

Rock-Tenn CO
Form 4
May 10, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUBRIGHT JAMES A

(Last) (First) (Middle)
504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rock-Tenn CO [RKT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	05/08/2006		A		93,333	A	\$ 0 357,012
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Rock-Tenn CO - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBRIGHT JAMES A 504 THRASHER STREET NORCROSS, GA 30071	X		Chairman and CEO	

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with the SEC) 05/10/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. T STYLE="font-family:Times New Roman" SIZE="2">17

ITEM 1.

LEGAL PROCEEDINGS 17

ITEM 1A.

RISK FACTORS 18

ITEM 6.

EXHIBITS 24

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****TIGERLOGIC CORPORATION AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands)

	December 31, 2009	March 31, 2009
ASSETS		
Current assets		
Cash	\$ 12,701	\$ 12,282
Trade accounts receivable, less allowance for doubtful accounts of \$47 and \$90, respectively	1,187	881
Other current assets	383	389
Total current assets	14,271	13,552
Property, furniture and equipment-net	725	849
Goodwill	26,388	26,388
Deferred tax assets	433	383
Other assets	173	161
Total assets	\$ 41,990	\$ 41,333
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable	\$ 239	\$ 161
Accrued liabilities	1,607	2,090
Deferred revenue	4,464	4,531
Total current liabilities	6,310	6,782
Commitments and contingencies		
Stockholders' equity		
Preferred stock		
Common stock	2,791	2,673
Additional paid-in-capital	132,246	129,684
Accumulated other comprehensive income	2,273	2,861
Accumulated deficit	(101,630)	(100,667)
Total stockholders' equity	35,680	34,551
Total liabilities and stockholders' equity	\$ 41,990	\$ 41,333

See accompanying notes to the unaudited condensed consolidated financial statements.

Table of Contents**TIGERLOGIC CORPORATION AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share data)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2009	2008	2009	2008
Net revenues				
Licenses	\$ 1,118	\$ 1,519	\$ 3,122	\$ 4,486
Services	2,393	2,659	7,338	8,397
Total net revenues	3,511	4,178	10,460	12,883
Operating expenses				
Cost of license revenues	4	8	28	20
Cost of service revenues	445	383	1,245	1,267
Selling and marketing	1,332	1,252	3,196	4,576
Research and development	1,581	1,829	4,698	6,004
General and administrative	1,048	1,086	3,107	3,873
Total operating expenses	4,410	4,558	12,274	15,740
Operating loss	(899)	(380)	(1,814)	(2,857)
Other income (expense)				
Interest income (expense)-net	(1)	32	(1)	138
Other income (expense)-net	153	(1,066)	826	(1,676)
Total other income (expense)	152	(1,034)	825	(1,538)
Loss before income taxes	(747)	(1,414)	(989)	(4,395)
Income tax provision (benefit)	(44)	36	(26)	15
Net loss	\$ (703)	\$ (1,450)	\$ (963)	\$ (4,410)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.05)	\$ (0.04)	\$ (0.17)
Shares used in computing basic and diluted net loss per share	27,707	26,697	27,105	26,562

See accompanying notes to the unaudited condensed consolidated financial statements.

Table of Contents**TIGERLOGIC CORPORATION AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Nine Months Ended December 31,	
	2009	2008
	(In thousands)	
Cash flows from operating activities:		
Net loss	\$ (963)	\$ (4,410)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization of long-lived assets	294	321
Provision for bad debt	12	8
Stock-based compensation expense	792	1,138
Income tax provision (benefit)	(26)	15
Foreign currency exchange (gain) loss	(695)	1,681
Change in assets and liabilities:		
Trade accounts receivable	(259)	417
Other current and non-current assets	14	16
Accounts payable	72	(141)
Accrued liabilities	(536)	(444)
Deferred revenue	(172)	(454)
Net cash used in operating activities	(1,467)	(1,853)
Cash flows used in investing activities-purchase of property, furniture and equipment	(111)	(570)
Cash flows from financing activities:		
Proceeds from exercise of stock options	1,849	585
Proceeds from issuance of common stock	38	86
Net cash provided by financing activities	1,887	671
Effect of exchange rate changes on cash	110	(185)
Net increase (decrease) in cash and cash equivalents	419	(1,937)
Cash and cash equivalents at beginning of period	12,282	14,065
Cash and cash equivalents at end of period	\$ 12,701	\$ 12,128
Non-cash financing activities:		
Conversion of debt to common stock	\$	\$ 977

See accompanying notes to the unaudited condensed consolidated financial statements.

Table of Contents**TIGERLOGIC CORPORATION AND SUBSIDIARIES****NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2009****1. INTERIM FINANCIAL STATEMENTS**

The unaudited interim condensed consolidated financial information furnished herein reflects all adjustments, consisting only of normal recurring items, which in the opinion of management are necessary to fairly state TigerLogic Corporation and its subsidiaries (collectively, the Company or we, us or our) financial position, results of operations and cash flows for the dates and periods presented and to make such information not misleading. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to rules and regulations of the Securities and Exchange Commission (SEC); nevertheless, management of the Company believes that the disclosures herein are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2009, contained in the Company's Annual Report on Form 10-K filed with the SEC on June 24, 2009. The results of operations for the three and nine month periods ended December 31, 2009, are not necessarily indicative of results to be expected for any other interim period or the fiscal year ending March 31, 2010. The Company has evaluated subsequent events through the date preceding the filing date of this Form 10-Q on February 11, 2010, and determined that no subsequent events have occurred that would require recognition in the unaudited interim condensed consolidated financial statements or disclosure in the notes thereto.

2. STOCK-BASED COMPENSATION

The Company has a stock option plan that provides for the granting of stock options, restricted stock and restricted stock units to directors, employees and consultants. The Company also has an employee stock purchase plan which allows employees to purchase the Company's common stock at a discount.

Total stock-based compensation expense included in the unaudited condensed consolidated statements of operations for the three and nine months ended December 31, 2009 and 2008, was as follows (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2009	2008	2009	2008
Cost of revenue	\$ 14	\$ 13	\$ 47	\$ 33
Operating expense:				
Selling and marketing	61	58	120	399
Research and development	93	125	304	379
General and administrative	171	95	321	327
Total stock-based compensation expense	339	291	792	1,138
Income tax benefit				
Net stock-based compensation expense	\$ 339	\$ 291	\$ 792	\$ 1,138

As of December 31, 2009, there was approximately \$1.9 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the plans. That cost is expected to be recognized over a weighted-average period of 2.9 years.

3. RECENTLY ADOPTED ACCOUNTING GUIDANCE

In August 2009, the FASB further updated the fair value measurement guidance to clarify how an entity should measure liabilities at fair value. The update reaffirms that fair value is based on an orderly transaction between market participants, even though liabilities are infrequently transferred due to contractual or other legal restrictions. This update also clarifies that restrictions preventing the transfer of a liability should not be considered as a separate input or adjustment in the measurement of fair value. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

Edgar Filing: Rock-Tenn CO - Form 4

In June 2009, the Financial Accounting Standard Board (FASB) issued guidance relating to accounting standards codification (Codification) and the hierarchy of United States generally accepted accounting principles (GAAP). This guidance establishes the FASB Codification as the source of authoritative accounting guidance under U.S. GAAP. The rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. The adoption of this guidance did not have an impact on the Company s consolidated financial statements.

