Risk Factors Comparison 2023-06-06 to 2022-06-08 Form: 10-K

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Before investing in any of our securities, you should carefully consider the risks and uncertainties described below, together with all other information in this Annual Report. The risks and uncertainties described below could materially and adversely affect our business, operating results, **revenue,** financial condition, liquidity, **market share** or competitive position, and consequently, the value of our securities ~~. The material adverse effects include, but are not limited to, our potential inability to grow our revenue or market share at the pace that they have grown historically or at all, our revenue, market share, stock price, and market capitalization fluctuating on a quarterly and annual basis, our history of losses continuing or our failure to become profitable, our inability to achieve the revenue and net income (loss) guidance that we provide, and the risk of harm to our reputation and brand~~ . Risks Related to Our Supply Chain **, Customers** and Sales Strategy Cost increases, supply disruptions, or raw material shortages, including **in** single source components, could harm our business. We have and may continue to experience cost increases or ~~sustained~~ supply interruptions in raw materials and components necessary for our products **, as well as** ~~. We also have and may continue to experience~~ increased freight charges and reduced capacity from our freight forwarders. Any such increases or interruptions could materially negatively impact our business, prospects, financial condition and operating results, including delays in manufacturing and shipments of our products and **in some cases, result in** canceled orders. While we have implemented price increases intended to offset rising costs, we cannot provide assurance that these increases will have the desired effects on our business model in the expected timeframe. We outsource our component supply, manufacturing, and service repair operations to third parties. Our business, financial condition, and operating results could face material adverse impacts if we cannot obtain parts, products, and services in a cost effective and timely manner that meets our customers' expectations. Many aspects of our supply chain and operational results are dependent on the performance of third- party business partners, including contract manufacturers, service providers, and product integrators. We face a number of risks as a result of these relationships, any or all of which could have a material adverse effect on our business and harm our operating results and financial condition. Sole source of product supply In many cases, our business partners **are** ~~may be~~ the sole source of supply for the products or parts they manufacture, or the services they provide to us, and we ~~may~~ **do** not have executed long- term purchase agreements with these partners. Our reliance on a limited number of suppliers and the lack of any guaranteed sources of supply exposes us to several risks, including: • the inability to obtain an adequate supply of key components; • price volatility for the components of our products; • failure of a supplier to meet our quality or production requirements; • failure of a supplier of key components to remain in business or adjust to market conditions; and • consolidation among suppliers, resulting in some suppliers exiting the industry, discontinuing the manufacture of components or increasing the price of components. We cannot assure investors that we will be able to obtain a sufficient supply of these key components or that their costs will not increase. If our component supply is disrupted or delayed, or if we need to replace our existing suppliers or redesign a product to accept different components, we cannot guarantee that additional components will be available when required, on terms that are favorable to us, or at reasonable prices, which could extend our lead times and increase our component costs. Cost and purchase commitments and processes We may not be able to control the costs of products or services we obtain from our business partners. We provide a customer demand forecast used to procure inventory to build our products. We could be responsible for the financial impact from any forecast reduction or product mix shift relative to materials already purchased under a prior forecast, including the cost of finished goods in excess of current customer demand or for excess or obsolete inventory. In some cases **,** we may retain the responsibility to purchase component inventory to support third- party manufacturing activities, which presents a number of risks that could materially and adversely affect our financial condition. For instance, as part of our component planning, we may place orders with or pay certain suppliers for components in advance of receiving customer purchase orders. We may occasionally enter into large orders with vendors to ensure that we have sufficient components for our products to meet anticipated customer demand. It is possible that we could experience a design or manufacturing flaw that could delay or even prevent the production of the components for which we previously committed to pay. In addition, in order to reduce manufacturing lead times and plan for adequate component supply, from time to time we may issue non- cancelable and non- returnable component or product orders. Our inventory management systems and related supply chain visibility tools may be inadequate to enable us to make accurate forecasts and effectively manage our component and product supply. If we ultimately determine that we have excess supply, we may have to reduce our prices and write down or write off excess or obsolete inventory. Alternatively, insufficient supply levels may lead to shortages resulting in delayed or lost revenue or reduced product margins. We could experience operating losses based on any of these conditions. We also maintain service parts inventories to satisfy future warranty obligations and to earn service revenue by providing enhanced and extended technical support and product service during and beyond the warranty period. We estimate service parts inventory needs based on historical usage and forecasts of future warranty and service contract requirements, including estimates of failure rates, costs to repair, and out of warranty revenue. Given the significant levels of judgment inherently involved in the process, we cannot provide assurance that we will be able to maintain service parts inventories appropriate to satisfy customer needs or to avoid inventory purchases that later prove to be unnecessary. If we are unable to maintain appropriate levels of service parts inventories, our business, financial condition and results of operations may be materially and adversely impacted. Although we have contracts for most of our third- party repair service vendors, the contract period may not be the same as the underlying customer service contract. In such cases, we face risks that the third- party service provider may increase the cost of providing services in later periods already under contract to our customers at a fixed price. Financial condition and stability Our third-party business partners may suffer adverse financial or operating results or be negatively impacted by economic conditions. We may face interrupted