not provide for a minimum interest rate on the new term loan. Each draw on the new term loan will be amortized over a 36-month period. All draws on the term loan must be made within ten (10) months of June 27, 2011. The Second Amended Agreement also requires Sonic Foundry to continue to comply with certain financial covenants, including covenants to maintain an Adjusted Quick Ratio (as defined) of at least 1.75 to 1.00 and Debt Service Coverage Ratio of at least 1.25 to 1.00, the latter of which will be waived if certain funds are reserved.

At March 31, 2012, a balance of \$1.8 million was outstanding on the term loans with Silicon Valley Bank and no balance was outstanding on the revolving line of credit. At March 31, 2012, there was \$1 million available under this credit facility for advances. At March 31, 2012, the Company was in compliance with all covenants in the Second Amended Agreement.

The Second Amended Agreement contains events of default that include, among others, non-payment of principal or interest, inaccuracy of any representation or warranty, violation of covenants, bankruptcy and insolvency events, material judgments, cross defaults to certain other indebtedness, and material adverse changes. The occurrence of an event of default could result in the acceleration of the Companies' obligations under the Second Amended Agreement.

Pursuant to the Second Amended Agreement, the Companies pledged as collateral to Silicon Valley Bank substantially all non-intellectual property business assets. The Companies also entered into an Intellectual Property Security Agreement with respect to intellectual property assets.

## **Table of Contents**

### ***Partners for Growth***

On March 5, 2010, the Companies executed a \$1,250,000 Loan and Security Agreement (the *Term Loan*) and a \$750,000 Revolving Loan and Security Agreement (the *Revolving Loan*) with Partners for Growth II, L.P. (*PFG*), (collectively the *Agreements*).

On June 28, 2011, the Companies entered into a Consent and Modification No. 1 to Loan and Security Agreement (*Consent and Modification Agreement*) with PFG. Under the Consent and Modification Agreement, PFG consented to the Companies incurring additional indebtedness to Silicon Valley Bank, provided that total outstanding term indebtedness owed to PFG and Silicon Valley Bank does not exceed \$1,900,000.

The Term Loan accrued interest at 11.75% per annum with principal due in 36 equal monthly payments of \$34,722 beginning April 1, 2011 and continuing through March 1, 2014. In October 2011, the Company paid the remaining balance of the Term Loan in full.

### **5. Income Taxes**

The Company is subject to taxation in the U.S. and various state jurisdictions. All of the Company's tax years are subject to examination by the U.S. and state tax authorities due to the carryforward of unutilized net operating losses.

Deferred income taxes are provided for temporary differences between financial reporting and income tax basis of assets and liabilities, and are measured using currently enacted tax rates and laws. Deferred income taxes also arise from the future benefits of net operating loss carryforwards. A valuation allowance equal to 100% of the net deferred tax assets has been recognized due to uncertainty regarding future realization.

Beginning with an acquisition in fiscal year 2002, the Company has amortized Goodwill for tax purposes over a 15 year life. Goodwill is not amortized for book purposes.

The difference between the book and tax balance of Goodwill creates a Deferred Tax Liability and an annual tax expense. Because of the long term nature of the goodwill timing difference, tax planning strategies cannot be applied related to the Deferred Tax Liability. The balance of the Deferred Tax Liability at March 31, 2012 was \$1.85 million and at September 30, 2011 was \$1.73 million.

The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accruals for interest and penalties on the Company's Condensed Consolidated Balance Sheets at September 30, 2011 or March 31, 2012, and has not recognized any interest or penalties in the Condensed Consolidated Statements of Operations for the three and six month periods ended March 31, 2012 or 2011. The Company's tax rate differs from the expected tax rate each reporting period as a result of the aforementioned items.

**Table of Contents**

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Risks and Uncertainties**

The following discussion of the consolidated financial position and results of operations of the Company should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Form 10-Q and the Company's annual report filed on Form 10-K for the fiscal year ended September 30, 2011. In addition to historical information, this discussion contains forward-looking statements such as statements of the Company's expectations, plans, objectives and beliefs. These statements use such words as may, will, expect, anticipate, believe, plan, and other similar terminology.

Actual results could differ materially from expectations due to changes in the market acceptance of our products, competition, market introduction or product development delays; all of which would impact our strategy to develop a network of inside regional sales managers and distribution partners that target customer opportunities for multi-unit and repeat purchases. If the Company does not achieve multi-unit and repeat purchases, our business will be harmed.

Our future success will continue to depend upon our ability to develop new products, product enhancements or service offerings that address the future needs of our target markets and to respond to these changing standards and practices. The success of new products, product enhancements or service offerings depends on several factors, including the timely completion, quality and market acceptance of the product, enhancement or service. Our revenue could be reduced if we do not timely develop innovative new products, product enhancements or service offerings which address the needs of our customers or prospective customers or if our current or future competitors develop such new products, product enhancements or service offerings more timely or do so in a way that causes our customers or prospective customers to buy our competitors products instead of our products.

