UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2015

OR

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

For the transition period from to

Commission File No. 001-31332

LIQUIDMETAL TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware

33-0264467

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

30452 Esperanza

Rancho Santa Margarita, CA 92688

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(949) 635-2100**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such

files).

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of common shares outstanding as of July 31, 2015 was 473,149,485.

LIQUIDMETAL TECHNOLOGIES, INC.
FORM 10-Q
FOR THE QUARTER ENDED June 30, 2015

FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q of Liquidmetal Technologies, Inc. contains "forward-looking statements" that may state our management's plans, future events, objectives, current expectations, estimates, forecasts, assumptions or projections about the company and its business. Any statement in this report that is not a statement of historical fact is a forward-looking statement, and in some cases, words such as "believes," "estimates," "projects," "expects," "intends," "may," "anticipates," "plans," "seeks," and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual outcomes and results to differ materially from the anticipated outcomes or results. These statements are not guarantees of future performance, and undue reliance should not be placed on these statements. It is important to note that our actual results could differ materially from what is expressed in our forward-looking statements due to the risk factors described in the section of our Annual Report on Form 10-K for the year ended December 31, 2014 entitled "Risk Factors," as well as the following risks and uncertainties:

Our ability to fund our operations in the long-term through financing transactions on terms acceptable to us, or at all;

Our history of operating losses and the uncertainty surrounding our ability to achieve or sustain profitability;

Our limited history of developing and selling products made from our bulk amorphous alloys;

Our limited history of licensing our technology to third parties;

Lengthy customer adoption cycles and unpredictable customer adoption practices;

Our ability to identify, develop, and commercialize new product applications for our technology;

Competition from current suppliers of incumbent materials or producers of competing products;

Our ability to identify, consummate, and/or integrate strategic partnerships;

The potential for manufacturing problems or delays; and

Potential difficulties associated with protecting or expanding our intellectual property position.

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I

FINANCIAL INFORMATION

Item 1 – Financial Statements

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except par value and share data)

June 30,

December 31,

2015

2014

(Unaudited)

(Audited)

<u>ASSETS</u>

Current assets:

Cash

$ 5,284 $ 10,009

Restricted cash

2,005 -

Trade accounts receivable, net of allowance for doubtful accounts

13 83

Inventory

65 -

Prepaid expenses and other current assets

203 374

Total current assets

$ 7,570 $ 10,466

Property and equipment, net

1,147 1,118

Patents and trademarks, net

619 669

Other assets

137 31

Total assets

$ 9,473 $ 12,284

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Accounts payable

$ 114 $ 155

Accrued liabilities

912 705

Deferred revenue

4 -

Short-term debt

200 -

Total current liabilities

$ 1,230 $ 860

Long-term liabilities:

Warrant liabilities

1,817 2,005

Other long-term liabilities

856 856

Total liabilities

$ 3,903 $ 3,721

Stockholders' equity:

Convertible, redeemable Preferred Stock, $0.001 par value; 10,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2015 and December 31, 2014.

- -

Common stock, $0.001 par value; 700,000,000 shares authorized; 470,149,485 and 464,482,819 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively.

470 464

Warrants	18,179	18,179
Additional paid-in capital	202,176	200,610
Accumulated deficit	(215,197)	(210,636)
Non-controlling interest in subsidiary	(58)	(54)
Total stockholders' equity	5,570	8,563
Total liabilities and stockholders' equity	$ 9,473	$ 12,284

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

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LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS and COMPREHENSIVE LOSS

(in thousands, except share and per share data)

(unaudited)

For the Three Months

Ended June 30,

For the Six Months

Ended June 30,

2015

2014

2015

2014

Revenue

Products

$ 15 $ 121 $ 38 $ 277

Licensing and royalties	24	32	27	36
Total revenue	39	153	65	313
Cost of sales	133	75	152	215
Gross margin	(94)	78	(87)	98
Operating expenses				
Selling, marketing, general and administrative	1,891	2,021	3,743	3,872
Research and development	455	392	937	726
Total operating expenses	2,346	2,413	4,680	4,598
Operating loss	(2,440)	(2,335)	(4,767)	(4,500)
Change in value of warrants, gain (loss)	349	(145)	188	(1,871)
Debt discount amortization expense	-	(31)	-	(52)
Interest income	6	2	14	2
Net loss	(2,085)	(2,509)	(4,565)	(6,421)

Net loss attributable to non-controlling interest	2	5	4	8
Net loss and comprehensive loss attributable to Liquidmetal Technologies' stockholders	$ (2,083)	$ (2,504)	$ (4,561)	$ (6,413)
Net loss per common share attributable to Liquidmetal Technologies' stockholders, basic and diluted	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.02)
Number of weighted average shares- basic and diluted	466,371,708	449,401,890	465,427,263	418,501,883

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

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

For the Six Months Ended June 30, 2015

(in thousands, except share data)

(unaudited)

