

Risk Factors Comparison 2024-02-29 to 2023-02-28 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

Our business, operations and financial condition are subject to various risks. Some of these risks are described below, and readers of this Annual Report on Form 10-K should take such risks into account in evaluating our Company or making any decision to invest in us. This section does not describe all risks applicable to our Company, our industry or our business, and it is intended only as a summary of material factors affecting our business. ~~Risks related to our business and operations~~ **RISKS RELATED TO OUR BUSINESS AND OPERATIONS**

Decreases in Medicare reimbursement rate may adversely affect our financial results. The Medicare program reimburses outpatient rehabilitation providers based on the Medicare Physician Fee Schedule (“MPFS”). For services provided in ~~2024~~ 2017 through 2019, ~~a 0% increase was applied to the applicable reimbursement fee schedule payment rates during before applying the mandatory budget neutrality adjustment.~~ **we expect our reimbursement rates under the MPFS to be approximately 3.5% less than** ~~increase was applied to the applicable reimbursement fee schedule payment rates during before applying the mandatory budget neutrality adjustment.~~ For services provided in 2020 ~~2023~~ through 2025 ~~no adjustment is expected to be applied each year to the fee schedule payment rates, before applying the mandatory budget neutrality adjustment.~~ Statutes, regulations, and payment rules governing the delivery of therapy services to Medicare beneficiaries are complex and subject to interpretation. The Company believes that the Company is in compliance, in all material respects, with all applicable laws and regulations and are not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the Company’s financial statements as of December 31, ~~2022~~ **2023**. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties, and exclusion from the Medicare program. For the year ended December 31, ~~2023 and 2022~~ **2023 and 2022**, respectively, net patient ~~revenue~~ **revenues** from Medicare were approximately \$ ~~170.7 million and \$154.9 million and \$134.4 million, respectively.~~ Given the history of frequent revisions to the Medicare program and its reimbursement rates and rules, we may not continue to receive reimbursement rates from Medicare that sufficiently compensate us for our services or, in some instances, cover our operating costs. Limits on reimbursement rates or the scope of services being reimbursed could have a material adverse effect on our revenue, financial condition, and results of operations. Additionally, any delay or default by the federal or state governments in making Medicare and / or Medicaid reimbursement payments could materially and, adversely, affect our business, financial condition and results of operations. ~~We expect the federal and state..... operations could be materially and adversely affected.~~ Revenue we receive from Medicare and Medicaid is subject to potential retroactive reduction. Payments we receive from Medicare and Medicaid can be retroactively adjusted after examination during the claims settlement process or as a result of post- payment audits. Payors may disallow our requests for reimbursement, or recoup amounts previously reimbursed, based on determinations by the payors or their third- party audit contractors that certain costs are not reimbursable because either adequate or additional documentation was not provided or because certain services were not covered or deemed to not be medically necessary. Significant adjustments, recoupments or repayments of our Medicare or Medicaid revenue, and the costs associated with complying with investigative audits by regulatory and governmental authorities, could adversely affect our financial condition and results of operations. Additionally, from time to time we become aware, either based on information provided by third parties and / or the results of internal audits, of payments from payor sources that were either wholly or partially in excess of the amount that we should have been paid for the service provided. Overpayments may result from a variety of factors, including insufficient documentation supporting the services rendered or medical necessity of the services or other failures to document the satisfaction of the necessary conditions of payment. We are required by law in most instances to refund the full amount of the overpayment after becoming aware of it, and failure to do so within requisite time limits imposed by the law could lead to significant fines and penalties being imposed on us. Furthermore, our initial billing of and payments for services that are unsupported by the requisite documentation and satisfaction of any other conditions of payment, regardless of our awareness of the failure at the time of the billing or payment, could expose us to significant fines and penalties. We, and / or certain of our operating companies, could also be subject to exclusion from participation in the Medicare or Medicaid programs in some circumstances as well, in addition to any monetary or other fines, penalties or sanctions that we may incur under applicable federal and / or state law. Our repayment of any such amounts, as well as any fines, penalties or other sanctions that we may incur, could be significant and could have a material and adverse effect on our results of operations and financial condition. From time to time, we are also involved in various external governmental investigations, audits and reviews. Reviews, audits and investigations of this sort can lead to government actions, which can result in the assessment of damages, civil or criminal fines or penalties, or other sanctions, including restrictions or changes in the way we conduct business, loss of licensure or exclusion from participation in government programs. Failure to comply with applicable laws, regulations and rules could have a material and adverse effect on our results of operations and financial condition. Furthermore, becoming subject to these governmental investigations, audits and reviews can also require us to incur significant legal and document production expenses as we cooperate with the government authorities, regardless of whether the particular investigation, audit or review leads to the identification of underlying issues. ~~However, if there is a breach, we may be subject to various penalties and damages and may be required to incur costs to mitigate the impact of the breach on affected individuals.~~ We are subject to risks associated with public health crises and epidemics / pandemics, such as the novel strain of coronavirus (“ COVID- 19 ”). Our operations expose us to risks associated with public health crises and epidemics / pandemics, such as COVID- 19 that has spread globally. ~~A public health crisis may~~ **Since early 2020, the continued spread has lead- led** to disruption and volatility in the global capital markets, which increases the cost of, and adversely impacts access to, capital and increases economic uncertainty. ~~A future public health crisis~~