Table of Contents

TIGERLOGIC CORPORATION AND SUBSIDIARIES

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2009

In May 2009, the FASB issued guidance relating to accounting for and disclosing subsequent events that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. This guidance sets forth the circumstances where an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and also identifies the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In April 2009, the FASB issued guidance relating to interim disclosure requirements of fair value of financial instruments. This guidance requires publicly-traded entities to disclose the fair value of all financial instruments for which it is practicable to estimate that value, whether recognized or not recognized in the statement of financial position. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In April 2009, the FASB issued updated guidance relating to accounting for assets acquired and liabilities assumed in a business combination that arise from contingencies and addressing application issues on initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In May 2008, the FASB issued guidance relating to certain convertible debt instruments that may be settled in cash upon conversion. This guidance specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In December 2007, the FASB issued guidance relating to business combinations. This guidance requires an acquirer to recognize the assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date. The guidance also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. A portion of the Company's net operating loss carryforwards are attributable to preacquisition periods. A full valuation allowance has been recorded against these deferred tax assets because their realization is not likely. In the event they were realized, the reduction of any valuation allowance related to preacquisition net operating loss carryforwards would be recorded as a reduction of income tax expense under this guidance.

In September 2006, the FASB issued guidance relating to fair value measurement. This guidance defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. It also applies under other accounting pronouncements that require or permit fair value measurement as a relevant attribute. The adoption of this guidance did not have an impact on the Company's consolidated financial statements (see further discussion in note 5).

4. RECENTLY ISSUED ACCOUNTING GUIDANCE

In October 2009, the FASB issued an update to existing guidance on revenue recognition for certain arrangements with multiple deliverables. This update will allow companies to allocate consideration received for qualified separate deliverables using estimated selling price for both delivered and undelivered items when vendor-specific objective evidence or third-party evidence is unavailable. Additional disclosures discussing the nature of multiple element arrangements, the types of deliverables under the arrangements, the general timing of their delivery, and significant factors and estimates used to determine estimated selling prices are required. The Company plans to adopt this updated guidance prospectively for new revenue arrangements entered into or materially modified in fiscal year beginning April 1, 2011. The Company does not expect this guidance to have a material impact on the consolidated financial statements.

In October 2009, the FASB issued an update to existing guidance on software revenue recognition. The existing software revenue recognition guidance applied to revenue arrangement for products or services that include software that is more-than-incidental to the products or services as a whole. The updated guidance excludes from its scope tangible products that contain both software and non-software components that function together to deliver a product's essential functionality. The Company plans to adopt this updated guidance prospectively for new revenue

Edgar Filing: Rock-Tenn CO - Form 4

arrangements entered into or materially modified in fiscal year beginning April 1, 2011. The Company does not expect this guidance to have a material impact on the consolidated financial statements.

Table of Contents**TIGERLOGIC CORPORATION AND SUBSIDIARIES****NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****DECEMBER 31, 2009****5. FAIR VALUE MEASUREMENT**

During fiscal year 2009, the Company converted all of its investment balances in money market mutual funds into cash. As such, there were no cash equivalents in our balance sheets as of December 31, 2009 or March 31, 2009. The carrying amounts of accounts receivable, accounts payable, and accrued expenses approximate fair value because of the short-term maturity of these instruments. There were no nonfinancial assets or liabilities that required recognition or disclosure at fair value on a nonrecurring basis in our balance sheets as of December 31, 2009 or March 31, 2009.

6. STOCKHOLDERS EQUITY

Basic loss per share is computed using the net loss and the weighted average number of common shares outstanding during the period. Diluted loss per share is computed using the net loss and the weighted average number of common shares and potential common shares outstanding during the period when the potential common shares are not anti-dilutive. Potential dilutive common shares include outstanding stock options.

Weighted outstanding options to purchase 2,108,416 shares and 2,946,742 shares of the Company's common stock have been excluded from the computation of diluted net loss per share for the three and nine month periods ended December 31, 2009, respectively, and 1,217,610 shares and 2,998,323 shares for the three and nine month periods ended December 31, 2008, respectively, because the effect of their inclusion would have been anti-dilutive.

The change in accumulated other comprehensive loss during the three and nine month periods ended December 31, 2009 and 2008 is the result of the effect of foreign exchange rate changes. The following table reconciles net loss as reported with total comprehensive loss (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2009	2008	2009	2008
Net loss reported	\$ (703)	\$ (1,450)	\$ (963)	\$ (4,410)
Translation adjustments net	(160)	991	(588)	1,466
Total comprehensive loss	\$ (863)	\$ (459)	\$ (1,551)	\$ (2,944)

The Company has been recording the intercompany transaction gains and losses in accordance with applicable accounting guidance in determining net income for the period in which exchange rates change. However, intercompany transactions and balances for which settlement is not planned or anticipated in the foreseeable future are considered to be part of the net investment and related gains or losses are to be accumulated in a separate component of equity as part of other comprehensive loss. Beginning in December 2009, foreign exchange gains and losses from intercompany balance outstanding denominated in British Pound are being accumulated in a separate component of equity as part of other comprehensive loss based on the Company's determination that the settlement of this intercompany balance is not planned or anticipated in the foreseeable future and is therefore considered of long-term investment nature.

Table of Contents**TIGERLOGIC CORPORATION AND SUBSIDIARIES****NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****DECEMBER 31, 2009**

7. BUSINESS SEGMENT The Company operates in one reportable segment. International operations consist primarily of foreign sales offices selling software developed in the United States of America combined with local maintenance revenue. The following table summarizes consolidated financial information of the Company's operations by geographic location (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2009	2008	2009	2008
Net revenue				
North America	\$ 2,380	\$ 2,784	\$ 7,079	\$ 8,611
Europe/Africa	1,131	1,394	3,381	4,272
Total	\$ 3,511	\$ 4,178	\$ 10,460	\$ 12,883

	December 31, 2009	March 31, 2009
Long-lived assets		
North America	\$ 27,224	\$ 27,317
Europe/Africa	494	464
Total	\$ 27,718	\$ 27,781

The Company is engaged in the design, development, sale, and support of four product lines: 1) Yolink, 2) XDMS, 3) MDMS, and 4) RAD software tools. To date, we have not recognized any revenue relating to our Yolink product line and revenue from our XDMS product line has been insignificant. The following table represents the net revenue by product line (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2009	2008	2009	2008
Net revenue				
Databases (XDMS and MDMS)	\$ 2,375	\$ 2,965	\$ 7,489	\$ 9,357
RAD Tools	1,136	1,213	2,971	3,526
Total	\$ 3,511	\$ 4,178	\$ 10,460	\$ 12,883

8. RELATED PARTY TRANSACTIONS

In connection with Carlton Baab's resignation as President and Chief Executive Officer and as a Director on February 26, 2009, the Company entered into a separation and consulting agreement with Mr. Baab dated February 26, 2009 (the "Agreement"). The agreement provided Mr. Baab with certain benefits, including: (i) a lump sum payment equal to one year of base salary (\$248,000) payable six months and one day after the date of the Agreement; (ii) reimbursement of COBRA premiums for dental and vision insurance for up to 12 months or, if earlier, until such time Mr. Baab ceased to be eligible for COBRA; (iii) reimbursement of health insurance premiums for up to 12 months or, if earlier, until such time

Edgar Filing: Rock-Tenn CO - Form 4

Mr. Baab terminated such insurance coverage; and (iv) in the event that the Company paid a bonus within six months to certain employees specified in the Agreement, a bonus payment calculated as a percentage of Mr. Baab's base salary in effect immediately prior to his resignation equivalent to the highest bonus payment made (as a percentage of base salary) to such specified employees. The Agreement also provided that Mr. Baab serve as a consultant to the Company through August 27, 2009. During the consulting period, the Company paid Mr. Baab an aggregate of \$124,000 and Mr. Baab's outstanding stock options continued to vest. The total charge recorded to general and administrative expense during the year ended March 31, 2009 pursuant to the Agreement was approximately \$414,000. The Agreement contains a mutual release of claims and a mutual non-disparagement provision. Mr. Baab's consulting services and vesting of outstanding stock options terminated on August 27, 2009. No bonus payment was made during the term of the Agreement. During the nine months ended December 31, 2009, the Company paid Mr. Baab the lump sum payment of \$248,000 and total consulting fees of \$124,000. The Company continues to reimburse Mr. Baab for COBRA and health insurance premium in accordance with the terms of the Agreement.