component, product, or service supply as a result of financial or other volatility affecting our supply chain. As a result, we could suffer production downtime or increased costs to procure alternate products or services. Quality and supplier conduct We have limited control over the quality of products and components produced and services provided by our third- party business partners and their supply chains. The quality of the products, parts or services may not be acceptable to our customers and could result in customer dissatisfaction, lost revenue, and increased warranty costs. In addition, we have limited control over the manner in which our business partners conduct their business. We may face negative consequences or publicity as a result of a third- party' s failure to comply with applicable compliance, trade, environmental, or employment regulations. As a result of our global manufacturing and sales operations, we are subject to a variety of risks related to our business outside of the U. S., any of which could, individually or in the aggregate, have a material adverse effect on our business. A significant portion of our manufacturing, sales, and supply chain operations occur in countries other than the U. S. We utilize third- party business partners to engineer, produce, sell, and fulfill orders for our products, several of which have operations located in foreign countries including China, Hungary, India, Japan, Malaysia, Singapore, Mexico, the Philippines, Thailand, and Ukraine. Because of these operations, we are subject to a number of risks in addition to those already described, including: • increasing import and export duties and value- added taxes, or trade regulation changes that could erode our profit margins or delay or restrict our ability to transport our products; • war, military conflict, and ~~geo- political~~ **geopolitical** unrest **, including the war between Russia and Ukraine,** may affect our engineering and support teams outside the U. S. and their ability to perform as well as our sales and services delivery with sanctioned entities and countries ~~.~~ **;** • reduced or limited protection of our intellectual property; • difficulty complying with multiple and potentially conflicting regulatory requirements and practices, including laws governing corporate conduct outside the U. S., such as the Foreign Corrupt Practices Act, United Kingdom Bribery Act, and similar regulations; • commercial laws that favor local businesses and cultural differences that affect how we conduct business; • differing technology standards or customer requirements; • exposure to economic uncertainty and fluctuations including inflation, adverse movement of foreign currencies against the U. S. dollar (the currency in which we report our results), restrictions on transferring funds between countries, and continuing sovereign debt risks; • fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure at important geographic points for our products and shipments; • inflexible employee contracts and employment laws that may make it difficult to terminate or change the compensation structure for employees in the event of business downturns; • difficulties attracting and recruiting employees and wage inflation in highly competitive markets; • political instability, military, social and infrastructure risks, especially in emerging or developing economies ~~, including the war between Russia and Ukraine~~ ; • political or nationalist sentiment impacting global trade, including the willingness of non- U. S. consumers to purchase goods or services from U. S. corporations; • natural disasters, including earthquakes, flooding, typhoons and tsunamis; and • pandemics and epidemics ~~, including the impact of COVID- 19~~ , and varying and potentially inconsistent governmental restrictions on the operation of businesses, travel and other restrictions. Any or all of these risks could have a material adverse effect on our business. We rely on indirect sales channels to market and sell our branded products. The loss of or deterioration in our relationship with one or more of our resellers or distributors, or our inability to establish new indirect sales channels to drive growth of our branded revenue, could negatively affect our operating results. We sell most of our branded products to distributors, value added resellers, and direct market resellers, who in turn sell our products to end users. We use different distribution channel partners in different countries and regions in the world. The success of these sales channels is hard to predict, particularly over time, and we have no purchase commitments or long- term orders from them that assure us of any baseline sales. Several of our channel partners carry competing product lines they may promote over ours. A channel partner might discontinue our products or fail to effectively market them, and each partner determines the type and amount of our products that it will purchase and the price at which it sells to end users. Establishing new indirect sales channels is an important part of our strategy to drive growth of our branded revenue. Our results of operations could be adversely affected by any number of factors related to our channel partners, including: • ~~A~~ **a** change in competitive strategy that adversely affects a partner' s willingness or ability to distribute our products; • ~~The~~ **the** reduction, delay, or cancellation of orders or the return of significant products volume; • ~~Our~~ **our** inability to gain traction in developing new indirect sales channels for our branded products, or the loss of one or more existing partners; or • ~~Changes~~ **changes** in requirements or programs that allow our products to be sold by third parties to government or other customers. Because we rely heavily on channel partners to market and sell our products, if one or more of them were to experience a significant deterioration in its financial condition or its relationship with us, this could disrupt our product distribution and reduce our revenue, which could materially and adversely affect our business, financial condition, and operating results. We heavily utilize channel partners to perform the functions necessary to market and sell our products in certain product and geographic segments. To fulfill this role, partners must maintain an acceptable level of financial stability, creditworthiness, and the ability to successfully manage business relationships with the customers they serve directly. If partners are unable to perform in an acceptable manner, we may be required to reduce sales to the partner or terminate the relationship. We may also incur financial losses for product returns from partners or for the failure or refusal of distributors to pay obligations owed to us. Either scenario could result in fewer of our products being available to the affected market segments, reduced levels of customer satisfaction and increased expenses, which could in turn have a material and adverse impact on our business, results of operations and financial condition. A certain percentage of our sales are to a few customers, some of which are also competitors, and these customers generally have no minimum or long- term purchase commitments. The loss of, or a significant reduction in demand from, one or more key customers could materially and adversely affect our business, financial condition and results of operations. Our product