could COVID- 19 is having, and will continue to have, an adverse impact on our operations and supply chains, including a temporary loss of physical therapists and other employees who are infected or quarantined for a period of time, an increase in cancellations of physical therapy patient appointments and a decline in the scheduling of new or additional patient appointments.

Due to these impacts and measures, we have experienced, and will continue to experience, significant and unpredictable impact on employees and reductions and cancellations of our patient visits. We expect the federal

As a result of increased post- payment reviews of claims we submit to Medicare for our services, we may incur additional costs and may be required to repay amounts already paid to us. We are subject to regular post- payment inquiries, investigations, and audits of the claims we submit to Medicare for payment for our services. These post- payment reviews have increased as a result of government cost- containment initiatives. These additional post- payment reviews may require us to incur additional costs to respond to requests for records and to pursue the reversal of payment denials, and ultimately may require us to refund amounts paid to us by Medicare that are determined to have been overpaid. For a further description of this and other laws and regulations involving governmental reimbursements, see “ Business — Sources of Revenue ” and “ — Regulation and Healthcare Reform ” in Item 1. An economic downturn, state budget pressures, sustained unemployment and continued deficit spending by the federal government may result in a reduction in reimbursement and covered services. An economic downturn, including the consequences of a pandemic, such as COVID- 19, could have a detrimental effect on our revenues. Historically, state budget pressures have translated into reductions in state spending. Given that Medicaid outlays are a significant component of state budgets, we can expect continuing cost containment pressures on Medicaid outlays for our services in the states in which we operate. In addition, an economic downturn, coupled with sustained unemployment, may also impact the number of enrollees in managed care programs as well as the profitability of managed care companies, which could result in reduced reimbursement rates. The existing federal deficit, as well as deficit spending by federal and state governments as the result of adverse developments in the economy or other reasons, can lead to continuing pressure to reduce governmental expenditures for other purposes, including government- funded programs in which we participate, such as Medicare and Medicaid. Such actions in turn may adversely affect our results of operations. **One** comply with a put right in one of our acquisition agreements, **contains a**

Put Right related to a potential future purchase of a majority interest in a separate company. One of our acquisition agreements includes a **put Put right Right** for the potential future purchase of a majority interest in a separate company at a purchase price which is derived based on a specified multiple of the separate company’ s historical earnings. The exercise of the **put Put right Right** is outside of our control. In the event the **put Put right Right** is triggered, we are required to purchase the aforementioned equity interest at a calculated purchase price. The resulting purchase price may be greater than the fair value of such equity interests at the time, and we may or may not have the capital necessary to satisfy such contractual purchase obligation, in which case we could be **in breach**. Our debt and financial obligations could adversely affect our financial condition, our ability to obtain future financing, and our ability to operate our business. We have outstanding debt obligations that could adversely affect our financial condition and limit our ability to successfully implement our business strategy. Furthermore, from time to time, we may need additional financing to support our business and pursue our business strategy, including strategic acquisitions. Our ability to obtain additional financing, if and when required, will depend on investor demand, our operating performance, the condition of the capital markets, and other factors. We cannot provide assurances that additional financing will be available to us on favorable terms when required, or at all. Our loan agreements contain certain restrictions and requirements that among other things: • require us to maintain a quarterly fixed charge coverage ratio and minimum working capital ratio; • limit our ability to obtain additional financing in the future for working capital, capital expenditures and acquisitions, to fund growth or for general corporate purposes; • limit our future ability to refinance our indebtedness on terms acceptable to us or at all; • limit our flexibility in planning for or reacting to changes in our business and market conditions or in funding our strategic growth plan; and • impose on us financial and operational restrictions. Our ability to meet our debt service obligations will depend on our future performance, which will be affected by the other risk factors described herein. If we do not generate enough cash flow to pay our debt service obligations, we may be required to refinance all or part of our existing debt, sell our assets, borrow more money or raise equity. There is no guarantee that we will be able to take any of these actions on a timely basis, on terms satisfactory to us, or at all. If we fail to satisfy our debt service obligations or the other restrictions and requirements in our loan agreements, we could be in default. Unless cured or waived, a default would permit lenders to accelerate the maturity of the debt under the credit agreement and to foreclose upon the collateral securing the debt. Our outstanding loans bear interest at variable rates. In response to the variable rates, we entered into an interest rate swap agreement. We are exposed to certain market risks during the ordinary course of business due to adverse changes in interest rates. The exposure to interest rate risk primarily results from our variable- rate borrowing. Fluctuations in interest rates can be volatile and the Company’ s risk management activities do not eliminate these risks. In May 2022, we entered into an interest rate swap agreement to manage these risks.