Uncertainty about current global economic conditions poses a risk as businesses, educational institutions and state governments are likely to postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values. Most of our customers and potential customers are public colleges, universities, schools and other education providers who depend substantially on government funding in order to purchase products and services such as the Company provides. Many state governments are under substantial budget constraints and will likely reduce spending for education providers, without Federal government support. Proposed federal government support for education may not be approved or, if approved, may not succeed in eliminating reductions in spending for our products and services.

In response to global economic conditions, many manufacturers and distributors have reduced the level of inventory they maintain as well as their staff levels. As a result, many components, including some of which the Company requires to build its products, are in short supply and have lengthening lead times for delivery. While we believe there are multiple sources of supply for our products and the component parts required to build them, even a short term disruption of supply of component parts or completed products near the end of a quarter would have a negative impact on our revenues. As a result of the foregoing, we may not be able to meet demand for our products, which could negatively affect revenues in the quarter of the disruption or longer depending upon the magnitude of the event, and could harm our reputation.

Other factors that may impact actual results include: our ability to effectively integrate acquired businesses, length of time necessary to close on sales leads to multi-unit purchasers, our ability to service existing accounts, global and local business conditions, legislation and governmental regulations, competition, our ability to effectively maintain and update our product portfolio, shifts in technology, political or economic instability in local markets, and currency and exchange rate fluctuations, as well as other issues which may be identified from time to time in Sonic Foundry's Securities and Exchange Commission filings and other public announcements.

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## **Table of Contents**

### **Overview**

Sonic Foundry, Inc. is a technology leader in the emerging web communications marketplace, providing enterprise solutions and services that link an information-driven world. The Company's principal product line, Mediasite®, is a web communication and content management system that automatically and cost-effectively webcasts lectures and presentations. Trusted by Fortune 500 companies, top education institutions and Federal, state and local government agencies for a variety of critical communication needs, Mediasite is the leading one-to-many multimedia communication solution for capturing knowledge and sharing it online.

### **New Accounting Pronouncements**

In December 2010, FASB issued ASU 2010-28, "When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts". ASU 2010-28 modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts by requiring an entity to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. This update was effective for fiscal years beginning after December 15, 2010. The Company's adoption of ASU 2010-28 did not have a material impact on its consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs", which amends ASC 820. This update clarifies the existing guidance and amends the wording used to describe many of the requirements in US GAAP for measuring fair value and for disclosing information about fair value measurements. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with prospective application required. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08, "Testing Goodwill for Impairment". The amendments in this ASU permit an entity to first assess qualitative factors related to goodwill to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's financial statements upon adoption.

### **Critical Accounting Policies**

We have identified the following as critical accounting policies to our Company and have discussed the development, selection of estimates and the disclosure regarding them with the audit committee of the board of directors:

- Revenue recognition, allowance for doubtful accounts and reserves;
- Impairment of long-lived assets;
- Valuation allowance for net deferred tax assets; and
- Accounting for stock-based compensation.

#### *Revenue Recognition, Allowance for Doubtful Accounts and Reserves*

##### *General*

Revenue is recognized when persuasive evidence of an arrangement exists, delivery occurs or services are rendered, the sales price is fixed or determinable and collectability is reasonably assured. Revenue is deferred when undelivered products or services are essential to the functionality of delivered products, customer acceptance is uncertain, significant obligations remain, or the fair value of undelivered elements is unknown. The Company does



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## **Table of Contents**

not offer customers the right to return product, other than for exchange or repair pursuant to a warranty or stock rotation. The Company's policy is to reduce revenue if it incurs an obligation for price rebates or other such programs during the period the obligation is reasonably estimated to occur. The following policies apply to the Company's major categories of revenue transactions.

### *Products*

Products are considered delivered, and revenue is recognized, when title and risk of loss have been transferred to the customer. Under the terms and conditions of the sale, this occurs at the time of shipment to the customer. Product revenue currently represents sales of our Mediasite recorders and Mediasite related products such as server software revenue.

### *Services*

The Company sells support and content hosting contracts to our customers, typically one year in length, and records the related revenue ratably over the contractual period. Our support contracts cover phone and electronic technical support availability over and above the level provided by our distribution partners, software upgrades on a when and if available basis, advance hardware replacement and an extension of the standard hardware warranty from 90 days to one year. The manufacturers we contract with to build the units provide a limited one-year warranty on the hardware. We also sell installation, training, event webcasting, and customer content hosting services. Revenue for those services is recognized when performed in the case of installation, training and event webcasting services. Service amounts invoiced to customers in excess of revenue recognized are recorded as deferred revenue until the revenue recognition criteria are met.