sales have been and continue to be concentrated among a small number of channel partners, direct end- users, and original equipment manufacturers. We sell to many end- user customers and channel partners on purchase orders, not under the terms of a binding long- term procurement agreement. Accordingly, they generally are not obligated to purchase any minimum product volume, and our relationships with them are terminable at will. In addition, recently we have focused our direct- sales business on the largest users of hierarchical storage architectures, the so-called " Hyper- scalers "; there are very few of these extremely large storage customers, but their order activity has a significant impact on our results from quarter to quarter. Some of our tape and disk products are incorporated into larger storage systems or solutions that are marketed and sold to end users by third parties. Because of this, we may have limited market access to those end users, limiting our ability to influence and forecast their future purchasing decisions. In addition, revenue from OEM customers has decreased in recent years. Certain of our large OEM customers are also our competitors, and could decide to reduce or terminate purchasing our products for competitive reasons. In addition, our sales efforts may involve long sales cycles during which we incur expenses to educate our customers about product use and benefits and support customer- driven product evaluations. These cycles may make it difficult for us to predict when, or if, future sales will occur. During the fiscal ~~years~~ -- **year** ended March 31, ~~2022~~ **2023** ~~and~~ **we had one Hyperscale customer represent 10 % or more of our total revenue versus the prior fiscal year,** March 31, ~~2021~~ **2022** , **when we had** no single customer ~~represented~~ -- **represent** 10 % or more of our total revenue. ~~However,~~ **If this customer or any other large customers should significantly decrease or stop purchasing our solutions we would see** a significant reduction in **revenue that may result in** ~~orders from, or a loss of, one or more large customers would have~~ a material adverse effect on our operating results. The U. S. federal government is an important customer, and our business may be materially and adversely harmed by changes in government purchasing activity. A portion of our sales are to various agencies and departments of the U. S. federal government, and federal spending funding cuts and temporary government shutdowns have previously impacted and may continue to impact our revenue in the future. Future spending cuts by the U. S. federal government, temporary shutdowns of the U. S. federal government, or changes in its procurement processes or criteria could decrease our sales to the federal government and ~~could~~ materially and adversely affect our operating results. In addition, changes in government certification requirements applicable to our products could impact our ability to see to U. S. federal customers. Risks Related to Our Operating Results, Financial Condition, or Stock Price We continue to face risks related to inflation, economic uncertainty, and slow economic growth. Uncertainty about economic conditions ~~, particularly due to the ongoing COVID- 19 pandemic,~~ pose risks as businesses may further reduce or postpone spending in response to reduced budgets, tightening of credit markets, increases in inflation and interest rates, negative financial news, and declines in income or asset values which could adversely affect our business, financial condition and operating results. Recent inflationary increases have driven up the prices at which we are able to purchase necessary components, products, and services, as well as the cost of contract labor. In addition, we continue to face risks related to uncertain tariff levels between countries where our products are manufactured and sold, unstable political and economic conditions in Europe, including the war between Russia and Ukraine, and concerns about sovereign debt, which could negatively impact the U. S. and global economies and adversely affect our financial results. In addition, our ability to access capital markets may be restricted or result in unfavorable financing terms, impacting our ability to react to changing economic and business conditions and could also materially and adversely affect our ability to sustain our operations at their current levels. Our stock price has experienced significant volatility in the ~~recent~~ past, and continued volatility may cause our common stock trading price to remain volatile or decline. Our stock price has been extremely volatile in the ~~recent~~ past ~~. For example, the closing price of our common stock between January 3, 2022 and June 3, 2022 ranged from $ 1. 56 to $ 5. 64~~ . The trading price of our common stock may continue to fluctuate in response to a number of events and factors, many of which may be beyond our control, such as: • quarterly variations in our operating results; • failure to meet our financial guidance or the expectations of securities analysts and investors; • new products, services, innovations, strategic developments, or business combinations and investments by our competitors or us; • changes in our capital structure, including incurring new debt, issuing additional debt or equity to the public, and issuing common stock upon exercise of our outstanding warrants or subscribing to our recent rights offering; • large or sudden purchases or sales of stock by ~~existing or new~~ investors; • changes in interest and exchange rates; • a continued widespread decline in the U. S. or global economy as a result of the ~~continued~~ impact of COVID- 19, supply chain constraints, or other factors; • fluctuations in the stock market in general and market prices for technology companies in particular; • tariffs imposed by the U. S. government on sales originating in or being shipped to countries with which we have on- going trade or other political conflicts; • investigations or enforcement actions related to a potential or actual failure to comply with applicable regulations; • costs of new or ongoing commercial litigation; and • significant changes in our brand or reputation. Any of these events and factors may cause our stock price to rise or fall and may adversely affect our business and financing opportunities. We may be unable to attract and retain key talent necessary to effectively meet our business objectives. The market for skilled engineering, sales, and administrative talent is ~~very~~ competitive and ~~recently~~ we ~~are~~ **have** ~~seeing~~ -- **seen** delays in recruiting and hiring timeframes. We believe our ability to recruit and hire new talent, and retain existing key personnel, may be negatively impacted by prior and ongoing fluctuations in our operating results, stock price, and ability to offer competitive benefits and total compensation programs. Our business results may be harmed if we are unable to attract and retain key talent in the future. Our quarterly operating results have fluctuated significantly, and past results should not be used to predict future performance. Our quarterly operating results have fluctuated significantly in the past and could fluctuate significantly in the future. As a result, our quarterly operating results should not be used to predict future performance. Quarterly results could be materially and adversely affected