Preferred

Shares

Common

Shares

Common

Stock

Warrants

part of

Additional

Paid-in

Capital

Additional

Paid-in

Capital

Accumulated

Deficit

Non-

Controlling Interest

Total

Balance, December 31, 2014

- 464,482,819 $ 464 $ 18,179 $ 200,610 $ (210,636) $ (54) $ 8,563

Common stock issuance

5,500,000 6 682 688

Stock option exercises

166,666 13 13

Stock-based compensation

715 715

Restricted stock issued to officer

156 156

Net loss

(4,561) (4) (4,565)

Balance, June 30, 2015

- 470,149,485 $ 470 $ 18,179 $ 202,176 $ (215,197) $ (58) $ 5,570

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

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands, except per share data)

(unaudited)

	Six Months Ended June 30,	
	2015	**2014**
Operating activities:		
Net loss	$ (4,565)	$ (6,421)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	241	104
Gain on sale of fixed asset	-	(5)
Stock-based compensation	715	426

Restricted stock compensation issued to officer

156 156

(Gain) loss from change in value of warrants

(188) 1,871

Debt discount amortization

- 52

Changes in operating assets and liabilities:

Trade accounts receivable

70 147

Inventory

(65) -

Prepaid expenses and other current assets

171 178

Other assets

(106) -

Accounts payable and accrued expenses

166 (268)

Deferred revenue

4 -

Net cash used in operating activities

(3,401) (3,760)

Investing Activities:

Purchases of property and equipment

(220) (558)

Increase in restricted cash

(2,005) 5

Investment in patents and trademarks

- (1)

Net cash used in investing activities

(2,225) (554)

Financing Activities:

Proceeds from short-term debt

200 -

Proceeds from exercise of stock options

13 146

Proceeds from stock issuance

688 16,000

Net cash provided by financing activities

901 16,146

Net (decrease) increase in cash

(4,725) 11,832

Cash at beginning of period

10,009 2,062

Cash at end of period

$ 5,284 $ 13,894

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

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Six Months Ended June 30, 2015 and 2014

(numbers in thousands, except share and per share data)

(unaudited)

1. Description of Business

Liquidmetal Technologies, Inc. (the “Company”) is a materials technology company that develops and commercializes products made from amorphous alloys. The Company’s family of alloys consists of a variety of bulk alloys and composites that utilize the advantages offered by amorphous alloys technology. The Company designs, develops and sells products and components from bulk amorphous alloys to customers in various industries. The Company also partners with third-party manufacturers and licensees to develop and commercialize Liquidmetal alloy products. The Company believes that its proprietary bulk alloys are the only commercially viable bulk amorphous alloys currently available in the marketplace.

Amorphous alloys are, in general, unique materials that are distinguished by their ability to retain a random atomic structure when they solidify, in contrast to the crystalline atomic structure that forms in other metals and alloys when they solidify. Liquidmetal alloys are proprietary amorphous alloys that possess a combination of performance, processing, and potential cost advantages that the Company believes will make them preferable to other materials in a variety of applications. The amorphous atomic structure of bulk alloys enables them to overcome certain performance limitations caused by inherent weaknesses in crystalline atomic structures, thus facilitating performance and processing characteristics superior in many ways to those of their crystalline counterparts. For example, in laboratory testing, zirconium-titanium Liquidmetal alloys are approximately 250% stronger than commonly used titanium alloys such as Ti-6Al-4V, but they also have some of the beneficial processing characteristics more commonly associated with plastics. The Company believes these advantages could result in Liquidmetal alloys supplanting high-performance alloys, such as titanium and stainless steel, and other incumbent materials in a wide variety of applications. Moreover, the Company believes these advantages could enable the introduction of entirely new products and applications that are not possible or commercially viable with other materials.

The Company’s revenues are derived from i) selling bulk Liquidmetal alloy products, which include non-consumer electronic devices, medical products, automotive components, and sports and leisure goods, ii) selling tooling and prototype parts such as demonstration parts and test samples for customers with products in development, iii) product licensing and royalty revenue, and iv) research and development revenue. The Company expects the overall mix of these sources of revenue to continue to change with the on-going development and commercialization of the Company’s technology.

2. Basis of Presentation and Recent Accounting Pronouncements

The accompanying unaudited interim consolidated financial statements as of and for the three and six months ended June 30, 2015 and June 30, 2014 have been prepared in accordance with accounting principles generally accepted in the United States of America (“generally accepted accounting principles”) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. All intercompany balances and transactions have been eliminated in consolidation. Operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for any future periods or the year ending December 31, 2015. The accompanying unaudited consolidated financial statements should be read in conjunction with the Company's 2014 Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 4, 2015.