### *Revenue Arrangements that Include Multiple Elements*

The Company has historically applied the software revenue recognition rules as prescribed by Accounting Standards Codification (ASC) Subtopic 985-605. In October 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) Number 2009-14, *Certain Revenue Arrangements That Include Software Elements*, which amended ASC Subtopic 985-605. This ASU removes tangible products containing software components and non-software components that function together to deliver the product's essential functionality from the scope of the software revenue recognition rules. In the case of the Company's hardware products with embedded software, the Company has determined that the hardware and software components function together to deliver the product's essential functionality, and therefore, the revenue from the sale of these products no longer falls within the scope of the software revenue recognition rules. Revenue from the sale of software-only products remains within the scope of the software revenue recognition rules. Installation, training, and post customer support no longer fall within the scope of the software revenue recognition rules, except when they are sold with and relate to a software-only product. Revenue recognition for products that no longer fall under the scope of the software revenue recognition rules is similar to that for other tangible products. ASU Number 2009-13, *Multiple-Deliverable Revenue Arrangements*, which amended ASC Topic 605 and was also issued in October 2009, is applicable for multiple-deliverable revenue arrangements. ASU 2009-13 allows companies to allocate revenue in a multiple-deliverable arrangement in a manner that better reflects the transaction's economics. ASU 2009-13 and 2009-14 were adopted and are effective for revenue arrangements entered into or materially modified beginning in the Company's fiscal year 2011.

Under the software revenue recognition rules, the fee from a multiple-deliverable arrangement is allocated to each of the undelivered elements based upon vendor-specific objective evidence (VSOE), which is limited to the price charged when the same deliverable is sold separately, with the residual value from the arrangement allocated to the delivered element. The portion of the fee that is allocated to each deliverable is then recognized as revenue when the criteria for revenue recognition are met with respect to that deliverable. If VSOE does not exist for all of the undelivered elements, then all revenue from the arrangement is typically deferred until all elements have been delivered to the customer. All revenue arrangements, with the exception of hosting contracts, entered into prior to October 1, 2010 and the sale of all software-only products and associated services have been accounted for under this guidance.

## **Table of Contents**

Under the revenue recognition rules for tangible products as amended by ASU 2009-13, the fee from a multiple-deliverable arrangement is allocated to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. A delivered item that does not qualify as a separate unit of accounting is combined with the other undelivered items in the arrangement and revenue is recognized for those combined deliverables as a single unit of accounting. The selling price used for each deliverable is based upon VSOE if available, third-party evidence (TPE) if VSOE is not available, and best estimate of selling price (ESP) if neither VSOE nor TPE are available. TPE is the price of the Company's or any competitor's largely interchangeable products or services in stand-alone sales to similarly situated customers. ESP is the price at which the Company would sell the deliverable if it were sold regularly on a stand-alone basis, considering market conditions and entity-specific factors. All revenue arrangements negotiated after September 30, 2010, excluding the sale of all software-only products and associated services, have been accounted for under this guidance.

The selling prices used in the relative selling price allocation method are as follows: (1) the Company's products and services are based upon VSOE and (2) hardware products with embedded software, for which VSOE does not exist, are based upon ESP. The Company does not believe TPE exists for any of these products and services because they are differentiated from competing products and services in terms of functionality and performance and there are no competing products or services that are largely interchangeable. Management establishes ESP for hardware products with embedded software using a cost plus margin approach with consideration for market conditions, such as the impact of competition and geographic considerations, and entity-specific factors, such as the cost of the product and the Company's profit objectives. Management believes that ESP is reflective of reasonable pricing of that deliverable as if priced on a stand-alone basis. When a sales transaction includes deliverables that are divided between ASC Topic 605 and ASC Subtopic 985-605, the Company allocates the selling price using the relative selling price method whereas value is allocated using an ESP for software developed using a percent of list price approach. The other deliverables are valued using ESP or VSOE as previously discussed.

While the pricing model, currently in use, captures all critical variables, unforeseen changes due to external market forces may result in a revision of the inputs. These modifications may result in the consideration allocation differing from the one presently in use. Absent a significant change in the pricing inputs or the way in which the industry structures its deals, future changes in the pricing model are not expected to materially affect our allocation of arrangement consideration.

Management has established VSOE for hosting services. Billings for hosting are spread ratably over the term of the hosting agreement, with the typical hosting agreement having a term of 12 months, with renewal on an annual basis. The Company sells most hosting contracts without the inclusion of products. When the hosting arrangement is sold in conjunction with product, the product revenue is recognized immediately while the remaining hosting revenue is spread ratably over the term of the hosting agreement. The selling price is allocated between these elements using the relative selling price method. The Company uses ESP for development of the selling price for hardware products with embedded software.

The Company also offers hosting services bundled with events services. The Company uses VSOE to establish relative selling prices for its events services. The Company recognizes events revenue when the event takes place and recognizes the hosting revenue over the term of the hosting agreement. The total amount of the arrangement is allocated to each element based on the relative selling price method.

### *Reserves*

We record reserves for stock rotations, price adjustments, rebates, and sales incentives to reduce revenue and accounts receivable for these and other credits we may grant to customers. Such reserves are recorded at the time of sale and are calculated based on historical information (such as rates of product stock rotations) and the specific terms of sales programs, taking into account any other known information about likely customer behavior. If actual customer behavior differs from our expectations, additional reserves may be required. Also, if we determine that we can no longer accurately estimate amounts for stock rotations and sales incentives, we would not be able to recognize revenue until the customers exercise their rights, or such rights lapse, whichever is later.