by a number of factors, including, but not limited to: • IT spending fluctuations resulting from economic conditions or changes in U. S. federal government spending; • supply chain constraints or other failures by our contract manufacturers to complete shipments in a timely manner; • new product announcements by us or our competitors which may cause purchasing delays or cancellations; • customers canceling, reducing, deferring, or rescheduling significant orders as a result of excess inventory levels, weak economic conditions, reduced demand, or other factors; • seasonality, including customer and government fiscal year- ends and budget availability impacting demand for our products; • reduced demand, declines in large orders, royalty, or software revenues, or other changes in product mix; • product development and ramp cycle delays or product performance or quality issues; • poor execution of and performance against expected sales and marketing plans and strategies; • increased competition which may, among other things, increase pricing pressure or reduce sales; • restructuring actions or unexpected costs; and • foreign **currency** exchange fluctuations. Our operating results depend on continuing and increasing market acceptance of our existing products and on new product introductions, which may be unsuccessful, in which case our business, financial condition and results of operations may be materially and adversely affected. A limited number of products comprise a significant majority of our sales, and due to rapid technological change in our industry, our future operating results depend on our ability to improve existing products and develop and successfully introduce new products. We have devoted and expect to continue to devote considerable management and financial resources to these efforts. When we introduce new products to the market, they may not achieve market acceptance or significant market share. In addition, the target markets for our new products may not continue or grow as we anticipate. Our new products may not be successfully or timely qualified by new customers, and if they are qualified, we may not achieve high volume production in a timely manner, if at all. In addition, we may experience technical, quality, performance- related, or other difficulties that could prevent or delay the introduction and market acceptance of new products. If we are not successful in timely completing our new product qualifications and ramping sales to our key customers, our revenue and operating results could be adversely impacted. In addition, if the quality of our products is not acceptable to our customers, customer dissatisfaction, lost revenue, and increased warranty and repair costs could result. We derive significant revenue from products incorporating tape technology. Our future operating results depend in part on continued market acceptance and use of tape products; in the past, decreases in the **tape products** market have materially and adversely impacted our business, financial condition and operating results. We currently derive significant revenue from products that incorporate some form of tape technology, and we expect to continue to do so in the next several years. As a result, our future operating results depend in part on continued market acceptance and use of tape products. Decreased market acceptance or use of products employing tape technology has materially and adversely impacted our business, financial condition, and operating results, and we expect that our revenues from certain types of tape products could continue to decline in the future. Disk, solid-state, and flash storage products, as well as various software solutions and alternative technologies have eroded the demand for tape products. We expect that, over time, many of our tape customers could migrate toward these other products and solutions and their proportionate contribution to our revenue will increase in the future. While we are making targeted investments in software, disk backup **and flash storage** systems, and other alternative technologies, these markets are characterized by rapid innovation, evolving customer demands, and strong competition, including competition with companies who are also significant customers. If we are not successful in our efforts, we may not be able to attract or retain customers, and our business, financial condition and results of operations could be materially and adversely affected. A significant decline in our media royalty or branded software revenues could materially and adversely affect our business, financial condition and operating results. Our media royalties and branded software revenues generate relatively greater profit margins than some of our other products and can significantly impact our overall profitability. We receive media royalty revenue based on tape media cartridges sold by various tape media manufacturers and resellers. Under our patent and technology license agreements with these companies, each of the licensees determines the pricing and number of units of tape media cartridges that it sells. Our media royalty revenue varies based on the licensees' media sales and other factors, including: • ~~Our~~ **our** customers' continued use of storage tape media, including the size of the installed base of devices and similar products that use tape media cartridges; • ~~The~~ **the** relative growth in units of newer device products, since the associated media cartridges for newer products typically sell at higher prices compared with the media cartridges associated with older products; • ~~The~~ media consumption habits and rates of end users and pattern of device retirements; • ~~The~~ **the** level of channel inventories; and • ~~Agreement~~ **agreement** on standards for newer generations of the tape media that generates our royalty revenue. Risks Related to Our Indebtedness We have significant indebtedness, which imposes upon us debt service obligations, and our term loan and revolving credit facilities contain various operating and financial covenants that limit our discretion in operating our business. If we are unable to generate sufficient cash flows from operations and overall operating results to meet these debt obligations or remain in compliance with the covenants, our business, financial condition and operating results could be materially and adversely affected. Our level of indebtedness presents significant risks to our business and investors, both in terms of the constraints that it places on our ability to operate our business and because of the possibility that we may not generate sufficient cash and operating results to remain in compliance with our covenants and pay the principal and interest on our indebtedness as it becomes due. As recently as March ~~2022~~ **2023**, we were in danger of failing to meet certain financial covenants in our debt agreements, which could have resulted in a default under these agreements if we had not obtained a waiver of noncompliance from our lenders. For further description of our outstanding debt, see the section captioned " Liquidity and Capital Resources " in Part II, Item 7 Management' s Discussion and Analysis of Financial Condition and Results of Operations. As a result of our indebtedness: • Our ability to invest in growing our business is constrained by the financial covenants contained in our credit facilities, which require us to maintain certain maximum