Revenue Recognition

The Company’s revenue recognition policy complies with the requirements of ASC 605. Revenue is recognized when i) persuasive evidence of an arrangement exists, ii) delivery has occurred, iii) the sales price is fixed or determinable, iv) collection is probable and v) all obligations have been substantially performed pursuant to the terms of the arrangement. Revenues primarily consist of the sales and prototyping of Liquidmetal molds and bulk alloys, licensing and royalties for the use of the Liquidmetal brand and bulk Liquidmetal alloys. Revenue is deferred and included in liabilities when the Company receives cash in advance for goods not yet delivered or if the licensing term has not begun.

License revenue arrangements in general provide for the grant of certain intellectual property rights for patented technologies owned or controlled by the Company. These rights typically include the grant of an exclusive or non-exclusive right to manufacture and/or sell products covered by patented technologies owned or controlled by the Company. The intellectual property rights granted may be perpetual in nature, extending until the expiration of the related patents, or can be granted for a defined period of time.

Licensing revenues that are one time fees upon the granting of the license are recognized when i) the license term begins in a manner consistent with the nature of the transaction and the earnings process is complete, ii) when collectability is reasonably assured or upon receipt of an upfront fee, and iii) when all other revenue recognition criteria have been met. Pursuant to the terms of these agreements, the Company has no further obligation with respect to the grant of the license. Licensing revenues that are related to royalties are recognized as the royalties are earned over the related period.

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(numbers in thousands, except share and per share data)

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Fair Value Measurements

The estimated fair values of financial instruments reported in the consolidated financial statements have been determined using available market information and valuation methodologies, as applicable. The fair value of cash, trade receivables, restricted cash, accounts payable, and short-term debt approximate their carrying value due to their short maturities. The fair value of non-current assets and liabilities approximate their carrying value unless otherwise stated.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Entities are required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value based upon the following fair value hierarchy:

Level 1 —

Quoted prices in active markets for identical assets or liabilities;

Level 2 —

Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 —

Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company has one financial instrument, namely warrant liabilities that are recorded at fair value on a periodic basis using Level 2 measurement inputs. Warrants are evaluated under the hierarchy of FASB ASC Subtopic 480-10, FASB ASC Paragraph 815-25-1 and FASB ASC Subparagraph 815-10-15-74 addressing embedded derivatives. The fair value of such warrants is estimated using the Black-Scholes option pricing model. The foregoing warrants have certain anti-dilution and exercise price reset provisions which qualify the warrants to be classified as a liability under FASB ASC 815 (see Note 11).

As of June 30, 2015, the following table represents the Company's fair value hierarchy for items that are required to be measured at fair value on a recurring basis:

	Fair Value	**Level 1**	**Level 2**	**Level 3**
Warrant liabilities	1,817	-	1,817	-

As of December 31, 2014, the following table represents the Company's fair value hierarchy for items that are required to be measured at fair value on a recurring basis:

Fair Value

Level 1

Level 2

Level 3

Warrant liabilities

2,005	-	2,005	-

Recent Accounting Pronouncements

Revenue from Contracts with Customers

In May 2014, the FASB issued an accounting standards update which modifies the requirements for identifying, allocating, and recognizing revenue related to the achievement of performance conditions under contracts with customers. This update also requires additional disclosure related to the nature, amount, timing, and uncertainty of revenue that is recognized under contracts with customers. This guidance is effective beginning January 1, 2017 and is required to be applied retrospectively to all revenue arrangements. The Company is currently assessing the effects this guidance may have on its consolidated financial statements.

Ability to Continue as a Going Concern

In August 2014, the FASB issued an accounting standards update which requires an assessment of an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently addressed by U.S. auditing standards. This standard is effective for the fiscal years ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is currently evaluating the new guidance to determine the impact it will have on its consolidated financial statements.

LIQUIDMETAL TECHNOLOGIES, INC. AND SUBSIDIARIES
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(unaudited)

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

3. Significant Transactions

2014 Stock Purchase Agreement

On August 20, 2014, the Company entered into a common stock purchase agreement (“2014 Purchase Agreement”) with Aspire Capital Fund LLC (“Aspire Capital”), which provides that, upon the terms and subject to the conditions and limitations set forth therein, Aspire Capital is committed to purchase up to an aggregate of $30,000 worth of the Company’s common stock, $0.001 par value, over the 36-month term of the 2014 Purchase Agreement.

From time to time over the term of the 2014 Purchase Agreement, the Company may, at its sole discretion, provide Aspire Capital with a regular purchase notice (each a “Regular Purchase Notice”) directing Aspire Capital to purchase up to 1,000,000 shares, but not to exceed $400, of the Company’s common stock per trading day at a price per share equal to the lesser of (i) the lowest sale price of the Company’s common stock on the purchase date; or (ii) the arithmetic average of the three lowest closing sale prices for the Company’s common stock during the twelve consecutive trading days ending on the trading day immediately preceding the purchase date.