While intended to reduce the effects of fluctuations in these prices and rates, these transactions may limit our potential gains or expose us to losses. If our counterparties to such transactions or the sponsors fail to honor their obligations due to financial distress, we would be exposed to potential losses or the inability to recover anticipated gains from these transactions. **We depend**

upon reimbursement by third-..... strategy, operations and financial results. Some of our acquisition agreements contain contingent consideration, the value of which may impact future financial results. Some of our acquisition agreements include contingent earn- out consideration, the fair value of which is estimated as of the acquisition date based on the present value of the expected contingent payments as determined using weighted probabilities of possible future payments. These fair value estimates contain unobservable inputs and estimates that could materially differ from the actual future results and we cannot predict the ultimate result. The fair value of the contingent earn- out consideration could increase or decrease, as applicable. Changes in the fair value of contingent earn- outs will be reflected in our results of operations in the period in which they are recognized, the amount of which may be material and could cause volatility in our operating results. **One of our acquisition agreements contains..... which case we could be in breach**. Impact on the business and cash reserves resulting from retirement

or resignation of key partners and resulting purchase of their non- controlling interests (minority interests). As described in Note 6 to our financial statements included in Item 8, the redeemable non- controlling interests in our partnerships are held by our partners. Upon the occurrence of certain events, such as retirement or other termination of employment, partners from acquired partnerships may have the right to exercise a “ put ” to cause us to purchase their redeemable non- controlling interests. Depending on the amount and timing of the exercise of any “ put ” rights, the funds required could have an adverse impact on our capital structure. Healthcare reform legislation may affect our business. In recent years, many legislative proposals have been introduced or proposed in Congress and in some state legislatures that would affect major changes in the healthcare system, either nationally or at the state level. At the federal level, Congress has continued to propose or consider healthcare budgets that substantially reduce payments under the Medicare programs. See “ Business — **Our Operating Segments – Physical Therapy Operations-** Sources of Revenue ” in Item 1 for more information. The ultimate content, timing or effect of any healthcare reform legislation and the impact of potential legislation on us is uncertain and difficult, if not impossible, to predict. That impact may be material to our business, financial condition or results of operations. Our operations are subject to extensive regulation. The healthcare industry is subject to extensive federal, state and local laws and regulations relating to: • facility and professional licensure / permits, including certificates of need; • conduct of operations, including financial relationships among healthcare providers, Medicare fraud and abuse, and physician self- referral; • addition of facilities and services; and • coding, billing and payment for services. In recent years, there have been heightened coordinated civil and criminal enforcement efforts by both federal and state government agencies relating to the healthcare industry. We believe we are in substantial compliance with all laws, but differing interpretations or enforcement of these laws and regulations could subject our current practices to allegations of impropriety or illegality or could require us to make changes in our methods of operations, facilities, equipment, personnel, services and capital expenditure programs and increase our operating expenses. If we fail to comply with these extensive laws and government regulations, we could become ineligible to receive government program reimbursement, suffer civil or criminal penalties or be required to make significant changes to our operations. In addition, we could be forced to expend considerable resources responding to an investigation or other enforcement action under these laws or regulations. For a more complete description of certain of these laws and regulations, see “ Business — Regulation and Healthcare Reform ” and “ Business — Compliance Program ” in Item 1. Both federal and state regulatory agencies inspect, survey, and audit our facilities to review our compliance with these