total net leverage ratio levels, a minimum fixed charge coverage ratio, and liquidity levels and restrict our ability to: ~~◦~~ **▪** Incur debt and liens; ~~◦~~ **▪** Acquire businesses or entities or sell certain assets; ~~◦~~ **▪** Make investments, including loans, guarantees, and advances; ~~◦~~ **▪** Engage in transactions with affiliates; ~~◦~~ **▪** Pay dividends or repurchase stock; and ~~◦~~ **▪** Enter into certain restrictive agreements; • We must dedicate a significant portion of our cash flow from operations and other capital resources to debt service, thereby reducing our ability to fund working capital, capital expenditures, research and development, mergers and acquisitions, and other cash- based activities, all of which may place us at a competitive disadvantage; • We are subject to mandatory field audits and control of cash receipts by the lenders if we do not maintain liquidity above certain thresholds; • We may be more vulnerable to adverse economic and industry conditions; and • We may be unable to make payments on other indebtedness or obligations. Our ability to make scheduled payments of the principal, to pay interest on, or refinance our debt, or to make cash payments in connection with our credit facilities, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Further, as our debt reaches maturity, we will be required to make large cash payments or adopt one or more alternatives, such as restructuring indebtedness or obtaining additional debt or equity financing on terms that may be onerous or highly dilutive. Our ability to restructure or refinance our debt will depend on the capital markets and our financial condition at such time. We may be unable to incur additional debt or refinance our existing debt on acceptable terms, if at all. Our credit facilities are collateralized by a pledge of all our assets. If we were to default and be unable to cure it within any applicable grace periods or obtain a waiver of such default, the lenders would have a right to foreclose on our assets to satisfy our obligations under these agreements. Any such action on the part of the lenders could have a materially adverse impact on our business, financial condition and results of operations. In connection with entering into our prior credit facilities and certain amendments to our prior credit facilities, we were required to issue to our lenders thereunder, certain warrants to purchase our common stock. When exercised, these warrants will result in significant dilution to our stockholders. As a result, the issuance of common stock upon the exercise of our outstanding warrants may cause our stock price to decline. Risks Related to Our Business and Industry If we do not successfully manage the changes that we have made and may continue to make to our business model, infrastructure, and management, our business could be disrupted, and that could adversely impact our operating results and financial condition. Managing change is an important focus for us. In recent years, we have implemented several significant initiatives involving our sales and marketing, product engineering, and operations organizations, aimed at transitioning our revenue model from discrete hardware sales to recurring software revenue, increasing our efficiency, and better aligning internal operations with our corporate strategy. In addition, we have reduced headcount to streamline and consolidate our supporting functions as appropriate following recent acquisitions and in response to market or competitive conditions, and have increased our reliance on certain third- party business relationships. If we are unable to successfully manage the changes that we implement and detect and address issues as they arise, our business could be disrupted, and our results of operations and financial condition could be materially and adversely impacted. In addition, given that we are relatively new to offering products and services on a subscription basis, and those models in the storage industry continue to evolve, we may not be able to effectively compete, drive expected revenue and margin growth, or obtain profitability for the foreseeable future. Demand for subscription- based products could also erode one- time sales of our hardware products that might not be immediately offset by increased recurring revenue. We have taken considerable steps towards reducing our cost structure. The steps we have taken may not reduce our cost structure to a level appropriate in relation to our future sales and therefore, these cost reductions may be insufficient to achieve profitability. In the last several years, we have recorded significant restructuring charges and made cash payments to reduce our cost of sales and operating expenses to respond to adverse economic and industry conditions, to execute strategic management decisions, and to rationalize our operations following acquisitions. These restructuring plans may result in decreases to our revenues or adversely affect our ability to grow our business in the future. Workforce reductions may also adversely affect employee morale and our ability to retain our employees. We may take future steps to further reduce our operating costs, including additional restructurings in response to strategic decisions, increased operating and product costs due to inflation, supply chain constraints, and other external factors, adverse changes in our business or industry, or future acquisitions. We may be unable to reduce our cost of sales and operating expenses at a rate and to a level appropriate in relation to our future sales, which may materially and adversely affect our business, financial condition and results of operations. In addition, our ability to achieve the anticipated cost savings and other benefits from these restructuring plans within the expected time frame is subject to many estimates and assumptions which may be adversely impacted by significant economic, competitive and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business, financial condition, and operating results could be adversely affected. ~~From time to time we have made acquisitions.~~ The failure to successfully integrate future ~~acquisitions~~ **acquired businesses, products or technologies** could harm our business, financial condition, and operating results. As a part of our business strategy, we have in the past and may make acquisitions in the future. We may also make significant investments in complementary companies, products or technologies. If we fail to successfully integrate such acquisitions or significant investments, it could harm our business, financial condition, and operating results. Risks that we may face in our efforts to integrate any recent or future acquisitions include, among others: • failure to realize anticipated synergies or return on investment from the acquisition; • difficulties assimilating and retaining employees, business culture incompatibility, or resistance to change; • diverting management' s attention from ongoing business concerns; • coordinating geographically separate organizations and infrastructure operations in a rapid and efficient manner; • the potential inability to maximize our financial and strategic position through the successful incorporation of acquired technology and rights into our products and services; • failure of acquired technology or products to provide anticipated revenue or margin contribution; • insufficient revenues