In addition, on any date on which the Company submits a Regular Purchase Notice to Aspire Capital for the purchase of at least 500,000 shares at a price above $0.30, the Company also has the right, in its sole discretion, to present Aspire Capital with a volume-weighted average price purchase notice (each, a “VWAP Purchase Notice”) directing Aspire Capital to purchase an amount of stock equal to up to 30% of the aggregate shares of the Company’s common stock traded on its principal market on the next trading day (the “VWAP Purchase Date”), subject to a maximum number of shares the Company may determine. The purchase price per share pursuant to such VWAP Purchase Notice is generally 95% of the volume-weighted average price for the Company’s common stock traded on its principal market on the VWAP Purchase Date.

The Company may deliver multiple Regular Purchase Notices and VWAP Purchase Notices to Aspire Capital from time to time during the term of the 2014 Purchase Agreement, so long as the most recent purchase has been completed. The 2014 Purchase Agreement provides that the Company and Aspire Capital shall not effect any sales under the 2014 Purchase Agreement on any purchase date where the closing sale price of the Company's common stock is less than $0.10 per share. There are no trading volume requirements or restrictions under the 2014 Purchase Agreement, and the Company will control the timing and amount of sales of the Company's common stock to Aspire Capital.

On September 9, 2014, an initial registration statement covering 75,000,000 shares issued and issuable pursuant to the 2014 Purchase Agreement was declared effective by the SEC. As of June 30, 2015, the Company had received an aggregate of $688 under the 2014 Purchase Agreement through the issuance of 5,500,000 shares of its common stock at a weighted average price of $0.13 per share.

Line of Credit Facility

In February 2015, the Company entered into a $2,000 line of credit facility, with a fixed interest rate of 2.1%, which expires on February 13, 2016, subject to annual renewals and potential changes in collateral requirements. Amounts available under this facility are secured by cash collateral. Such collateral is included as restricted cash on the Company's consolidated balance sheet. As of June 30, 2015, there are $200 in outstanding borrowings under this facility. Interest expense applicable to these borrowings was zero for both the three and six month periods ended June 30, 2015.

2013 Stock Purchase Agreement

On November 8, 2013, the Company entered into a Common Stock Purchase Agreement (the "2013 Purchase Agreement") with Kingsbrook Opportunities Master Fund LP, Tech Opportunities LLC, and Iroquois Master Fund Ltd. (each, a "2013 Investor" and collectively, the "2013 Investors"). The 2013 Purchase Agreement provided that, upon the terms and subject to the conditions set forth therein, each of the 2013 Investors had committed to purchase such 2013 Investor's pro rata portion of up to $20,000 (the "Total Commitment") worth of the Company's common stock, $0.001 par value (the "Shares"), over the 36-month term of the 2013 Purchase Agreement. In consideration for the execution and delivery of the 2013 Purchase Agreement, on November 8, 2013, the Company issued 2,666,667 shares of common stock ("the Commitment Shares") to the 2013 Investors.

From time to time over the term of the 2013 Purchase Agreement, the Company was able to, at its sole discretion, provide each of the 2013 Investors with draw down notices (each a "Draw Down Notice") requiring them to purchase a specified dollar amount of Shares (the "Draw Down Amount") over a five (5) consecutive trading day period commencing on the trading day specified in the applicable Draw Down Notice (the "Pricing Period") with each draw down subject to the limitations discussed below. The maximum amount of Shares requested to be purchased pursuant to any single Draw Down Notice could not exceed a dollar amount equal to the lesser of (i) 300% of the average trading volume of the Company’s common stock during the ten (10) trading days immediately preceding the date the applicable Draw Down Notice was delivered (the “Applicable Draw Down Exercise Date”) multiplied by the lower of (A) the closing trade price of the Company’s common stock on the trading day immediately preceding the Applicable Draw Down Exercise Date and (B) the average of the closing trade prices of the Company’s common stock for the three (3) trading days immediately preceding the Applicable Draw Down Exercise Date (such lower price, the “Reference Price”), and (ii) a specified dollar amount set forth in the 2013 Purchase Agreement based on the Reference Price as of the Applicable Draw Down Exercise Date.

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(numbers in thousands, except share and per share data)

(unaudited)

Once presented with a Draw Down Notice, each of the 2013 Investors was required to purchase such 2013 Investor's pro rata portion of the applicable Draw Down Amount on each trading day during the applicable Pricing Period on which the daily volume weighted average price for the Company's common stock (the "VWAP") equaled or exceeded an applicable floor price equal to the product of (i) 0.775 and (ii) the Reference Price, subject to adjustment (the "Floor Price"), provided that in no event could the Floor Price be less than $0.03875. If the VWAP fell below the applicable Floor Price on any trading day during the applicable Pricing Period, the 2013 Purchase Agreement provided that the 2013 Investors would not be required to purchase their pro rata portions of the applicable Draw Down Amount allocated to that trading day. The per share purchase price for the Shares subject to a Draw Down Notice was equal to 90% of the lowest daily VWAP that equaled or exceeded the applicable Floor Price during the applicable Pricing Period. Each purchase pursuant to a Draw Down Notice reduced, on a dollar-for-dollar basis, the Total Commitment under the 2013 Purchase Agreement.