Table of Contents

TIGERLOGIC CORPORATION AND SUBSIDIARIES

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2009

Astoria Capital Partners, L.P. (Astoria) is a major stockholder of the Company, holding a majority of the outstanding common stock. Richard W. Koe, Chairman of our Board of Directors and Interim President and Chief Executive Officer, serves as the Managing General Partner for Astoria. The Company entered into an expense reimbursement agreement with Astoria, in connection with Mr. Koe's appointment as Interim President and Chief Executive Officer, pursuant to which the Company agreed to reimburse Astoria for a portion of overhead costs and expenses related to the use by Mr. Koe of Astoria's premises and office equipment while performing his employment duties for the Company. The agreement will terminate 90 days after Mr. Koe is either no longer employed by the Company or is no longer performing services for the Company from Astoria's premises. Mr. Koe also serves as President of Astoria. Since the start of the agreement on April 1, 2009, the Company has reimbursed Astoria approximately \$53,000 or approximately \$6,600 per month, and the Company does not anticipate any material changes in this monthly amount.

9. COMMITMENTS AND CONTINGENCIES

The Company is subject from time to time to litigation, claims and suits arising in the ordinary course of business. The following legal proceedings were concluded during the quarter ended September 30, 2009. The Company has not been a party to any material legal proceeding subsequent to that date.

Raining Data v. Soheil Raissi (formerly the Company's Vice President of Product Development and Professional Services), Mario Barrenechea (formerly the Company's Senior Vice President, Worldwide Sales and Marketing, Pick and Omnis Products), and Adevnet. On or about December 8, 2006, the Company filed a complaint in Orange County Superior Court that sets forth allegations that the defendants threaten to and have misappropriated the Company's trade secrets. The Company's allegations in the complaint include that the individual defendants have used or disclosed the Company's trade secrets (in the form of source code and licenses and other trade secret information) in violation of their agreements with the Company to maintain the confidentiality of such trade secret information, and in violation of California laws prohibiting the misappropriation of trade secrets. The Company sought injunctive relief from the defendants, including, but not limited to, compelling the defendants to immediately return all of the Company's trade secrets and property; enjoining the defendants and their employees and agents from using or disclosing our trade secrets, including the Company's source code; ordering the defendants to disclose all gains and profits they have derived from the misappropriation of the Company's trade secrets; enjoining the defendants from directly or indirectly supplying, selling or promoting any product that incorporates the Company's trade secrets. On June 27, 2008, the Court granted the Company's Motion to File a Second Amended Complaint, adding claims for Breach of the Duty of Loyalty and for Unjust Enrichment against the Defendants.

In January of 2007, the Defendants filed a cross-complaint, alleging several claims against the Company and Carlton H. Baab, the Company's former President and Chief Executive Officer, and the Company filed a Special Motion to Strike (an anti-SLAPP motion) the Cross-Complaint, which the Court granted in June of 2008, striking the entire Cross-Complaint and awarding the Company its attorney's fees in bringing the motion, which the Company has collected. The Defendants then appealed both Orders. The Company then proceeded with discovery on the Second Amended Complaint.

The Company reached a settlement with Defendant Soheil Raissi on May 8, 2009, including the Company's dismissal of the Second Amended Complaint against Raissi, and Raissi's dismissal of his appeals of the trial court's orders granting the anti-SLAPP motion and the award of attorney fees to the Company for bringing its anti-SLAPP motion. Defendant Adevnet, LLC has been dismissed because it is no longer a viable entity.

On June 26, 2009, the Appellate Court affirmed the trial court's Orders granting the Company's anti-SLAPP Motion as well as its Motion for Attorney Fees against Barrenechea. On August 3, 2009, the Company reached a settlement with Defendant Mario Barrenechea that included the Company's dismissal of the Second Amended Complaint against Barrenechea. As such, all of the Company's litigation against Raissi, Adevnet, and Barrenechea has been concluded.

Indemnification

Edgar Filing: Rock-Tenn CO - Form 4

The Company's standard customer license and software agreements contain indemnification and warranty provisions which are generally consistent with practice in the Company's industry. The duration of the Company's service warranties generally does not exceed 30 days following completion of its services. The Company has not incurred significant obligations under customer indemnification or warranty provisions historically and does not expect to incur significant obligations in the future. Accordingly, the Company does not maintain accruals for potential customer indemnification or warranty-related obligations. The maximum potential amount of future payments that the Company could be required to make is generally limited under the indemnification provisions in its customer license and service agreements.

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

The section entitled Management's Discussion and Analysis set forth below contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements may generally be identified by the use of such words as expect, anticipate, believe, intend, plan, will, or shall, or the use of those terms. We have based these forward-looking statements on our current expectations and projections about future events.

Forward-looking statements involve certain risks and uncertainties and actual results may differ materially from those discussed in any such statement. Factors that could cause actual results to differ materially from such forward-looking statements include the risks described under the heading Risk Factors in Item 1A of this quarterly report on Form 10-Q and, elsewhere in this Form 10-Q. The forward-looking statements contained in this Form 10-Q include, but are not limited to statements about the following: (1) our future success, (2) our research and development efforts, (3) our future operating results and cash flow, (4) our ability to compete, (5) the markets in which we operate, (6) our revenue, (7) cost of license revenue and cost of service revenue, (8) our selling and marketing costs, (9) our backlog, (10) our research and development expenses, (11) the effect of critical accounting policies, (12) our belief that our existing cash balances will be sufficient to meet our operating and capital expenditure requirements through the foreseeable future, (13) our focus on the continued development and enhancement of the TigerLogic product line, and identification of new and emerging technology areas and discussions with channel partners for the sale and distribution of the TigerLogic product line, (14) the effect of recent changes in tax laws on our financial statements, and (15) the possibility that we may seek to take advantage of strategic acquisition opportunities. All forward-looking statements in this document are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement.

Overview

We were incorporated in the State of Delaware in August 1987. We were originally incorporated as Blyth Holdings, Inc. and our name was changed to Omnis Technology Corporation in September 1997. Effective December 1, 2000, we completed the acquisition of PickAx, Inc., a Delaware corporation (PickAx). Concurrent with the acquisition, we changed our name to Raining Data Corporation. On April 17, 2008, we changed our name to TigerLogic Corporation. Reference to we, our, us or the Company in this Form 10-Q means TigerLogic Corporation and our subsidiaries.

Products

Our principal business is the design, development, sale, and support of software infrastructure. Our products allow customers to create and enhance flexible software applications for their own needs. Our software may be categorized into the following product lines: Yolink, XML data management servers (XDMS), Multidimensional Database Management Systems (MDMS), and Rapid Application Development (RAD) software tools. All of our revenue to date has been principally derived from MDMS and RAD software products.

Many of our products are based on the proprietary Pick Universal Data Model (Pick UDM) and are capable of handling data from many sources. The Pick UDM is a core component across the XDMS and MDMS product lines.