## **Table of Contents**

### *Credit Evaluation and Allowance for Doubtful Accounts*

We assess the realization of our receivables by performing ongoing credit evaluations of our customers' financial condition. Through these evaluations, we may become aware of a situation where a customer may not be able to meet its financial obligations due to deterioration of its financial viability, credit ratings or bankruptcy. Our reserve requirements are based on the best facts available to us and are reevaluated and adjusted as additional information is received. Our reserves are also based on amounts determined by using percentages applied to certain aged receivable categories. These percentages are determined by a variety of factors including, but not limited to, current economic trends, historical payment and bad debt write-off experience. Allowance for doubtful accounts for accounts receivable was \$85,000 at March 31, 2012 and \$90,000 at September 30, 2011.

### *Impairment of long-lived assets*

We assess the impairment of goodwill on an annual basis or whenever events or changes in circumstances indicate that the fair value of these assets is less than the carrying value.

If we determine that the fair value of goodwill is less than its carrying value, based upon the annual test or the existence of one or more indicators of impairment, we would then measure impairment based on a comparison of the implied fair value of goodwill with the carrying amount of goodwill. To the extent the carrying amount of goodwill is greater than the implied fair value of goodwill, we would record an impairment charge for the difference.

We evaluate all of our long-lived assets, including intangible assets other than goodwill, for impairment in accordance with the provisions of FASB ASC 360-10. Long-lived assets and intangible assets other than goodwill are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable based on expected undiscounted cash flows attributable to that asset.

### *Valuation allowance for net deferred tax assets*

Deferred income taxes are provided for temporary differences between financial reporting and income tax basis of assets and liabilities, and are measured using currently enacted tax rates and laws. Deferred income taxes also arise from the future benefits of net operating loss carryforwards. A valuation allowance equal to 100% of the net deferred tax assets has been recognized due to uncertainty regarding future realization.

### *Accounting for stock-based compensation*

The Company uses a lattice valuation model to account for all stock options granted. The lattice valuation model provides a flexible analysis to value options because of its ability to incorporate inputs that change over time, such as actual exercise behavior of option holders. The Company uses historical data to estimate the option exercise and employee departure behavior in the lattice valuation model. Expected volatility is based on historical volatility of the Company's stock. The Company considers all employees to have similar exercise behavior and therefore has not identified separate homogenous groups for valuation. The expected term of options granted is derived from the output of the option pricing model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods the options are expected to be outstanding is based on the U.S. Treasury yields in effect at the time of grant. Forfeitures are based on actual behavior patterns.

## **Results of Continuing Operations**

### **Revenue**

Revenue from our business include the sale of Mediasite recorders and server software products and related services contracts, such as customer support, installation, training, content hosting and event services. We market our products to educational institutions, corporations and government agencies that need to deploy, manage, index and distribute video content on Internet-based networks. We reach both our domestic and international markets through reseller networks, a direct sales effort and partnerships with system integrators.

**Table of Contents***Q2-2012 compared to Q2-2011*

Revenue in Q2-2012 increased \$403 thousand, or 7% from Q2-2011 revenue of \$5.5 million to \$5.9 million. Revenue consisted of the following:

Product revenue from sale of Mediasite recorder units and server software was \$2.6 million in Q2-2012 and in Q2-2011.

	Q2-2012	Q2-2011
Recorders sold	249	227
Rack to mobile ratio	1.3 to 1	1.5 to 1
Average sales price, excluding service (000 s)	\$ 9.4	\$ 10.2

Services revenue represents the portion of fees charged for Mediasite customer support contracts amortized over the length of the contract, typically 12 months, as well as training, installation, event and content hosting services. Services revenue increased from \$2.8 million in Q2-2011 to \$3.3 million in Q2-2012 primarily due to an increase in event services billings as well as an increase in customer support contracts on Mediasite recorder units. At March 31, 2012, \$5.1 million of revenue was deferred, of which we expect to recognize \$4.8 million in the next twelve months, including approximately \$2.2 million in the quarter ending June 30, 2012.

Other revenue relates to freight charges billed separately to our customers.

*YTD-2012 (six months) compared to YTD-2011 (six months)*

Revenues for YTD-2012 totaled \$12.1 million compared to YTD-2011 revenues of \$11.5 million. Revenues included the following:

\$5.2 million product revenue from the sale of 491 Mediasite recorders and software versus \$5.5 million from the sale of 516 Mediasite recorders and software in 2011. The product revenue decrease relates to a decrease in recorders sold to domestic higher education customers and an increase in discounted upgrade recorders sold to customers whose product had reached the end of hardware warranty eligibility.