The Company was prohibited from issuing a Draw Down Notice if (i) the amount requested in such Draw Down Notice exceeded certain caps based on trading volume and price, (ii) the sale of Shares pursuant to such Draw Down Notice caused the Company to issue or sell or the 2013 Investors to acquire or purchase an aggregate dollar value of Shares that exceeded the Total Commitment, (iii) the sale of Shares pursuant to the Draw Down Notice caused the Company to sell or the 2013 Investors to purchase an aggregate number of shares of the Company's common stock which resulted in the collective beneficial ownership by the 2013 Investors of more than 9.99% of the Company's common stock (as calculated pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder), or (iv) the applicable Floor Price was less than $0.03875 on the Applicable Draw Down Exercise Date. The Company could not make more than one draw down in any Pricing Period and must have allowed two (2) trading days to elapse between the completion of the settlement of any one draw down and the commencement of a Pricing Period for any other draw down.

On February 11, 2014, an initial registration statement covering 96,555,893 shares issued and issuable pursuant to the 2013 Purchase Agreement was declared effective by the SEC.

As of December 31, 2014, the Company had received an aggregate of $16,000 under the 2013 Purchase Agreement through the issuance of 85,355,615 shares of its common stock at a weighted average price of $0.19 per share. On August 22, 2014, the Company voluntarily terminated the 2013 Purchase Agreement, effective August 25, 2014.

June 2012 Visser MTA

On June 1, 2012, the Company entered into a Master Transaction Agreement (the “Visser MTA”) with Visser Precision Cast, LLC (“Visser”) relating to a strategic transaction for manufacturing services and financing.

Under the manufacturing and service component of the Visser MTA, the Company had agreed to engage Visser as a perpetual, exclusive manufacturer of non-consumer electronic products and to not, directly or indirectly, conduct manufacturing operations, subcontract for the manufacture of products or components or grant a license to any other party to conduct manufacturing operations, except for certain limited exceptions. Under the financing component of the Visser MTA, the Company issued and sold to Visser in a private placement transaction (i) 30,000,000 shares of common stock at a purchase price of $0.10 per share resulting in proceeds of $3,000, (ii) warrants to purchase 15,000,000 shares of common stock at an original exercise price of $0.22 per share which were to expire on June 1, 2017 and (iii) a secured convertible promissory note in the aggregate principal amount of up to $2,000. No borrowings were made by the Company under the promissory note, and the deadline for making borrowings under the promissory note expired on November 15, 2012.

In November 2013, the Company and Visser entered into arbitration proceedings to resolve disputes associated with the Visser MTA.

On May 20, 2014, the Company and Visser entered into a settlement agreement under which they agreed to terminate the existing arbitration proceedings, release each other from all claims against each other and substantially change the business relationship that had been reflected in the original Visser MTA. As part of the settlement, the parties have amended and restated the sublicense and financing components of the Visser MTA. Additionally, the manufacturing services component and remaining considerations of the Visser MTA were terminated. Under the amended and restated sublicense agreement, the Company has granted to Visser a fully paid-up, royalty-free, irrevocable, perpetual, worldwide, non-transferable, nonexclusive sublicense to all of the Company’s intellectual property developed on or prior to May 20, 2014 (the “Effective Date”), for all fields of use other than certain excluded fields as set forth therein. Visser does not have any rights, now or in the future, to intellectual property of the Company developed after the Effective Date. The license to the Company’s intellectual property developed on or prior to the Effective Date does not include the right to use the “Liquidmetal” trademark or any of the Company’s other trademarks, except in certain defined situations, as set forth in the amended and restated agreement.

With the foregoing revised arrangements, the Company is no longer required to use Visser as its exclusive manufacturer and is free to license other manufacturers on a non-exclusive basis in any industry or geographic market as to which the Company has not previously granted an exclusive license to a third party. Any such manufacturers licensed by the Company in the future will be able both to manufacture parts for the Company and the Company’s customers, and to manufacture and sell products for their own account for such industries or markets as the Company may agree, subject to whatever royalty arrangements the Company may negotiate. The Company has not yet licensed any manufacturers other than Visser. Visser will also have the right to manufacture and sell products under the amended and restated sublicense agreement.

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(numbers in thousands, except share and per share data)

(unaudited)

The settlement amends and restates two warrants the Company issued to Visser in June 2012 to purchase 15,000,000 shares of the Company's common stock at an exercise price of $0.22 per share. Those warrants contained anti-dilution mechanisms under which the number of shares issuable upon exercise of those warrants would be increased, and the exercise price for such shares would be reduced if the Company issued shares of its common stock at prices less than the warrants' exercise price. The amended and restated warrant agreement includes the effect of such anti-dilution adjustments and is exercisable for 18,611,079 shares of common stock (increased further to 18,860,445 shares under the anti-dilution provisions of the warrants, see Note 11) at an exercise price of $0.18 per share. The amended and restated warrant agreement continues to contain comparable anti-dilution adjustment mechanisms. The amended and restated warrant agreement also removes certain lock-up provisions that were included in the original warrants.