Beginning in 2001, we began an extensive effort to leverage our Pick UDM and core intellectual property to create the TigerLogic technology product line, which includes an internet browser-based search application called Yolink (formerly known as ChunkIt!), and an enterprise class XML Database Management Server for the emerging XML market to address the growing need for managing and querying native XML data and the ability to handle structured and unstructured data. We are focused on the continued development and enhancement of these product lines, identification of new and emerging technology areas and discussions with channel partners for the sale and distribution of the TigerLogic product line.

In addition, one of the elements of our business strategy involves expansion through the acquisitions of businesses, assets, products or technologies that allow us to complement our existing product offerings, expand our market coverage, or enhance our technological capabilities. We continually evaluate and explore strategic opportunities as they arise, including business combination transactions, strategic partnerships, and the purchase or sale of assets, including tangible and intangible assets such as intellectual property.

Yolink is a simple and easy to use browser-based search enhancement tool. This application is designed to enhance the search experience and productivity of any Web user. As an application that sits inside a Web browser, its function is to identify and display information containing keywords in the user's search query from embedded hyperlinks that are commonly found on Web pages. To facilitate the user's review, each keyword is highlighted with a unique color. This capability is especially useful for reviewing and searching through the many Web pages that contain hundreds, if not thousands of embedded hyperlinks. Yolink delivers users the benefit of being able to quickly search through and preview links that contain information pertinent to their interest. Yolink can save users the time of having to click through a multitude of irrelevant links, and from having to manage multiple windows and tabs.

Table of Contents

Yolink is available for download at www.yolink.com. To date, we have not recognized any revenue from the Yolink product.

Competition

The application development tools software market is rapidly changing and intensely competitive. Our MDMS products compete with products developed by companies such as Oracle, Microsoft, and IBM. Our RAD products currently encounter competition from several direct competitors, including Microsoft, and competing development environments, including JAVA. Competition is developing and evolving in the XML market for which our XDMS products are intended. Companies that do or are expected to compete in this market include Oracle, IBM, Microsoft, and Sybase, as well as a number of smaller companies with products that directly and indirectly compete with our XDMS products. Our Yolink search application will encounter competition from several direct competitors including Google, Yahoo, Microsoft, AOL, and Ask, as well as a number of smaller companies with products that directly and indirectly compete with our Yolink product. Most of our competitors have significantly more financial, technical, marketing, and other resources than we do. As a result, these competitors may be able to respond more quickly to new or emerging technologies, evolving markets and changes in customer requirements, and may devote greater resources to the development, promotion, and sale of their products.

We believe that our ability to compete in the various product markets depends on factors both within and outside our control, including the timing of release, performance and price of new products developed by both us and our competitors. Although we believe that we currently compete favorably with respect to most of these factors, we may not be able to maintain our competitive position against current and potential competitors, especially those with greater resources.

We continue to focus on preparing the Company for growth in new market opportunities, such as the Yolink and XDMS product lines, while also continuing to meet the needs of our loyal customer base by investing in the development of new updates and releases for our existing MDMS and RAD product lines. While the current adverse worldwide economic conditions have resulted in lower revenue, we believe that our relatively stable services revenue and lower expenditures will continue to result in sufficient working capital balances to fund growth initiatives aimed at increasing stockholder value.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and disclosure of contingent liabilities.

On an on-going basis, we evaluate our estimates, including those related to revenue recognition and accounting for goodwill. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. As of December 31, 2009, the fair value of the reporting unit substantially exceeded its carrying value.

We have identified the accounting policies below as the policies critical to our business operations and the understanding of our results of operations and how the related judgments and estimates affect the preparation of our consolidated financial statements:

Revenue Recognition

Goodwill

Employee Stock-Based Compensation

Income Taxes

These critical accounting policies are described in our Form 10-K for the fiscal year ended March 31, 2009 and there have been no changes in our application of these policies during the period ended December 31, 2009.

Table of Contents**Results of Operations**

The following table sets forth certain unaudited Condensed Consolidated Statement of Operations data in total dollars, as a percentage of total net revenues and as a percentage change from the same period in the prior year. Cost of license revenues and cost of service revenues are expressed as a percentage of the related revenues. This information should be read in conjunction with the unaudited Condensed Consolidated Financial Statements included elsewhere in this Form 10-Q.

	Three Months Ended December 31, 2009			Three Months Ended December 31, 2008			Nine Months Ended December 31, 2009			Nine Months Ended December 31, 2008		
	Results (In thousands)	% of Net Revenues	Percent Change	Results (In thousands)	% of Net Revenues	Results (In thousands)	% of Net Revenues	Percent Change	Results (In thousands)	% of Net Revenues		
Net revenues												
Licenses	\$ 1,118	32%	(26%)	\$ 1,519	36%	\$ 3,122	30%	(30%)	\$ 4,486	35%		
Services	2,393	68%	(10%)	2,659	64%	7,338	70%	(13%)	8,397	65%		
Total net revenues	3,511	100%	(16%)	4,178	100%	10,460	100%	(19%)	12,883	100%		
Operating expenses												
Cost of revenues:												
Cost of license revenues (as a % of license revenues)	4	0%	(50%)	8	1%	28	1%	40%	20	0%		
Cost of service revenues (as a % of service revenues)	445	19%	16%	383	14%	1,245	17%	(2%)	1,267	15%		
Selling and marketing	1,332	38%	6%	1,252	30%	3,196	31%	(30%)	4,576	36%		
Research and development	1,581	45%	(14%)	1,829	44%	4,698	45%	(22%)	6,004	47%		
General and administrative	1,048	30%	(3%)	1,086	26%	3,107	30%	(20%)	3,873	30%		
Total operating expenses	4,410	126%	(3%)	4,558	109%	12,274	117%	(22%)	15,740	122%		
Operating loss	(899)	(26%)	137%	(380)	(9%)	(1,814)	(17%)	(37%)	(2,857)	(22%)		
Other income (expense)-net	152	4%	(115%)	(1,034)	(25%)	825	8%	(154%)	(1,538)	(12%)		
Loss before income taxes	(747)	(21%)	(47%)	(1,414)	(34%)	(989)	(9%)	(77%)	(4,395)	(34%)		
Income tax provision (benefit)	(44)	(1%)	(222%)	36	1%	(26)	0%	(273%)	15	0%		
Net loss	\$ (703)	(20%)	(52%)	\$ (1,450)	(35%)	\$ (963)	(9%)	(78%)	\$ (4,410)	(34%)		

REVENUE

Edgar Filing: Rock-Tenn CO - Form 4

NET REVENUE. Our revenue is derived principally from two sources: fees from software licensing and fees for post contract technical support. We license our software primarily on a per-CPU, per-server, per-port or per-user basis. Therefore, the addition of CPU s, servers, ports or users to existing systems increases our revenue from our installed base of licensees. Similarly, the reduction of CPU s, servers, ports or users to existing systems decreases our revenue from our installed base of licensees. The timing of orders and customer ordering patterns have resulted in fluctuations in license revenue between quarters and year-to-year. Total revenue decreased \$0.7 million or 16% and \$2.4 million or 19% for the three and nine month periods ended December 31, 2009, respectively, as compared to the same periods in the prior year, primarily due to lower orders of licenses and reduction or non-renewal of support services from our existing customer base as a result of the current adverse global economic conditions. We anticipate that revenue will continue to be adversely affected until global economic conditions improve.

Table of Contents

We have been actively developing and marketing our TigerLogic product line. Should our development efforts and the adoption of these product lines be successful, we anticipate additional revenues in future periods related to these products. However, we can give no assurances as to customer acceptance of any new products or services, or the ability of the current or any new products and services to generate revenue. While we are committed to research and development efforts that are intended to allow us to penetrate new markets and generate new sources of revenue, such efforts may not result in additional products, services or revenue.