laws and regulations. While our facilities intend to comply with the existing licensing, Medicare certification requirements and accreditation standards, there can be no assurance that these regulatory authorities will determine that all applicable requirements are fully met at any given time. A determination by any of these regulatory authorities that a facility is not in compliance with these requirements could lead to the imposition of requirements that the facility takes corrective action, assessment of fines and penalties, or loss of licensure or Medicare certification of accreditation. These consequences could have an adverse effect on us. Our operations are subject to investigations, legal actions and proceedings that could result in an adverse impact on our business and financial position. Healthcare providers are subject to investigations, legal actions and proceedings, as well as lawsuits under the qui tam provisions of the federal False Claims Act, based on claims that the provider failed to comply with applicable laws and regulations that govern coding and the submission of claims for services provided to Medicare patients, among other things. These matters can involve significant costs, monetary damages and penalties. We have been subject to these proceedings in the past, and future proceedings could result in an adverse impact on our business and financial results. We face inspections, reviews, audits and investigations under federal and state government programs and contracts. These audits could have adverse findings that may negatively affect our business. As a result of our participation in the Medicare and Medicaid programs, we are subject to various governmental inspections, reviews, audits and investigations to verify our compliance with these programs and applicable laws and regulations. Managed care payors may also reserve the right to conduct audits. An adverse inspection, review, audit or investigation could result in: • refunding amounts we have been paid pursuant to the Medicare or Medicaid programs or from managed care payors; • state or federal agencies imposing fines, penalties and other sanctions on us; • temporary suspension of payment for new patients to the facility or agency; • decertification or exclusion from participation in the Medicare or Medicaid programs or one or more managed care payor networks; • the imposition of a new Corporate Integrity Agreement; • damage to our reputation; • the revocation of a facility’ s or agency’ s license ; and • loss of certain rights under, or termination of, our contracts with managed care payors. If adverse inspections, reviews, audits or investigations occur and any of the results noted above occur, it could have a material adverse effect on our business and operating results. **Our facilities are subject to extensive federal..... of the breach on affected individuals.** In conducting our business, we are required to comply with applicable laws regarding fee- splitting and the corporate practice of medicine. Some states prohibit the “ corporate practice of therapy ” that restricts business corporations from providing physical therapy services through the direct employment of therapist physicians or from exercising control over medical decisions by therapists. The laws relating to corporate practice vary from state to state and are not fully developed in each state in which we have facilities. Typically, however, professional corporations owned and controlled by licensed professionals are exempt from corporate practice restrictions and may employ therapists to furnish professional services. Those professional corporations may be managed by business corporations, such as the Company. Some states also prohibit entities from engaging in certain financial arrangements, such as fee- splitting, with physicians or therapists. The laws relating to fee- splitting also vary from state to state and are not fully developed. Generally, these laws restrict business arrangements that involve a physician or therapist sharing medical fees with a referral source, but in some states, these laws have been interpreted to extend to management agreements between physicians or therapists and business entities under some circumstances. We believe that our current and planned activities do not constitute fee- splitting or the unlawful corporate practice of medicine as contemplated by these state laws. However, there can be no assurance that future interpretations of such laws will not require structural and organizational modification of our existing relationships with the practices. If a court or regulatory body determines that we have violated these laws or if new laws are introduced that would render our arrangements