<u>Apple License Transaction</u>

On August 5, 2010, the Company entered into a license transaction with Apple Inc. ("Apple") pursuant to which (i) the Company contributed substantially all of its intellectual property assets to a newly organized special-purpose, wholly-owned subsidiary, called Crucible Intellectual Property, LLC ("CIP"), (ii) CIP granted to Apple a perpetual, worldwide, fully-paid, exclusive license to commercialize such intellectual property in the field of consumer electronic products, as defined in the license agreement, in exchange for a license fee, and (iii) CIP granted back to the Company a perpetual, worldwide, fully-paid, exclusive license to commercialize such intellectual property in all other fields of use. Additionally, in connection with the license transaction, Apple required the Company to complete a statement of work related to the exchange of Liquidmetal intellectual property information. The Company recognized a portion of the one-time license fee upon receipt of the initial payment and completion of the foregoing requirements under the license transaction. The remaining portion of the one-time license fee was recognized at the completion of the required statement of work.

Under the agreements relating to the license transaction with Apple, the Company was obligated to contribute, to CIP, all intellectual property that it developed through February 2012. Subsequently, this obligation has been extended to apply to all intellectual property developed through February 2016. The Company is also obligated to maintain certain limited liability company formalities with respect to CIP at all times after the closing of the license transaction.

<u>Other License Transactions</u>

On January 31, 2012, the Company entered into a Supply and License Agreement for a five year term with Engel Austria Gmbh (“Engel”) whereby Engel was granted a non-exclusive license to manufacture and sell injection molding machines to the Company’s licensees. Since that time, the Company and Engel have agreed on an injection molding machine configuration that can be commercially supplied and supported by Engel. On December 6, 2013, the companies entered into an Exclusive License Agreement for a 10 year term whereby Engel was granted an exclusive license to manufacture and sell injection molding machines to the Company’s licensees in exchange for certain royalties to be paid by Engel to the Company based on a percentage of the net sales price of such injection molding machines.

The Company’s Liquidmetal Golf subsidiary has the exclusive right and license to utilize the Company’s Liquidmetal alloy technology for purposes of golf equipment applications. This right and license is set forth in an intercompany license agreement between Liquidmetal Technologies and Liquidmetal Golf. This license agreement provides that Liquidmetal Golf has a perpetual and exclusive license to use Liquidmetal alloy technology for the purpose of manufacturing, marketing, and selling golf club components and other products used in the sport of golf. The Company owns 79% of the outstanding common stock of Liquidmetal Golf.

In June 2003, the Company entered into an exclusive license agreement with LLPG, Inc. (“LLPG”). Under the terms of the agreement, LLPG has the exclusive right to commercialize Liquidmetal alloys, particularly precious-metal based compositions, in jewelry and high-end luxury product markets. The Company, in turn, will receive royalty payments over the life of the contract on all Liquidmetal products produced and sold by LLPG. The exclusive license agreement with LLPG expires on December 31, 2021.

In March 2009, the Company entered into a license agreement with Swatch Group, Ltd. (“Swatch”) under which Swatch was granted a non-exclusive license to the Company’s technology to produce and market watches and certain other luxury products. In March 2011, this license agreement was amended to grant Swatch exclusive rights as to watches and all third parties (including the Company), but non-exclusive as to Apple, and the Company’s license agreement with LLPG was simultaneously amended to exclude watches from LLPG’s rights. We will receive royalty payments over the life of the contract on all Liquidmetal products produced and sold by Swatch. The license agreement with Swatch will expire on the expiration date of the last licensed patent.

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4. Liquidity and Capital Resources

For the six months ended June 30, 2015, the Company's cash used in operations was $3,401, cash used in investing activities was $2,225, primarily due to increases in restricted cash to support the line of credit facility, and cash provided by financing activities was $901, primarily due to cash received from equity sales under the 2014 Purchase Agreement. As of June 30, 2015, the Company's cash and restricted cash balance was $7,289, which consisted of $5,284 of cash and $2,005 of short-term restricted cash.

On August 20, 2014, the Company entered into the 2014 Purchase Agreement which allows it to raise up to $30,000 through periodic issuances of common stock over a three year period. As of June 30, 2015, the Company had received an aggregate of $688 under the 2014 Purchase Agreement through the issuance of 5,500,000 shares of its common stock at a weighted average price of $0.13 per share.

In February 2015, the Company entered into a $2,000 line of credit facility that will be used to fund future capital expenditures and general operations over the access period. This line of credit is secured by cash collateral and will terminate on February 13, 2016, subject to annual renewals and potential changes in collateral requirements. As of June 30, 2015, there are $200 in outstanding borrowings under this facility.