OPERATING EXPENSES

COST OF LICENSE REVENUE. Cost of license revenue is comprised of direct costs associated with software license sales including software packaging, documentation, physical media costs and royalties. Cost of license revenue as a percentage of license revenue for the three and nine month periods ended December 31, 2009 remained relatively consistent with the same periods in prior year.

COST OF SERVICE REVENUE. Cost of service revenue includes primarily personnel costs relating to providing consulting, technical support and training services. The slight increase in cost of service revenue for the three months ended December 31, 2009 when compared to the same period in prior year was mainly due to an increase in stock-based compensation expense. Cost of service revenue for the nine month periods ended December 31, 2009 remained relatively consistent with the same periods in prior year. The slight decrease in absolute dollar value was mainly due to foreign currency translation effect from the British Pound into the US Dollar.

SELLING AND MARKETING. Selling and marketing expense consists primarily of salaries, benefits, advertising, tradeshow, travel and overhead costs for our sales and marketing personnel. Selling and marketing expense for the three month period ended December 31, 2009 increased \$0.1 million or 6% when compared to the same period in prior year due to higher marketing expense relating to our 2009 Pick Worldwide User Conference held in November 2009 and participation in various tradeshow, partially offset by lower personnel expense due to lower headcount. Selling and marketing expense for the nine month period ended December 31, 2009 decreased \$1.4 million or 30% when compared to the same period in the prior year. This decrease was mainly due to lower headcount and marketing expense. Prior periods' expenses included expenses related to the introduction of our TigerLogic Yolink (formerly ChunkIt!) product. We anticipate that selling and marketing costs related to the TigerLogic product line may increase as we further develop the sales channel for these products and if customer acceptance of these products increases. In addition, if our continued research and development efforts are successful, including with respect to our TigerLogic product line, and new products or services are created, we may incur increased sales and marketing expense to promote those new products in future periods.

RESEARCH AND DEVELOPMENT. Research and development expense consists primarily of salaries and other personnel-related expenses and overhead costs for engineering personnel including employees in the US and the UK and contractors in the US. Research and development expense for the three and nine month periods ended December 31, 2009 decreased \$0.2 million or 14% and \$1.3 million or 22%, respectively, when compared to the same periods in the prior year mainly due to lower headcount and consulting expense related to our Yolink product. We are committed to our research and development efforts and expect research and development expense will remain at the current level in future periods or increase if we believe that additional spending is warranted. Such efforts may not result in additional new products and any new products, including the TigerLogic product line, may not generate sufficient revenue, if any, to offset the research and development expense.

GENERAL AND ADMINISTRATIVE. General and administrative expense consists primarily of costs associated with our finance, human resources, legal and other administrative functions. These costs consist principally of salaries and other personnel-related expenses, professional fees, depreciation and overhead costs. General and administrative expense for the three month period ended December 31, 2009 was consistent with the same period in the prior year. General and administrative expense for the nine month period ended December 31, 2009 decreased \$0.8 million or 20% over the same period in the prior year. The decrease in general and administrative expense was mainly due to lower legal costs related to litigation matters settled during this fiscal year and lower than prior year's expense for Yolink product patent and trademark registrations.

OTHER INCOME (EXPENSE). Other income (expense) consists primarily of gains and losses on foreign currency transactions. The Company has been recording the intercompany transaction gains and losses in accordance with applicable accounting guidance in determining net income for the period in which exchange rates change. However, intercompany transactions and balances for which settlement is not planned or anticipated in the foreseeable future are considered to be part of the net investment and related gains or losses are to be accumulated in a separate component of equity. The change in other income (expense) during the three and nine month periods ended December 31, 2009 as compared to the same periods in the prior year was mainly due to foreign exchange gains and losses from a significant intercompany balance outstanding denominated in British Pound. During the three and nine month periods ended December 31, 2008, the British Pound strengthened against the U.S. Dollar resulting in foreign exchange loss for the Company. Through November of the current year, the British Pound was weakening against the U.S. Dollar creating foreign exchange gain for the Company. Beginning in December 2009, foreign exchange gains and losses on the outstanding intercompany balance denominated in British Pound are being accumulated in a separate component of equity based on the Company's determination that the settlement of this intercompany balance is not planned or anticipated in the foreseeable future.

Table of Contents

Due to the uncertainty in exchange rates, we may experience transaction gains or losses in future periods, the effect of which cannot be predicted at this time.

PROVISION FOR INCOME TAXES. Our effective tax rate was 5.9% and 2.6% for the three and nine month periods ended December 31, 2009, respectively, as compared to (2.5%) and (0.3%) for the three and nine month periods ended December 31, 2008, respectively. The benefit for income taxes reflects the refundable research and development credit, net of income tax on net earnings from foreign subsidiaries, as further discussed below. Due to uncertainties surrounding the timing of realizing the benefits of the net operating loss carryforwards in the future, we continue to carry a full valuation allowance against net deferred tax assets in domestic and foreign jurisdictions, except France due to its historic profitability.

In July 2008, the Housing Assistance Act of 2008 introduced a refundable research and development credit that could be claimed in lieu of special bonus depreciation as enacted by the Economic Stimulus Act of 2008. Based on our analysis for the nine months ended December 31, 2009, we expect an additional cash refund of approximately \$9,000. This amount has been included in the provision for income taxes for the nine month period ended December 31, 2009. Since our initial adoption of the Housing Assistance Act of 2008 on April 1, 2008 total cash refund calculated as of December 31, 2009 is approximately \$34,000, which represents approximately \$25,000 of estimated cash refunds through fiscal year ended March 31, 2009 and an additional \$9,000 of estimated cash refunds for the nine months ended December 31, 2009. In January 2010, we received a refund in the amount of \$25,610 related to the credit claimed for the fiscal year ended March 31, 2009.

We expect to generate U.S. federal research and development credits for the period beginning April 1, 2009 through December 31, 2009 resulting in additional carryovers. We do not expect an income tax impact for the quarter ended December 31, 2009 nor for the year ending March 31, 2010, due to the full valuation allowance applied to our deferred tax assets (including our research and development credit carryovers). The refundable research and development credits claimed and ultimately refunded would reduce the research and development credit carry forward amount related to the deferred tax asset and related valuation allowance.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2009, we had \$12.7 million in cash. We believe that our existing cash balances will be sufficient to meet our operating and capital expenditure requirements for the remainder of the fiscal year ending March 31, 2010 and through the foreseeable future. We are committed to research and development and marketing efforts that are intended to allow us to penetrate new markets and generate new sources of revenue and improve operating results. However, our research and development and marketing efforts have required, and will continue to require, cash outlays without the immediate or short-term receipt of related revenue. Our ability to meet our expenditure requirements is dependent upon our future financial performance, which will be affected by, among other things, prevailing economic conditions, our ability to penetrate new markets and attract new customers, market acceptance of our new and existing products and services, the success of research and development efforts and other factors beyond our control.

On November 9, 2004, we entered into a lease agreement with The Irvine Company whereby we leased one building in Irvine, California, comprising approximately 29,000 square feet, to replace our then headquarters facility. The lease commenced in November 2005 and had a five-year term. The total basic rent over the five-year term was approximately \$2.6 million. The annual basic rent during the five-year term ranged from approximately \$475,000 during the first year to approximately \$545,000 during the fifth year. On December 7, 2009, we entered into an amendment to this lease agreement modifying certain terms of the original lease as follows: (a) The Irvine Company will perform, at its sole cost, certain tenant improvements in the approximately 15,000 square foot portion of the premises (Suite 100) and the lease term will be extended to October 31, 2015 instead of ending on October 31, 2010; (b) the Lease will completely terminate as to the approximately 14,000 square foot portion of the premises (Suite 200) on the later of (i) February 28, 2010, or (ii) two weeks after substantial completion of the tenant improvements in Suite 100 (subject to adjustment for any tenant delay); and (c) commencing on March 1, 2010, the base rental rate due for the Suite 100 will be reduced from \$1.56 per square foot to \$1.20 per square foot, with annual increases of \$0.10 per square foot for each year of the term of the lease amendment (with an adjustment to fair market rent during any extension term thereafter). Commencing March 1, 2010, the total basic rent over the new lease amendment term will be approximately \$1.6 million. The annual basic rent will range from approximately \$215,000 during the first year to approximately \$299,000 during the last year of the lease amendment. The rent expense is being recognized on a straight line basis over the new lease term.