to offset increased expenses associated with the acquisition; • costs and delays in implementing or integrating common systems and procedures; • reduction or loss of customer orders due to the potential for market confusion, hesitation and delay; • impairment of existing customer, supplier and strategic relationships of either company; • insufficient cash flows from operations to fund the working capital and investment requirements; • difficulties in entering markets in which we have no or limited direct prior experience and where competitors in such markets have stronger market positions; • dissatisfaction or performance problems with the acquired company; • the assumption of risks, unknown liabilities, or other unanticipated adverse circumstances of the acquired company that are difficult to quantify; and • the cost associated with the acquisition, including restructuring actions, which may require cash payments that, if large enough, could materially and adversely affect our liquidity. A cybersecurity breach ~~of our internal infrastructure or our products~~ could adversely affect our ability to conduct our business, harm our reputation, expose us to significant liability, or otherwise damage our financial results. We maintain sensitive data related to our employees, strategic partners, and customers, including personally identifiable information, intellectual property, and proprietary business information on our own systems. In addition, many of our customers and partners store sensitive data on our products. It is critical to our business that our employees', strategic partners' and customers' sensitive information remains and is perceived as secure. While we employ sophisticated security measures in our own environment and our product features, we may face internal and external threats including unauthorized access, ransomware attacks, security breaches, and other system disruptions. A cybersecurity breach of our own IT infrastructure or products sold to our customers could result in unauthorized access to, loss of, or unauthorized disclosure of such information and expose us to litigation, indemnity obligations, government investigations, and other possible liabilities. Additionally, a cyber- attack, whether actual or perceived, could result in negative publicity which could harm our reputation and reduce our customers' confidence in the effectiveness of our solutions, which could materially and adversely affect our business and operating results. A breach could also expose us to increased costs from remediation, disruption of operations, or increased cybersecurity protection costs that may have a material adverse effect on our business. Although we maintain cybersecurity liability insurance, our insurance may not cover ~~potential~~ **all or any portion of** claims of these types or may not be adequate to indemnify us for inability that may be imposed. Any imposition or liability or litigation costs that are not covered by insurance could harm our business. If our products fail to meet our or our customers' specifications for quality and reliability, we may face liability and reputational or financial harm which may adversely impact our operating results and our competitive position may suffer. We may from time to time experience problems with the performance of our products, which could result in one or more of the following: • ~~Increased~~ **increased** costs related to fulfilling our warranty obligations; • ~~Reduced~~ **reduced** , delayed, or cancelled orders or the return of a significant amount of products; or • ~~The~~ **the** loss of reputation in the market and customer goodwill. These factors could cause our business, financial condition and results of operations to be materially and adversely affected. In addition, we face potential liability for product performance problems because our end users employ our technologies to store and backup important data and to satisfy regulatory requirements. Loss of this data could cost our customers significant amounts of money, directly and indirectly as a result of lost revenues, intellectual property, proprietary business information, or other harm to their business. In some cases, the failure of our products may be caused by third- party technology that we incorporate into them. Even if failures are caused by third- party technology, we may be required to expend resources to address the failure and preserve customer relationships. We could also potentially face claims for product liability from our customers if our products cause property damage or bodily injury. Although there are limitations of liability in our commercial agreements and we maintain technology errors and omissions liability and general liability insurance, our insurance may not cover potential claims of these types or may not be adequate to indemnify us for all liability that may be imposed. Any imposition of liability or litigation costs that are not covered by insurance or could harm our business. Competition is ~~intensifying~~ **intense** in the data storage and protection market **in** ~~as a result of competitors introducing products based on new technology standards and merger and acquisition activity,~~ which **we** ~~could materially and adversely affect our business, financial condition, and operating~~ **operate** ~~results~~ . Our competitors in the data storage and protection market are aggressively trying to advance and develop new technologies and products to compete against us. Consequently, we face the risk that customers could choose competitor products over ours. As a result of competition and new technology standards, our sales or gross margins could decline, which could materially and adversely affect our business, financial condition, and operating results. Some of those competitors ~~,~~ are much larger ~~,~~ **and** financially stronger, ~~and~~ have more diverse product offerings, and aggressively compete based on their reputations and greater size. Technological developments, industry consolidation, and storage market competition over the years have resulted in decreased prices and increased commoditization for tape device and automation products and our other product offerings. Pricing pressure is more pronounced for entry- level products and less pronounced for enterprise products. Over time, the prices of our and competitor products have decreased, but such products often incorporate new or different features and technologies from what we offered in prior years. We face risks that customers could choose competitors' products over ours due to these features and technologies or pricing differences. If competition further intensifies, our product sales and gross margins could decline, which could materially and adversely affect our business, financial condition and results of operations. Additional industry consolidation may further result in: • competitors consolidating, having greater resources and becoming more competitive with us; • new entrants into one or more of our primary markets increasing competition; • customers that are also competitors becoming more competitive with us and / or reducing their purchase of our products; • competitors acquiring our current suppliers or business partners and negatively impacting our business model; and • market uncertainty and disruption due to the impact and timing of announced and completed transactions. Risks Related to Intellectual Property Some of our