illegal, we could be subject to civil or criminal penalties, our contracts could be found legally invalid and unenforceable (in whole or in part), or we could be required to restructure our contractual arrangements with our affiliated physicians and other licensed providers. We are subject to risks associated with public..... cancellations of our patient visits. We may be adversely affected by a security breach, such as a cyber- attack, which may cause a violation of HIPAA or HITECH and subject us to potential legal and reputational harm. In the normal course of business, our information technology systems hold sensitive patient information including patient demographic data and other protected health information, which is subject to HIPAA and HITECH. We also contract with third- party vendors to maintain and store our patients' individually identifiable health information. Numerous state and federal laws and regulations address privacy and information security concerns resulting from our access to our patient' s and employee' s personal information. Our information technology systems and those of our vendors that process, maintain, and transmit such data are subject to computer viruses, cyber- attacks, or breaches. We adhere to policies and procedures designed to ensure compliance with HIPAA and other privacy and information security laws and require our third- party vendors to do so as well. If, however, we or our third- party vendors experience a breach, loss, or other compromise of unsecured protected health information or other personal information, such an event could result in significant civil and criminal penalties, lawsuits, reputational harm, and increased costs to us, any of which could have a material adverse effect on our financial condition and results of operations. Furthermore, while our information technology systems, and those of our third- party vendors, are maintained with safeguards protecting against cyber- attacks. A cyber- attack that bypasses our information technology security systems, or those of our third- party vendors, could result in a material adverse effect on our business, financial condition, results of operations, or cash flows. In addition, our future results could be adversely affected due to the theft, destruction, loss, misappropriation, or release of protected health information, other confidential data or proprietary business information, operational or business delays resulting from the disruption of information technology systems and subsequent mitigation activities, or regulatory action taken as a result of such incident. We provide our employees with training and regular reminders on important measures they can take to prevent breaches. We routinely identify attempts to gain unauthorized access to our systems. However, given the rapidly evolving nature and proliferation of cyber threats, there can be no assurance our training and network security measures or other controls will detect, prevent, or remediate security or data breaches in a timely manner or otherwise prevent unauthorized access to, damage to, or interruption of our systems and operations. Accordingly, we may be vulnerable to losses associated with the improper functioning, security breach, or unavailability of our information systems as well as any systems used in acquired operations. We depend upon the cultivation and maintenance of relationships with the physicians in our markets. Our success is dependent upon referrals from physicians in the communities our clinics serve and our ability to maintain good relations with these physicians and other referral sources. Physicians referring patients to our clinics are free to refer their patients to other therapy providers or to their own physician owned therapy practice. If we are unable to successfully cultivate and maintain strong relationships with physicians and other referral sources, our business may decrease, and our net operating revenues may decline. Our business depends upon hiring, training, and retaining qualified employees. Our workforce costs represent our largest operating expense, and our ability to meet our labor needs while controlling labor costs is subject to numerous external factors, including market pressures with respect to prevailing wage rates and unemployment levels. We compete with rehabilitation companies and other businesses for many of our clinical and non- clinical employees, and turnover in these positions can lead to increased training and retention costs, particularly in a competitive labor market. We cannot be assured that we can continue to hire, train and retain qualified employees at current wage rates since we operate in a competitive labor market, and there are currently significant inflationary and other pressures on wages. If we are unable to hire, properly train and retain qualified employees, we could experience higher employment costs and reduced revenues, which could adversely affect our earnings. We depend upon our ability to recruit and retain experienced physical therapists. Our revenue generation is dependent upon referrals from physicians in the communities our clinics serve, and our ability to maintain good relations with these physicians. Our therapists are the front line for generating these referrals and we are dependent on their talents and skills to successfully cultivate and maintain strong relationships with these physicians. If we cannot recruit and retain our base of experienced and clinically skilled therapists, our business may decrease, and our net operating revenues may decline. Periodically, we have clinics in isolated communities that are temporarily unable to operate due to the unavailability of a therapist who satisfies our standards. We may also experience increases in our labor costs, primarily due to higher wages and greater benefits required to attract and retain qualified healthcare personnel, and such increases may adversely affect our profitability. Furthermore, while we attempt to manage overall labor costs in the most efficient way, our efforts to manage them may have limited effectiveness and may lead to increased turnover and other challenges. Failure to maintain effective internal control over our financial reporting could have an adverse effect on our ability to report our financial results on a timely and accurate basis. We are required to produce our consolidated financial statements in accordance with the requirements of accounting principles generally accepted in the United States of America. Effective internal control over financial reporting is necessary for us to provide reliable financial reports, to help mitigate the risk of fraud and to operate successfully. We are required by federal securities laws to document and test our internal control procedures in order to satisfy the requirements of the Sarbanes- Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal control over financial reporting. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with applicable law, or our independent registered public accounting firm may not be able to issue an unqualified attestation report if we conclude that our internal control over financial reporting is not effective. If we fail to maintain effective internal control over financial reporting, or our independent registered public accounting firm is unable to provide us with an unqualified attestation report on our internal control, we could be required to take costly and time- consuming corrective measures, be required to restate the affected historical financial statements, be subjected to investigations and / or sanctions by federal and state securities regulators, and be subjected to civil lawsuits by security holders. Any of the foregoing could also cause investors to lose confidence in our reported