We had no material commitments for capital expenditures as of December 31, 2009.

Table of Contents

Net cash used in operating activities was \$1.5 million and \$1.9 million for the nine month periods ended December 31, 2009 and 2008, respectively. The decrease in net cash used in operating activities for the nine month period ended December 31, 2009 as compared to the same period in prior year was primarily due to lower operating expenses as a result of lower headcount, and lower marketing and legal expenses. Net cash used in investing activities was \$0.1 million and \$0.6 million for the nine month periods ended December 31, 2009 and 2008, respectively. Prior year's cash used in investing activities was due to expenditures related to equipment purchased to launch our Yolink product. Net cash provided by financing activities was \$1.9 million and \$0.7 million for the nine month periods ended December 31, 2009 and 2008, respectively. Net cash provided by financing activities was primarily due to proceeds derived from the exercise of stock options and related issuance of common stock.

There was no outstanding line of credit during the nine months ending December 31, 2009 or 2008.

OFF-BALANCE SHEET ARRANGEMENTS

We did not have any off-balance sheet liabilities or transactions as of December 31, 2009.

NON-GAAP FINANCIAL INFORMATION

EBITDA or Adjusted EBITDA (each as defined below) should not be construed as a substitute for net income (loss) or as a better measure of liquidity than cash flow from operating activities determined in accordance with U.S. GAAP. EBITDA and Adjusted EBITDA exclude components that are significant in understanding and assessing our results of operations and cash flows. EBITDA or Adjusted EBITDA does not represent funds available for management's discretionary use and is not intended to represent cash flow from operations. In addition, EBITDA and Adjusted EBITDA are not terms defined by GAAP and as a result our measure of EBITDA and Adjusted EBITDA might not be comparable to similarly titled measures used by other companies.

However, EBITDA and Adjusted EBITDA are used by management to evaluate, assess and benchmark our operational results and we believe that EBITDA and Adjusted EBITDA are relevant and useful information widely used by analysts, investors and other interested parties in our industry. Accordingly, we are disclosing this information to permit a more comprehensive analysis of our operating performance, to provide an additional measure of performance and liquidity and to provide additional information with respect to our ability to meet future debt service, capital expenditure and working capital requirements.

EBITDA is defined as net income (loss) with adjustments for depreciation and amortization, interest income (expense)-net, and income tax provision (benefit). Adjusted EBITDA used by our company is defined as EBITDA plus adjustments for other income (expense)-net, and non-cash stock-based compensation expense.

Our Adjusted EBITDA was negative \$0.5 million or negative 12.9% of total net revenue for the three month period ended December 31, 2009 as compared to breakeven for the same period in prior year. The decrease in Adjusted EBITDA was a result of lower revenues in the current year. Our Adjusted EBITDA was negative \$0.7 million or negative 7% of total net revenue for the nine month period ended December 31, 2009 as compared to negative \$1.4 million or negative 11% for the same period in prior year. The improvement in Adjusted EBITDA was a result of lower operating expenses due to lower headcount and lower legal and marketing expense, partially offset by lower revenues. The following table reconciles Adjusted EBITDA to the GAAP reported net loss:

RECONCILIATION OF ADJUSTED EBITDA TO NET LOSS (In thousands)

	For the Three Months Ended		For the Nine Months Ended	
	December 31,		December 31,	
	2009	2008	2009	2008
Reported net loss	\$ (703)	\$ (1,450)	\$ (963)	\$ (4,410)
Depreciation and amortization	109	104	294	321
Stock-based compensation	339	291	792	1,138
Interest expense (income)-net	1	(32)	1	(138)
Other expense (income)-net	(153)	1,066	(826)	1,676
Income tax provision (benefit)	(44)	36	(26)	15

Edgar Filing: Rock-Tenn CO - Form 4

Adjusted EBITDA	\$ (451)	\$ 15	\$ (728)	\$ (1,398)
-----------------	----------	-------	----------	------------

Table of Contents

Our Adjusted EBITDA financial information can also be reconciled to net cash used in operating activities as follows:

RECONCILIATION OF ADJUSTED EBITDA TO NET CASH USED IN OPERATING ACTIVITIES

(In thousands)

	For the Nine Months Ended December 31,	
	2009	2008
Net cash used in operating activities	\$ (1,467)	\$ (1,853)
Interest expense (income)-net	1	(138)
Other expense (income)-net	(826)	1,676
Change in trade accounts receivable	259	(417)
Change in other current and non-current assets	(14)	(16)
Change in accounts payable	(72)	141
Change in accrued liabilities	536	444
Change in deferred revenue	172	454
Foreign currency exchange gain (loss)	695	(1,681)
Provision for bad debt	(12)	(8)
Adjusted EBITDA	\$ (728)	\$ (1,398)

ITEM 4T. CONTROLS AND PROCEDURES*Evaluation of Disclosure Controls and Procedures*

Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective, as of the end of the period covered by this report, to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Management necessarily applied its judgment in assessing the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS** None

Table of Contents

ITEM 1A. RISK FACTORS

We operate in a rapidly changing environment that involves numerous risks and uncertainties. A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information previously disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2009 filed with the SEC on June 24, 2009, and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly. The following section lists some, but not all, of these risks and uncertainties that may have a material adverse effect on our business, financial condition or results of operation.

IF WE DO NOT DEVELOP NEW PRODUCTS AND ENHANCE EXISTING PRODUCTS TO KEEP PACE WITH RAPIDLY CHANGING TECHNOLOGY AND INDUSTRY STANDARDS, OUR REVENUE MAY DECLINE.

We have devoted significant resources to the research and development of products and technologies. We believe that our future success will depend in large part on strong research and development efforts with respect to both our existing and new products. Beginning in 2001, we began an extensive effort to leverage our time-proven Pick UDM and core intellectual property to create the TigerLogic product line, which includes an internet browser-based search application called Yolink and an enterprise class XML database management server for the emerging XML market. While we intend for these efforts to improve our future operating results and increase cash flow, such new products may not be successful or generate significant revenue. The development of new or enhanced software products is a complex and uncertain process requiring high levels of innovation, as well as accurate anticipation of customer and technical trends. In developing new products and services, we may fail to develop and market products that respond to technological changes or evolving industry standards in a timely or cost-effective manner, or experience difficulties that could delay or prevent the successful development, introduction and marketing of these new products. The development and introduction of new or enhanced products also requires us to manage the transition from older products in order to minimize disruptions in customer ordering patterns and to ensure that adequate supplies of new products can be delivered to meet customer demand. Failure to develop and introduce new products, or enhancements to existing products, in a timely and cost-effective manner in response to changing market conditions or customer requirements, or lack of customer acceptance of our products, will materially and adversely affect our business, results of operations and financial condition.

Table of Contents

OUR FAILURE TO COMPETE EFFECTIVELY MAY HAVE AN ADVERSE IMPACT ON OUR OPERATING RESULTS.