products contain licensed, third- party technology that provides important product functionality and features. The loss or inability to obtain any such license could have a material adverse effect on our business. Certain of our products contain technology licensed from third parties that provides important product functionality and features. We cannot provide assurance that we will have continued access to this technology in the future. In some cases, we may seek to enforce our technology access via litigation against the licensing company itself, which may cause us to incur significant legal or other costs and may not be resolved in our favor. Other legal actions against the licensing company, such as for intellectual property infringement, could also impact our future access to the technology. We also have limited visibility or control of the technology roadmap at the licensing company and cannot ensure that the licensing company will advance the roadmap of the licensed technology in the manner best for us. We also face the risk of not being able to quickly implement a replacement technology or otherwise mitigate the risks associated with not having access to this licensed technology. Any of these actions could negatively impact our available technology portfolio, thereby reducing the functionality or features of our products, and could materially and adversely affect our business, financial condition, and operating results. Third- party intellectual property infringement claims could result in substantial liability and significant costs, and, as a result, our business, financial condition and results of operations may be materially and adversely affected. From time to time, third parties allege that our products infringe their patented or proprietary technology and demand that we purchase a license from them. The ultimate outcome of any license discussion or litigation ~~,~~ is uncertain. Adverse resolution of any third- party infringement claim could subject us to substantial liabilities and require us to refrain from manufacturing and selling certain products. In addition, the costs incurred in intellectual property litigation can be substantial, regardless of the outcome. As a result, our business, financial condition, and operating result could be materially and adversely affected. If we fail to protect our intellectual property or if others use our proprietary technology without authorization, our competitive position may suffer. Our future success and ability to compete depends in part on our proprietary technology. We rely on a combination of copyright, patent, trademark, and trade secrets laws and nondisclosure agreements to establish and protect our proprietary technology. However, we cannot provide assurance that patents will be issued with respect to pending or future patent applications that we have filed or plan to file, that our patents will be upheld as valid, or that our patents will prevent the development of competitive products, or that any actions we have taken will adequately protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain or use our products or technology. Enforcing our intellectual property rights can sometimes only be accomplished through litigation, which is expensive and can divert management' s attention away from our business. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the U. S. We license certain of our software under " open source " licenses. Because of the characteristics of opensource software licenses, it may be relatively easy for competitors, some of whom have greater resources than we have, to enter our markets and compete with us. In addition, our failure to comply with the terms of open source licenses could have a material adverse effect on our competitive position and financial results. One of the characteristics of open source software is that the source code is typically publicly available at no charge, and anyone who obtains copies has a license under certain of our intellectual property rights. Depending on the license, that may include access to certain of our patents, to modify and redistribute the software, and use it to compete in the marketplace. Certain open source software licenses require users to license to other any software that is based on, incorporates, or interacts with the open source software. Although we endeavor to comply fully with those requirements, third parties could claim we are required to license larger portions of our software than we intended. If such claims were successful, they could adversely impact our competitive position and financial results by providing our competitors with access to sensitive information that may help them develop competitive products without the degree of overhead and lead time required by traditional proprietary software development. It is possible for competitors to use our open source project software to develop their own software, potentially reducing the demand for our solution and putting price pressure on our subscription offerings. We cannot guarantee that competitive pressure or the availability of new open source software will not result in price reductions, reduced operating margins and loss of market share, any one of which could harm our business, financial condition, operating results, and cash flows. In addition, we use our own open source project software in our proprietary products. As a result, there is a risk that we may inadvertently release as open source certain code that was intended to be kept as proprietary, that reveals confidential information regarding the inner workings of our proprietary products, or that could enable competitors to more readily reverse engineer or replicate aspects of our proprietary technology that we would otherwise protect as trade secrets. We may also accept contributions from third parties to our open source projects, and it may be difficult for us to accurately determine the origin of the contributions and whether their use, including in our proprietary products, infringes, misappropriates, or violates third- party intellectual property or other rights. The availability of certain of our own software in source code form may also enable others to detect and exploit security vulnerabilities in our products. In addition, our use of open source software may harm our business and subject us to intellectual property claims, litigation, or proceedings in the future. Risks Related to Regulatory Matters We are subject to many laws and regulations, and violation of or changes in those requirements could materially and adversely affect our business. We are subject to numerous U. S. and international laws and requirements regarding corporate conduct, fair competition, corruption prevention, import and export practices, and hazardous or restricted material use, storage, discharge, and disposal, including laws applicable to U. S. government contractors. We have incurred, and will continue to incur, costs and business process changes to comply with such regulations. While we maintain a rigorous corporate ethics and compliance program, we may be subject to increased regulatory scrutiny, significant monetary fines or penalties, suspension of business opportunities, loss of jurisdictional operating rights, and increased litigation and investigation costs as a result of any failure to comply with those requirements. If we identify that we have fallen out of compliance, we may proactively take