\$6.8 million from Mediasite customer support contracts, installation, training, event and hosting services versus \$5.9 million in 2011. Services revenue increased primarily due to an increase in event services billings as well as an increase in customer support contracts on Mediasite recorder units.

**Gross Margin***Q2-2012 compared to Q2-2011*

Gross margin for Q2-2012 was \$4.3 million or 72% of revenue compared to Q2-2011 of \$3.9 million or 70%. Gross margin increased due to operational efficiencies in recorder and services costs and a decrease in direct and outsourced event labor costs with lower markups for services which the Company does not provide, such as closed captioning. These improvements were partially offset by a greater volume of discounted upgrade units for customers whose product had reached the end of hardware warranty eligibility and by an increase in high definition material cost. The significant components of cost of revenue include:

Material and freight costs for the Mediasite recorders. Costs for Q2-2012 Mediasite recorder hardware and other costs totaled \$1.1 million, along with \$82 thousand of freight costs, and \$193 thousand of labor and allocated costs compared to Q2-2011 Mediasite

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recorder costs of \$974 thousand for hardware and other costs, \$117 thousand for freight and \$206 thousand of labor and allocated costs.

Services costs. Staff wages and other costs allocated to cost of service revenue were \$290 thousand in Q2-2012 and \$364 thousand in Q2-2011, resulting in gross margin on services of 91% in Q2-2012 and 87% in Q2-2011.

*YTD-2012 (six months) compared to YTD-2011 (six months)*

Gross margin for YTD-2012 was \$8.8 million or 73% of revenue compared to YTD-2011 of \$8.1 million or 71%. Gross margin increased due to operational efficiencies in recorder and services costs and a decrease in direct and outsourced event labor costs with lower markups for services which the Company does not provide, such as closed

## **Table of Contents**

captioning. These improvements were partially offset by a greater volume of discounted upgrade units for customers whose product had reached the end of hardware warranty eligibility and by an increase in high definition material cost. The significant components of cost of revenue include:

Material and freight costs for the Mediasite recorders. Costs for YTD-2012 Mediasite recorder hardware and other costs totaled \$2.0 million, along with \$190 thousand of freight costs, and \$435 thousand of labor and allocated costs compared to YTD-2011 Mediasite recorder costs of \$2.0 million for hardware and other costs, \$195 thousand for freight and \$410 thousand of labor and allocated costs.

Services costs. Staff wages and other costs allocated to cost of service revenue were \$706 thousand in YTD-2012 and \$683 thousand in YTD-2011, resulting in gross margin on services of 90% in YTD-2012 and 88% in YTD-2011.

### **Operating Expenses**

#### **Selling and Marketing Expenses**

Selling and marketing expenses include wages and commissions for sales, marketing and business development personnel, print advertising and various promotional expenses for our products. Timing of these costs may vary greatly depending on introduction of new products and services or entrance into new markets, or participation in major tradeshow.

#### ***Q2-2012 compared to Q2-2011***

Selling and marketing expenses increased \$261 thousand or 11% from \$2.4 million in Q2-2011 to \$2.7 million in Q2-2012. Differences in the major categories include:

Increased salary, incentive compensation and benefits of \$129 thousand due to slightly higher staff levels.

Tradeshows and travel increased by \$73 thousand.

Costs allocated from General and Administrative increased by \$64 thousand primarily as a result of higher compensation and depreciation expense.

#### ***YTD-2012 compared to YTD-2011***

Selling and marketing expenses increased \$572 thousand or 12% from \$4.9 million in YTD-2011 to \$5.5 million in YTD-2012. YTD increases in the major categories include:

YTD-2012 salary, incentive compensation and benefits increased \$181 thousand from YTD-2011 due to slightly higher staff levels in 2012 and an increase in sales and related commission compensation compared to 2011.

YTD-2012 facilities expense allocated to selling and marketing increased by \$161 thousand from YTD-2011 primarily due to higher stock and other compensation expense and depreciation expense.

YTD-2012 tradeshow and travel expense increased by \$252 thousand from YTD-2011.

We anticipate selling and marketing headcount to remain consistent throughout the remainder of the fiscal year.

**General and Administrative Expenses**

General and administrative ( G&A ) expenses consist of personnel and related costs associated with the facilities, finance, legal, human resource and information technology departments, as well as other expenses not fully allocated to functional areas.

*Q2-2012 compared to Q2-2011*

G&A expenses decreased \$67 thousand or 9% over the prior period from \$717 thousand in Q2-2011 to \$650 thousand in Q2-2012. Major components of the change included:

## **Table of Contents**

Increased compensation and benefits of \$63 thousand, primarily related to an increase in headcount.

Professional services decrease of \$24 thousand, partially due to timing of certain accounting and director fees which were partially offset by increased investor relations services.

Decrease in bad debt expense of \$91 thousand, primarily due to a decrease in the allowance for doubtful accounts.  
*YTD-2012 compared to YTD-2011*

G&A increased \$139 thousand or 10% from \$1.3 million in YTD-2011 to \$1.5 million in YTD-2012. YTD increases in the major categories include:

The increase is primarily due to an increase in compensation and benefits of \$103 thousand.