The market for our products is highly competitive, diverse and subject to rapid change. Our products and services compete on the basis of the following key characteristics: performance; inter-operability; scalability; functionality; reliability; pricing; post sale customer support; quality; compliance with industry standards; and overall total cost of ownership. The application development tools software market is rapidly changing and intensely competitive. Our MDMS products compete with products developed by companies such as Oracle, Microsoft and IBM. Our RAD products currently encounter competition from several direct competitors, including Microsoft, and competing development environments, including JAVA. Competition is developing and evolving in the XML market for which our XDMS products are intended. Companies that do or are expected to compete in this market include Oracle, IBM, Microsoft and Sybase, as well as a number of smaller companies with products that directly and indirectly compete with our XDMS products. Our Yolink search application will encounter competition from several direct competitors including Google, Yahoo, Microsoft, AOL and Ask, as well as a number of smaller companies with products that directly and indirectly compete with our Yolink product. Additionally, as we expand our business, we expect to compete with a different group of companies, including smaller, highly focused companies offering single products.

Most of our competitors have significantly more financial, technical, marketing and other resources than we do. As a result, these competitors may be able to respond more quickly to new or emerging technologies, evolving markets and changes in customer requirements and may devote greater resources to the development, promotion and sale of their products. Our products and services could fall behind marketplace demands at any time. If we fail to address the competitive challenges, our business would suffer materially.

Table of Contents

BECAUSE OUR MDMS AND RAD PRODUCTS COMPETE WITH PRODUCTS FROM MUCH LARGER AND WELL KNOWN COMPANIES, OUR REVENUE MAY DECLINE IF WE CANNOT MAINTAIN OUR SALES TO EXISTING CUSTOMERS OR GENERATE SALES TO NEW CUSTOMERS.

We face very strong competition from much larger and well known companies in the markets for our MDMS and RAD products. As a result, existing customers and new customers may be inclined to adopt other technologies. To maintain or grow our revenue in these markets, we will need to maintain or grow our sales to existing customers and to generate sales to new customers, including corporate development teams, commercial application developers, system integrators, independent software vendors and independent consultants. If we fail to attract new customers, if we lose our customers to competitors, or if the MDMS or RAD markets decline, our revenue may be adversely affected. In the longer term, it is expected that our revenue from the MDMS and RAD markets will eventually decline as customers adopt newer technologies.

ADVERSE ECONOMIC CONDITIONS COULD CONTINUE TO HARM OUR BUSINESS.

Our operations and performance depend significantly on worldwide economic conditions, which have deteriorated significantly in many countries and regions, including without limitation the United States and Western Europe from which we derive a majority of our revenue. Unfavorable changes in economic conditions, including recession, rising inflation, diminished credit availability, declining valuation of investments or other changes in economic conditions have resulted in lower information technology spending and have adversely affected our revenue. For example, current or potential customers may have been unable to fund software purchases, which in some cases caused them to delay, decrease or cancel purchases of our products and services or to not pay us or to delay paying us for previously purchased products and services. Further, since we generally license our software on a per-CPU, per-server, per-port or per-user basis, any decrease in CPU's, servers, ports or users by our customers would result in a decrease in our revenue. These and other economic factors could continue to have a material adverse effect on demand for our products and services and on our financial results.

OUR PRODUCTS HAVE A LONG SALES CYCLE WHICH COULD RESULT IN DELAYS IN THE RECEIPT OF REVENUE.

The sales cycle for our MDMS and RAD products typically ranges from three to nine months or longer and the sales cycle for our XDMS products is anticipated to be significantly longer since these markets are emerging and the products are still in the process of being adopted by the marketplace. The adoption cycle for our Yolink product is anticipated to be long since the search market currently has much larger direct competitors such as Google, Yahoo, Microsoft, AOL and Ask. Our products are typically used by application developers, system integrators and value added resellers to develop applications that are critical to their corporate end user's business. Because our products are often part of an end user's larger business process, re-engineering initiative, or implementation of client/server or web-based computing, the end users frequently view the purchase of our products as part of a long-term strategic decision regarding the management of their workforce-related operations and expenditures. Thus, this sometimes results in end users taking a significant period of time to assess alternative solutions by competitors or to defer a purchase decision as a result of an unrelated strategic issue beyond our control. As a result, a significant period of time may elapse between our research and development efforts and recognition of revenue, if any.

THE CONCENTRATION OF OUR STOCK OWNERSHIP GIVES CERTAIN STOCKHOLDERS SIGNIFICANT CONTROL OVER OUR BUSINESS.

As of December 31, 2009, Astoria beneficially owned approximately 53% of our outstanding common stock. Richard W. Koe, Chairman of the Board of Directors and Interim President and Chief Executive Officer, serves as the Managing General Partner for Astoria Capital Management, Inc. (ACM), which is a general partner of Astoria. This concentration of stock ownership allows Astoria, acting alone, to block any actions that require approval of our stockholders, including the election of members to our Board of Directors and the approval of significant corporate transactions. Moreover, this concentration of ownership may delay or prevent a change in control.

WE MAY EXPERIENCE QUARTERLY FLUCTUATIONS IN OPERATING RESULTS, WHICH MAY RESULT IN VOLATILITY OF OUR STOCK PRICE.

We expect to continue to spend substantial amounts of money in the area of research and development, sales and marketing and operations in order to promote new product development and introduction. Because the expenses associated with these activities are relatively fixed in the short-term, we may be unable to timely adjust spending to offset any unexpected shortfall in revenue growth or any decrease in revenue levels. Operating results may also fluctuate due to factors such as:

the size and timing of customer orders;

changes in pricing policies by us or our competitors;

Table of Contents

our ability to develop, introduce, and market new and enhanced versions of our products;

the number, timing, and significance of product enhancements and new product announcements by our competitors;

the demand for our products;

non-renewal of customer support agreements;

software defects and other product quality problems; and

personnel changes.

We operate without a significant backlog of orders. As a result, the quarterly sales and operating results in any given quarter are dependent, in large part, upon the volume and timing of orders booked and products shipped during that quarter. Accordingly, we may be unable to adjust spending in a timely manner to compensate for any unanticipated decrease in orders, sales or shipments. Therefore, any decline in demand for our products and services, in relation to the forecast for any given quarter, could materially and negatively impact the results of our operations. As a result, our quarterly operating results may fluctuate, which may cause our stock price to be volatile. In addition, we believe that period-to-period comparisons of our operating results should not be relied upon as indications of future performance.

THE SUCCESS OF OUR BUSINESS DEPENDS IN PART UPON OUR ABILITY TO RECRUIT AND RETAIN KEY PERSONNEL AND MANAGEMENT.

Mr. Koe was appointed Interim President and Chief Executive Office in February 2009, following the resignation of Carlton H. Baab. The loss of one or more of our executives could adversely affect our business. In addition, we have in the past restructured or made other adjustments to our workforce in response to management changes, product changes, performance issues, acquisitions and other internal and external considerations. Workforce restructurings could result in a temporary lack of focus and reduced productivity, which could negatively affect our revenues.

We believe that our future success will depend to a significant extent on our ability to recruit, hire and retain highly skilled management and employees with experience in engineering, product management, business development, sales, marketing and customer service. Competition for such personnel in the software industry can be intense, and there can be no assurance that we will be successful in attracting and retaining such personnel. If we are unable to do so, we may experience inadequate levels of staffing to develop and license our products and perform services for our customers, which could adversely affect our business.

THE INABILITY TO PROTECT OUR INTELLECTUAL PROPERTY COULD HARM OUR ABILITY TO COMPETE.