The Company anticipates that its current capital resources, when considering expected losses from operations, will be sufficient to fund the Company's operations through the middle of 2016. The Company has a relatively limited history of producing bulk amorphous alloy components and products on a mass-production scale. Furthermore, the ability of future contract manufacturers to produce the Company's products in desired quantities and at commercially reasonable prices is uncertain and is dependent on a variety of factors that are outside of the Company's control, including the nature and design of the component, the customer's specifications, and required delivery timelines. These factors will likely require that the Company make further equity sales under the 2014 Purchase Agreement, raise additional funds by other means, or pursue other strategic initiatives to support its operations beyond the middle of 2016. There is no assurance that the Company will be able to make equity sales under the 2014 Purchase Agreement or raise additional funds by other means on acceptable terms, if at all. If the Company were to make equity sales under the 2014 Purchase Agreement or to raise additional funds through other means by issuing securities, existing stockholders may be diluted. If funding is insufficient at any time in the future, the Company may be required to alter or reduce the scope of its operations or to cease operations entirely. Uncertainty as to the outcome of these factors raises substantial doubt about the Company's ability to continue as a going concern.

5. Inventory

Inventory totaled $65 and $0 as of June 30, 2015 and December 31, 2014, respectively, and primarily consisted of raw alloy to be used in future production orders. Inventory is stated at the lower of weighted-average cost or market.

6. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets totaled $203 and $374 as of June 30, 2015 and December 31, 2014, respectively, and primarily consisted of prepaid invoices and insurance premiums that will be recognized as expenses as shipments are made to customers or services are provided.

7. Patents and Trademarks, net

Net patents and trademarks totaled $619 and $669 as of June 30, 2015 and December 31, 2014, respectively, and primarily consisted of purchased patent rights and internally developed patents.

Purchased patent rights represent the exclusive right to commercialize the bulk amorphous alloy and other amorphous alloy technology acquired from California Institute of Technology ("Caltech"), through a license agreement with Caltech and other institutions. All fees and other amounts payable by the Company for these rights and licenses have been paid or accrued in full, and no further royalties, license fees or other amounts will be payable in the future under the license agreement.

In addition to the purchased and licensed patents, the Company has internally developed patents. Internally developed patents include legal and registration costs incurred to obtain the respective patents. The Company currently holds various patents and numerous pending patent applications in the United States, as well as numerous foreign counterparts to these patents outside of the United States.

The Company amortizes capitalized patents and trademarks over an average of 10 to 17 year periods. Amortization expense for patents and trademarks was $25 and $50 for the three and six month periods ended June 30, 2015, respectively. This compares to $26 and $53 for the three and six months ended June 30, 2014, respectively.

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8. Other Assets

Other assets totaled $137 and $31 as of June 30, 2015 and December 31, 2014, respectively, and primarily consisted of capitalized customer mold costs, that will be reimbursed through future production orders, and deposits under long-term lease agreements.

9. Accrued Liabilities

Accrued liabilities totaled $912 and $705 as of June 30, 2015 and December 31, 2014, respectively. The increase between periods was due to higher employee compensation accruals as of June 30, 2015 due to the timing of related payments.

10. Short-Term Debt

Short-term debt totaled $200 and $0 as of June 30, 2015 and December 31, 2014, respectively, and consisted of borrowings under a line of credit facility, with a fixed interest rate of 2.1%. Interest expense related to outstanding borrowings was $0 for the three and six months ended June 30, 2015 and 2014.

This credit facility requires the Company to maintain collateral for the full amount of the facility. A failure to meet this requirement could trigger a prepayment of all outstanding borrowings.

Given the proximity to maturity, the carrying amount of short-term debt approximates fair value.

11. Warrant Liabilities

Pursuant to FASB ASC 815, the Company is required to report the value of certain warrants as a liability at fair value and record the changes in the fair value of the warrant liabilities as a gain or loss in its consolidated statement of operations and comprehensive loss due to the price-based anti-dilution rights of the warrants.

During June 2012, the Company issued warrants to purchase a total of 15,000,000 shares of common stock to Visser under the Visser MTA Agreement (see Note 3). These warrants had an original exercise price of $0.22 per share, expire on June 1, 2017 and were originally valued at $4,260. These warrants have certain anti-dilution and exercise price reset provisions which qualify the warrants to be classified as a liability under FASB ASC 815. As a result of subsequent issuances of the Company’s common stock, which resulted in anti-dilutive price resets, the exercise price of these warrants was reduced to $0.18 as of June 30, 2015 and December 31, 2014. In addition, the number of shares to be issued under the warrants as a result of the anti-dilution provision increased to 18,860,445 and 18,706,235 as of June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015, these warrants were valued at $847 under the Black-Scholes valuation model utilizing the following assumptions: (i) expected life of 1.92 years, (ii) volatility of 81%, (iii) risk-free interest rate of 0.6%, and (iv) dividend rate of 0. The change in warrant value for these warrants was a gain of $289 and $206 for the three and six months ended June 30, 2015, respectively.