Professional services increase of \$39 thousand, partially due to timing of certain accounting and director fees as well as an increase in investor relations services.

We anticipate general and administrative headcount to remain the same during the remainder of the fiscal year.

## **Product Development Expenses**

Product development expenses include salaries and wages of the software research and development staff and an allocation of benefits, facility and administrative expenses.

### *Q2-2012 compared to Q2-2011*

Product development expenses increased \$100 thousand, or 12% from \$862 thousand in Q2-2011 to \$962 thousand in Q2-2012 resulting primarily from an increase in compensation and benefits of \$63 thousand related primarily to an increase in headcount. Costs allocated from General and Administrative increased by \$33 thousand primarily as a result of higher compensation and depreciation expense.

### *YTD-2012 compared to YTD-2011*

Product development expenses increased \$248 thousand, or 15% from \$1.7 million in YTD-2011 to \$1.9 million in YTD-2012. YTD increases in the major categories include:

Increase in compensation and benefits of \$167 thousand related to an increase in headcount and performance related incentive compensation.

Costs allocated from General and Administrative increased by \$49 thousand primarily as a result of higher stock and other compensation expense and depreciation expense.

We anticipate product development headcount to slightly increase through the remainder of the fiscal year. We do not anticipate that any fiscal 2012 software development efforts will qualify for capitalization.

## **Other Expense, Net**

Other expense primarily consists of interest costs related to outstanding debt and amortization of a debt discount. Other income is primarily interest income from overnight investment vehicles.

**Liquidity and Capital Resources**

Cash used in operating activities was \$(539) thousand in YTD-2012 compared to cash provided by operating activities in YTD-2011 of \$220 thousand, a decrease of \$759 thousand. Cash used in YTD-2012 decreased partly due to a \$(251) thousand change in net loss, from a net loss of \$(49) thousand in YTD-2011 to a net loss of \$(300) thousand in YTD-2012. Working capital and other changes included the positive effects of a \$1.3 million decrease in accounts receivable, \$415 thousand of stock based compensation, and \$386 thousand of depreciation expense. These were more than offset by the negative effects of decreases in accounts payable and accrued liabilities of \$778 thousand, a decrease in unearned revenue of \$880 thousand and an increase in inventory of \$630 thousand. In YTD-

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**Table of Contents**

2011, working capital and other changes included the negative effects of a \$599 thousand decrease in accounts payable and accrued liabilities, a \$749 thousand decrease in unearned revenue and an increase in inventory of \$328 thousand. These were more than offset by the positive effects of a decrease in accounts receivable of \$1.3 million, \$331 thousand of depreciation expense and \$370 thousand of stock based compensation.

Cash used in investing activities was \$825 thousand in YTD-2012 compared to a use of \$266 thousand in YTD-2011 for the purchase of property and equipment.

Cash provided by financing activities was \$249 thousand in YTD-2012 compared to \$896 thousand in YTD-2011. Cash provided in YTD-2012 was due primarily to \$1.2 million from proceeds from notes payable, \$55 thousand proceeds from exercise of common stock options and \$63 thousand proceeds from issuance of common stock. This was mostly offset by \$1.1 million of cash used for payments on notes payable and capital leases. The payments on notes payable during YTD-2012 include an additional payment of \$607 thousand to pay the remaining balance of the note payable to PFG in full and before its maturity due to its relative high interest rate. Cash provided in YTD-2011 was primarily due to \$1.0 million of proceeds from exercise of common stock options. This was partially offset by \$169 thousand of cash used for payments on notes payable.

The Company believes its cash position is adequate to accomplish its business plan through at least the next twelve months. We will likely evaluate operating or capital lease opportunities to finance equipment purchases in the future and anticipate utilizing the Company's revolving line of credit to support working capital needs. We may also seek additional equity financing, or issue additional shares previously registered in our available shelf registration, although we currently have no plans to do so.

On June 27, 2011, the Companies executed the Second Amended and Restated Loan and Security Agreement with Silicon Valley Bank (the Second Amended Agreement). Under the Second Amended Agreement, the revolving line of credit will continue to have a maximum principal amount of \$3,000,000. Interest will accrue on the revolving line of credit at the per annum rate of one percent (1.0%) above the Prime Rate (as defined), provided that Sonic Foundry maintains an Adjusted Quick Ratio (as defined) of greater than 2.0 to 1.0, or one-and-one half percent (1.5%) above the Prime Rate, if Sonic Foundry does not maintain an Adjusted Quick Ratio of greater than 2.0 to 1.0. The Second Amended Agreement does not provide for a minimum interest rate on the revolving loan. The Second Amended Agreement also provides for an increase in the advance rate on domestic receivables from 75% to 80%, and extends the facility maturity date to October 1, 2013. Under the Second Amended Agreement, the existing term loan will continue to accrue interest at a per annum rate equal to the greater of (i) one percentage point (1.0%) above Silicon Valley Bank's prime rate; or (ii) eight and three quarters percent (8.75%). In addition, a new term loan can be issued in multiple draws provided that the total term loan from Silicon Valley Bank shall not exceed \$2,000,000 and provided further that total term debt shall not exceed \$2,400,000. Under the Second Amended Agreement, any new draws on the term loan will accrue interest at a per annum rate equal to the Prime Rate plus three and three quarters percent (3.75%). The Second Amended Agreement does not provide for a minimum interest rate on the new term loan. Each draw on the new term loan will be amortized over a 36-month period. All draws on the term loan must be made within ten (10) months of June 27, 2011. The Second Amended Agreement also requires Sonic Foundry to continue to comply with certain financial covenants, including covenants to maintain an Adjusted Quick Ratio (as defined) of at least 1.75 to 1.00 and Debt Service Coverage Ratio of at least 1.25 to 1.00, the latter of which will be waived if certain funds are reserved.