Our ability to compete successfully will depend, in part, on our ability to protect our proprietary technology and operations without infringing upon the rights of others. We may fail to do so. In addition, the laws of certain countries in which our products are, or may be, licensed may not protect our proprietary rights to the same extent as the laws of the United States. We rely primarily on a combination of trade secret, copyright and trademark laws and contractual provisions to protect our intellectual property and proprietary rights. Our trademarks include TigerLogic, Yolink, ChunkIt!, Pick, D3, Omnis, Omnis Studio, mvEnterprise, mvBase, and mvDesigner, among others. We also have fourteen pending U.S. patent application as of December 31, 2009. In addition to trademark and copyright protections, we license our products to end users on a right to use basis pursuant to a perpetual license agreement that restricts use of products to a specified number of users.

We generally rely on click-wrap licenses that become effective when a customer downloads and installs software on its system. In order to retain exclusive ownership rights to our software and technology, we generally provide our software in object code only, with contractual restrictions on copying, disclosure and transferability. There can be no assurance that these protections will be adequate, or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology.

Table of Contents

THIRD PARTIES COULD ASSERT THAT OUR SOFTWARE PRODUCTS AND/OR SERVICES INFRINGE ON THEIR INTELLECTUAL PROPERTY RIGHTS, WHICH COULD RESULT IN COSTLY LITIGATION, CAUSE PRODUCT SHIPMENT DELAYS, PROHIBIT PRODUCT LICENSING OR REQUIRE US TO ENTER INTO ROYALTY OR LICENSING AGREEMENTS.

There has been a substantial amount of litigation in the software and online services industry regarding intellectual property rights and there is significant uncertainty in our industry as many of the legal principles associated with software and online services continue to evolve rapidly. Third parties may claim that our current or potential future products or services infringe upon their intellectual property rights. We expect that software product developers and providers of software applications and online services will increasingly be subject to infringement claims as the number of products, services and competitors in our industry segment grow and the functionality of products and services in different industry segments overlap. Any claims, with or without merit, could be time consuming, result in costly litigation, divert management's attention, cause product shipment delays, prohibit product licensing or require us to enter into royalty or licensing agreements. Royalty or licensing agreements, if required, may not be available on terms acceptable to us or at all, which could seriously harm our business.

OUR PRODUCTS MAY CONTAIN SOFTWARE DEFECTS WHICH COULD HARM OUR BUSINESS.

Our enterprise applications software and internet browser-based search application may contain undetected errors or failures. This includes our XDMS and Yolink products, which are at higher risk given these products are in the earliest stages of the product life cycle. This may result in loss of, or delay in, customer acceptance of our products and could harm our reputation and our business. Undetected errors or failures in computer software programs are not uncommon.

The detection and correction of any security flaws can be time consuming and costly. Errors in our software products could affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance of our products. If we experience errors or delays in releasing new products or new versions of products, we could lose revenues. End users who rely on our products and services for applications that are critical to their businesses may have a greater sensitivity to product errors and security vulnerabilities than customers for software products generally. Software product errors and security flaws in our products or services could expose us to product liability, performance or warranty claims as well as harm our reputation, which could impact our future sales of products and services.

IF ASTORIA OR OTHER SECURITIES HOLDERS REQUEST REGISTRATION OF THEIR RESTRICTED SECURITIES, OR THESE SECURITIES HOLDERS SELL A SUBSTANTIAL AMOUNT OF RESTRICTED SECURITIES IN THE OPEN MARKET, OUR STOCK PRICE MAY DECLINE.

As of December 31, 2009, we had 27,906,792 outstanding shares of common stock, of which approximately 15 million shares were restricted securities held by Astoria and other holders. Restricted securities may be sold in the public market only if they are registered or if they qualify for an exemption from registration promulgated under the Securities Act. At present, all of our outstanding restricted securities may be registered or are eligible for public sale under Rule 144, subject to volume limitations and other requirements of Rule 144.

Sales of a substantial number of shares of common stock by Astoria or other securities holders in the public market, or the perception that those sales may occur, could cause the market price of our common stock to decline. In addition, if we register shares of our common stock in connection with a public offering of securities, we may be required to include shares of restricted securities in the registration, which may have an adverse effect on our ability to raise capital.

OUR GLOBAL OPERATIONS EXPOSE US TO ADDITIONAL RISKS AND CHALLENGES ASSOCIATED WITH CONDUCTING BUSINESS INTERNATIONALLY.

We operate on a global basis with offices or distributors in Europe, Africa, Asia, Latin America, South America, Australia and North America and development efforts in North America and Europe. Approximately 32% of our revenue for the nine months ended December 31, 2009 was generated from our international offices. We face several risks inherent in conducting business internationally, including but not limited to the following:

fluctuations in interest rates or currency exchange rates;

language and cultural differences;

local and governmental requirements;

Table of Contents

difficulties and costs of staffing and managing international operations;

differences in intellectual property protections;

difficulties in collecting accounts receivable and longer collection periods;

seasonal business activities in certain parts of the world; and

trade policies.

In addition, compliance with international and U.S. laws and regulations that apply to our international operations increases our cost of doing business in foreign jurisdictions. These laws and regulations include data privacy requirements, labor relations laws, tax laws, anti-competition regulations, import and trade restrictions, export requirements, U.S. laws such as the Foreign Corrupt Practices Act, and local laws which also prohibit corrupt payments to governmental officials. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, and prohibitions on the conduct of our business. Any such violations could include prohibitions on our ability to offer our products and services in one or more countries, could delay or prevent potential acquisitions, and could also materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, our business and our operating results. Our success depends, in part, on our ability to anticipate these risks and manage these difficulties. These factors or any combination of these factors may adversely affect our revenue or our overall financial performance.

THE FAILURE OF OUR PRODUCTS TO CONTINUE TO CONFORM TO INDUSTRY STANDARDS MAY HARM OUR OPERATING RESULTS.

A key factor in our future success will continue to be the ability of our products to operate and perform well with existing and future, industry-standard enterprise software applications intended to be used in connection with our MDMS, RAD, and TigerLogic products. Inter-operability may require third party licenses, which may not be available to us on favorable terms or at all. Failure to meet existing or future inter-operability and performance requirements of industry standard applications in a timely manner could adversely affect our business. Uncertainties relating to the timing and nature of new product announcements or introductions or modifications of third party software applications could delay our product development, increase our product development expense or cause customers to delay evaluation, purchase, and deployment of our products.

INEFFECTIVE INTERNAL CONTROLS COULD IMPACT OUR BUSINESS AND OPERATING RESULTS.

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. Our internal control over financial reporting will be audited by our independent auditors during the next fiscal year as required by the SEC. If such audit identifies any material weaknesses in our internal control over financial reporting, we would be required to provide appropriate disclosures and implement remedial measures, which could be costly and time-consuming. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in implementation, our business and operating results could be harmed and we could fail to meet our financial reporting obligations.

Table of Contents

ITEM 6. EXHIBITS

Exhibits:

- 10.13 First Amendment, dated December 7, 2009, to Lease Agreement dated November 9, 2004 between the Registrant and The Irvine Company LLC.
- 31.1 Certification of Chief Executive Officer.
- 31.2 Certification of Chief Financial Officer.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

SIGNATURES

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

Date: February 11, 2010

TIGERLOGIC CORPORATION

/s/ THOMAS LIM
Thomas Lim

Chief Financial Officer and Duly Authorized Officer

Table of Contents

EXHIBIT INDEX

- 10.13 First Amendment, dated December 7, 2009, to Lease Agreement dated November 9, 2004 between the Registrant and The Irvine Company LLC.
- 31.1 Certification of Chief Executive Officer
- 31.2 Certification of Chief Financial Officer
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.