corrective actions, including the filing of voluntary self- disclosure statements with applicable agencies, which could cause us to incur additional expenses and subject us to penalties and other consequences that could adversely affect our business, financial condition, and operating results. Our supply and distribution models may be reliant upon the actions of our third- party business partners and we may also be exposed to potential liability resulting from their violation of these or other compliance requirements. Further, our U. S. and international business models are based on currently applicable regulatory requirements and exceptions. Changes in those requirements or exceptions could necessitate changes to our business model. Any of these consequences could materially and adversely impact our business and results of operations. Our actual or perceived failure to adequately protect personally identifiable information could adversely affect our business, financial condition, and operating results. A variety of state, national, foreign, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, deletion, and other processing of personally identifiable information. These privacy- and data protection- related laws and regulations are evolving, with new or modified laws and regulations proposed and implemented frequently and existing laws and regulations subject to new or different interpretations. Compliance with these laws and regulations can be costly and can delay or impede the development or implementation of new products or internal systems. Failure to comply could result in enforcement actions and significant penalties against us, which could result in negative publicity, increase our operating costs, and have a material adverse effect on our business, financial condition, and operating results. General Risk Factors We face risks related to health epidemics ~~, including the COVID- 19 pandemic,~~ which could have a material adverse effect on our business and results of operations. We face various risks related to public health issues, including epidemics, pandemics, and other outbreaks, including the COVID- 19 pandemic. The COVID- 19 pandemic and efforts to control its spread have impacted and may continue to impact our workforce and operations, and those of our strategic partners, customers, suppliers, and logistics providers. These impacts have included and may include increased component, product, transportation, and overhead costs, increased logistics capacity and flexibility needs, decreased workforce availability, component supply, and product output, increased cybersecurity threats from remote work, and general economic downturns. We or our third- party business partners have been and may continue to be subject to government restrictions that impact our ability to continue efficient business operations. While we have taken many actions to mitigate the ongoing effects of the COVID- 19 pandemic, we cannot guarantee that they will be sufficient to mitigate all related risks. To the extent the COVID- 19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in more detail in this " Risk Factors " section, such as those relating to adverse global or regional conditions, our highly competitive industry, supply chain disruption, customer demand conditions and our ability to forecast demand, cost saving initiatives, our indebtedness and liquidity, and cyber- attacks. If we fail to maintain proper and effective internal controls, material misstatements in our financial statements could occur, impairing our ability to produce accurate and timely financial statements and adversely affecting investor confidence in our financial reports, which could negatively affect our business. If we fail to maintain proper and effective internal controls, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results in the future. Moreover, because of the inherent limitations of any control system, material misstatements due to error or fraud may not be prevented or detected on a timely basis, or at all. If we are unable to provide reliable and timely financial reports in the future, our business and reputation may be further harmed. Restated financial statements and failures in internal control may also cause us to fail to meet reporting obligations or debt covenants, negatively affect investor confidence in our management and the accuracy of our financial statements and disclosures, or result in adverse publicity, any of which could have a negative effect on the price of our common stock, subject us to further regulatory investigations and penalties or stockholder litigation, and materially and adversely impact our business and financial condition. We are exposed to fluctuations in foreign currency exchange rates, and an adverse change in foreign currency exchange rates relative to our position in such currencies could have a material adverse impact on our business, financial condition and results of operations. We do not currently use derivative financial instruments for speculative purposes. To the extent that we have assets or liabilities denominated in a foreign currency that are inadequately hedged or not hedged at all, we may be subject to foreign currency losses, which could be significant. Our international operations can act as a natural hedge when both operating expenses and sales are denominated in local currencies. In these instances, although an unfavorable change in the exchange rate of a foreign currency against the U. S. dollar would result in lower sales when translated to U. S. dollars, operating expenses would also be lower in these circumstances. The competitive price of our products relative to others could also be negatively impacted by changes in the rate at which a foreign currency is exchanged for U. S. dollars. Such fluctuations in currency exchange rates could materially and adversely affect our business, financial condition and results of operations. If the future outcomes related to the estimates used in recording tax liabilities to various taxing authorities result in higher tax liabilities than estimated, then we would have to record tax charges, which could be material. We have provided amounts and recorded liabilities for probable and estimable tax adjustments required by various taxing authorities in the U. S. and foreign jurisdictions. If events occur that indicate payments of these amounts will be less than estimated, then reversals of these liabilities would create tax benefits recognized in the periods when we determine the liabilities have reduced. Conversely, if events occur which indicate that payments of these amounts will be greater than estimated, then tax charges and additional liabilities would be recorded. In particular, various foreign jurisdictions could challenge the characterization or transfer pricing of certain intercompany transactions. In the event of an unfavorable outcome of such challenge, material tax charges and adverse impacts on operating results could occur in the period in which the matter is resolved or an unfavorable outcome becomes probable and estimable. Certain changes in stock ownership could result in a limitation on the amount of net operating loss and tax credit carryovers that can be utilized each year. Should we undergo such a change in stock ownership, it would severely limit the usage of these carryover tax attributes against future income, resulting in additional tax charges, which could be material.