At March 31, 2012, a balance of \$1.8 million was outstanding on the term loans with Silicon Valley Bank and no balance was outstanding on the revolving line of credit. At March 31, 2012, there was \$1 million available under this credit facility for advances. At March 31, 2012 the Company was in compliance with all covenants in the Second Amended Agreement.

The Company enters into unconditional purchase commitments on a regular basis for the supply of Mediasite product. At March 31, 2012, the Company has an obligation to purchase \$962 thousand of Mediasite product, which is not recorded on the Company's Condensed Consolidated Balance Sheet.



**Table of Contents**

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Derivative Financial Instruments**

We are not party to any derivative financial instruments or other financial instruments for which the fair value disclosure would be required under FASB ASC-815-10. Our cash equivalents consist of overnight investments in money market funds that are carried at fair value. Accordingly, we believe that the market risk of such investments is minimal.

**Interest Rate Risk**

Our cash equivalents, which consist of overnight money market funds, are subject to interest rate fluctuations, however, we believe this risk is minimal due to the short-term nature of these investments.

At March 31, 2012, all of our \$1.8 million of debt outstanding is variable rate. We do not expect that an increase in the level of interest rates would have a material impact on our Consolidated Financial Statements. We monitor our positions with, and the credit quality of, the financial institutions that are party to any of our financial transactions.

**Foreign Currency Exchange Rate Risk**

All international sales of our products are denominated in US dollars.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Based on evaluations at March 31, 2012, our principal executive officer and principal financial officer, with the participation of our management team, have concluded that our disclosure controls and procedures (as defined in Rules 13a-15 (e) and 15d-15 (e) under the Securities Exchange Act) are effective. Disclosure controls and procedures ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that material information relating to the Company is accumulated and communicated to management, including our principal executive officer and our principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

**Changes in Internal Controls**

During the period covered by this quarterly report on Form 10-Q, the Company has not made any changes to its internal control over financial reporting (as referred to in Paragraph 4(b) of the Certifications of the Company's principal executive officer and principal financial officer included as exhibits to this report) that have materially affected, or are reasonably likely to affect the Company's internal control over financial reporting.

**Table of Contents**

**PART II**

**OTHER INFORMATION**

**ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in our Form 10-K for the fiscal year ended September 30, 2011 filed with the SEC.

**Table of Contents**

**ITEM 6. EXHIBITS**

NUMBER	DESCRIPTION
3.1	Articles of Amendment of Amended and Restated Articles of Incorporation, effective November 16, 2009, Amended and Restated Articles of Incorporation, effective January 26, 1998, and Articles of Amendment, effective April 9, 2000, filed as Exhibit No. 3.1 to the Annual Report on Form 10-K for the year ended September 30, 2009, and hereby incorporated by reference.
3.2	Amended and Restated By-Laws of the Registrant, filed as Exhibit No. 3.1 to the Form 8-K filed on October 11, 2011, and hereby incorporated by reference.
10.1*	Amended and Restated Employment Agreement between Registrant and Gary Weis dated as of September 30, 2011, filed as Exhibit 10.1 to the Form 8-K filed on October 4, 2011, and hereby incorporated by reference.
10.2*	Employment Agreement between Registrant and Rimas Buinevicius dated as of March 31, 2011, filed as Exhibit 10.1 to the form 8-K on April 4, 2011, and hereby incorporated by reference.
10.3*	Employment Agreement between Registrant and Gary Weis dated as of March 31, 2011, filed as Exhibit 10.2 to the Form 8-K filed on April 4, 2011, and hereby incorporated by reference.
10.4*	Consulting Agreement between Registrant and Monty R. Schmidt dated as of March 31, 2011, filed as Exhibit 10.3 to the Form 8-K filed on April 4, 2011, and hereby incorporated by reference.
10.5*	Registrant's Amended 1999 Non-Qualified Plan, filed as Exhibit 4.1 to Form S-8 on December 21, 2001, and hereby incorporated by reference.
10.6	Intellectual Property Security Agreement dated May 2, 2007, between Sonic Foundry, Inc. and Silicon Valley Bank filed as Exhibit 10.2 to the Form 8-K on May 7, 2007, and hereby incorporated by reference.
10.7	Intellectual Property Security Agreement dated May 2, 2007, between Sonic Foundry Media Systems, Inc. and Silicon Valley Bank filed as Exhibit 10.3 to Form 8-K on May 7, 2007, and hereby incorporated by reference.
10.8*	Employment Agreement dated October 31, 2007 between Sonic Foundry, Inc. and Kenneth A. Minor, filed as Exhibit 10.1 to the Form 8-K filed on November 2, 2007, and hereby incorporated by reference.
10.9	Amended and Restated Loan and Security Agreement dated June 16, 2008 and entered into as of June 16, 2008 among registrant, Sonic Foundry Media Services, Inc. and Silicon Valley Bank, filed as Exhibit 10.1 to the Form 8-K filed on June 20, 2008, and hereby incorporated by reference.
10.10*	Employment Agreement dated August 4, 2008 between Sonic Foundry, Inc. and Robert M. Lipps, filed as Exhibit 10.1 to the Form 8-K filed on August 6, 2008, and hereby incorporated by reference.
10.11	First Amendment to the Amended and Restated Loan and Security Agreement executed as of April 14, 2009 and effective as of April 1, 2009, among registrant, Sonic Foundry Media Systems, Inc. and Silicon Valley Bank, filed as Exhibit 10.1 to the Form 8-K filed on April 15, 2009, and hereby incorporated by reference.