financial information and in us and would likely result in a decline in the market price of our stock and in our ability to raise additional financing if needed in the future. Our revenues may fluctuate due to weather. We have a significant number of clinics in states that normally experience snow and ice during the winter months. Also, a significant number of our clinics are located in states along the Gulf Coast and Atlantic Coast which are subject to periodic winter storms, hurricanes and other severe storm systems. Periods of severe weather may cause physical damage to our facilities or prevent our staff or patients from traveling to our clinics, which may cause a decrease in our net operating revenues. We operate in a highly competitive industry. We encounter competition from local, regional or national entities, some of which have superior resources or other competitive advantages. Intense competition may adversely affect our business, financial condition or results of operations. For a more complete description of this competitive environment, see “ Business — Competition ” in Item 1. An adverse effect on our business, financial condition or results of operations may require us to write down goodwill. We may incur closure costs and losses. The competitive, economic or reimbursement conditions in our markets in which we operate may require us to reorganize or to close certain clinics. In the event a clinic is reorganized or closed, we may incur losses and closure costs. The closure costs and losses may include, but are not limited to, lease obligations, severance, and write- down or write- off of goodwill and other intangible assets. Future acquisitions may use significant resources, may be unsuccessful and could expose us to unforeseen liabilities. As part of our growth strategy, we intend to continue pursuing acquisitions of outpatient physical therapy clinics and industrial injury prevention services businesses. **There can be no assurance that we will be able to successfully identify or complete future acquisitions.** Acquisitions may involve significant cash expenditures, potential debt incurrence and operational losses, dilutive issuances of equity securities and expenses that could have an adverse effect on our financial condition and results of operations. Acquisitions involve numerous risks, including: • the difficulty and expense of integrating acquired personnel into our business; • the diversion of management’ s time from existing operations ; • the potential loss of key employees of acquired companies; • the difficulty of assignment and / or procurement of managed care contractual arrangements; and • the assumption of the liabilities and exposure to unforeseen liabilities of acquired companies, including liabilities for failure to comply with healthcare regulations. Employer and other contracted customers may terminate their relationship with us which could adversely affect the business. In our industrial injury prevention services business, we perform services for large employers and their employees pursuant to contracts and other services agreement. These contracts and other services agreements are able to be terminated by the employer- clients on little or short notice, and either a breach or termination of those contractual arrangements by such clients could cause operating results to be less than expected. Similarly, in our rehabilitation business, we have management and other services agreements with hospitals, physician groups and other ancillary providers; either a breach or termination of those contractual arrangements by such clients could cause operating results to be less than expected. ~~Risks related to our common stock~~ **RISKS RELATED TO OUR COMMON STOCK** Issuance of shares in connection with financing transactions or under stock incentive plans will dilute current stockholders. Pursuant to our stock incentive plans, our Compensation Committee of the Board, consisting solely of independent directors, is authorized to grant stock awards to our employees, directors and consultants. Shareholders will incur dilution upon the exercise of any outstanding stock awards or the grant of any restricted stock. In addition, if we raise additional funds by issuing additional common stock, or securities convertible into or exchangeable or exercisable for common stock, further dilution to our existing stockholders will result, and new investors could have rights superior to existing stockholders. The number of shares of our common stock eligible for future sale could adversely affect the market price of our stock. ~~At~~ **On** December 31, ~~2022~~ **2023**, we had reserved approximately ~~185,513~~ **117,193** shares for future equity grants. We may issue additional restricted securities or register additional shares of common stock under the Securities Act of 1933, as amended (the “ Securities Act ”), in the future. The issuance of a significant number of shares of common stock upon the exercise of stock options or the availability for sale, or sale, of a substantial number of the shares of common stock eligible for future sale under effective registration statements, under Rule 144 or otherwise, could adversely affect the market price of the common stock. Provisions in our articles of incorporation and bylaws could delay or prevent a change in control of our company, even if that change would be beneficial to our stockholders. Certain provisions of our articles of incorporation and bylaws may delay, discourage, prevent or render more difficult an attempt to obtain control of our company, whether through a tender offer, business combination, proxy contest or otherwise. These provisions include the charter authorization of “ blank check ” preferred stock and a restriction on the ability of stockholders to call a special meeting. **ITEM 1B. UNRESOLVED STAFF COMMENTS -**