**Table of Contents**

10.12\* Registrant's 1995 Stock Option Plan, as amended, filed as Exhibit No. 4.1 to the Registration Statement on Form S-8 on September 8, 2000, and hereby incorporated by reference.

10.13\* Registrant's 2008 Non-Employee Directors' Stock Option Plan, as amended filed herewith.

10.14\* Registrant's 2008 Employee Stock Purchase Plan filed as Exhibit C to Form 14A filed on January 28, 2008, and hereby incorporated by reference.

10.15\* Registrant's 2009 Stock Incentive Plan, as amended filed herewith.

10.16 Loan and Security Agreement executed as of March 5, 2010 among registrant, Sonic Foundry Media Systems, Inc., and Partners for Growth II, L.P., filed as Exhibit 10.1 to the Form 8-K filed on March 10, 2010, and hereby incorporated by reference.

10.17 Revolving Loan and Security Agreement executed as of March 5, 2010 among Registrant, Sonic Foundry Media Systems, Inc., and Partners for Growth II, L.P., filed as Exhibit 10.2 to the Form 8-K filed on March 10, 2010, and hereby incorporated by reference.

10.18 Warrant Purchase Agreement executed as of March 5, 2010 among registrant and Partners for Growth II, L.P., filed as Exhibit 10.3 to the Form 8-K filed on March 10, 2010, and hereby incorporated by reference.

10.19 Warrant executed as of March 5, 2010 among Registrant and Partners for Growth II, L.P., filed as Exhibit 10.4 to the Form 8-K filed on March 10, 2010, and hereby incorporated by reference.

10.20 Lease Agreement between Registrant, as tenant, and West Washington Associates, LLC as landlord, dated June 28, 2011, filed as Exhibit 10.1 to the Form 8-K filed on July 1, 2011, and hereby incorporated by reference.

10.21 Second Amended and Restated Loan and Security Agreement dated June 27, 2011 among Registrant, Sonic Foundry Media Systems, Inc. and Silicon Valley Bank, filed as Exhibit 10.2 to the Form 8-K filed on July 1, 2011, and hereby incorporated by reference.

10.22 Consent and Modification No. 1 to Loan and Security Agreement entered into as of June 28, 2011, among Partners for Growth II, L.P., Registrant and Sonic Foundry Media Systems, Inc. filed as Exhibit 10.3 to the Form 8-K filed on July 1, 2011, and hereby incorporated by reference.

31.1 Section 302 Certification of Chief Executive Officer

31.2 Section 302 Certification of Chief Financial Officer, Chief Accounting Officer and Secretary

32 Section 906 Certification of Chief Executive Officer and Chief Financial Officer, Chief Accounting Officer and Secretary

101 The following materials from the Sonic Foundry, Inc. Form 10-Q for the quarter ended March 31, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows and (iv) related notes, tagged as blocks of text.  
Registrant will furnish upon request to the Securities and Exchange Commission a copy of all exhibits, annexes and schedules attached to each contract referenced in item 10.

\* Compensatory Plan or Arrangement

**Table of Contents**

***SIGNATURES***

Pursuant to the requirement 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.

**Sonic Foundry, Inc.**

(Registrant)

May 1, 2012

By: /s/ Gary R. Weis  
Gary R. Weis  
Chief Executive Officer

May 1, 2012

By: /s/ Kenneth A. Minor  
Kenneth A. Minor  
Chief Financial Officer, Chief Accounting  
Officer and Secretary