On July 2, 2012, the Company issued warrants to purchase a total of 18,750,000 shares of common stock in a private placement (the “July 2012 Private Placement”). These warrants have an exercise price of $0.384 per share, expire on July 2, 2017, and were originally valued at $5,053. These warrants have certain anti-dilution and exercise price reset provisions which qualify the warrants to be classified as a liability under FASB ASC 815. As a result of executed draw-downs under the 2013 and 2014 Purchase Agreements, which resulted in an anti-dilution impact, as well as contractually defined price resets following the second anniversary of the July 2012 Private Placement, the exercise price of these warrants was reduced to $0.19 as of June 30, 2015 and December 31, 2014. As of June 30, 2015, these warrants were valued at $970 under the Black-Scholes valuation model utilizing the following assumptions: (i) expected life of 2.01 years, (ii) volatility of 99%, (iii) risk-free interest rate of 0.6%, and (iv) dividend rate of 0. The change in warrant value for these warrants was a gain of $60 and a loss of $18 for the three and six months ended June 30, 2015, respectively.

The following table summarizes the change in the Company’s warrant liability as of June 30, 2015:

Visser MTA

July 2, 2012

	Agreement	**Private Placement**	**Total**
Beginning Balance - December 31, 2014	$ 1,053	$ 952	2,005
Change in value of warrant liability, (gain) loss	(206)	18	(188)
Ending Balance - June 30, 2015	$ 847	$ 970	$ 1,817

The Company had warrants to purchase 66,212,002 and 66,057,792 shares of common stock outstanding as of June 30, 2015 and December 31, 2014, respectively. Of these, warrants to purchase 36,432,445 and 36,278,235 shares, as of June 30, 2015 and December 31, 2014, respectively, were valued and classified as a liability under FASB ASC 815.

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12. Other Long-term Liabilities

Other long-term liabilities were $856 as of June 30, 2015 and December 31, 2014, and consisted of long-term, aged payables to vendors, individuals, and other third parties that have been outstanding for more than 5 years. The Company is in the process of researching and resolving the balances for settlement and/or escheatment in accordance with applicable state law.

13. Stock Compensation Plan

Under the Company's 2002 Equity Incentive Plan (the "2002 Plan"), which provided for the grant of stock options to officers, employees, consultants and directors of the Company and its subsidiaries, the Company granted options to purchase the Company's common stock. A total of 10,000,000 shares of the Company's common stock were available for issuance under the 2002 Plan. The 2002 Plan expired by its terms in April 2012, but it will remain in effect only with respect to the equity awards that had been granted prior to its expiration. The Company had outstanding grants of options to purchase 1,660,000 and 1,725,000 shares of the Company's common stock as of June 30, 2015 and December 31, 2014, respectively.

On June 28, 2012, the Company adopted the 2012 Equity Incentive Plan, with the approval of the stockholders, which provided for the grant of stock options to officers, employees, consultants and directors of the Company and its subsidiaries. All options granted under this plan had exercise prices that were equal to the fair market value on the dates of grant. During the six months ended June 30, 2015, the Company granted options to purchase 1,885,000 shares of common stock. Under this plan, the Company had outstanding grants of options to purchase 27,508,734 and 28,815,899 shares of the Company's common stock as of June 30, 2015 and December 31, 2014, respectively.

On January 27, 2015, the Company adopted the 2015 Equity Incentive Plan, which provided for the grant of stock options to officers, employees, consultants and directors of the Company and its subsidiaries. A total of 40,000,000 shares of the Company's common stock are available for issuance under this plan. All options granted under this plan had exercise prices that were equal to the fair market value on the dates of grant. During the six months ended June

30, 2015, the Company granted options to purchase 15,200,000 shares of common stock, which represent the total outstanding option grants under the 2015 Equity Incentive Plan as of June 30, 2015.

Stock based compensation expense attributable to these plans was $378 and $715 for the three and six months ended June 30, 2015, respectively. This compares to $255 and $426 for the three and six months ended June 30, 2014, respectively. The increase was due to higher grant date fair values associated with 2014 and 2015 stock option grants.

14. Stockholders’ Equity

Common stock

In June 2012, the Company issued 30,000,000 shares of common stock to Visser in connection with the Visser MTA Agreement (see Note 3).

Pursuant to the terms of the Company’s Senior Convertible Notes due September 1, 2013, which were also issued in the July 2012 Private Placement, the Company opted to pay the twelve monthly installment payments prior to the September 1, 2013 maturity date with shares of the Company’s common stock. Upon final settlement, the Company had issued 163,641,547 shares of common stock at a weighted average conversion price of $0.0774, for the twelve installment payments due under the notes, consisting of $12,000 principal and $680 of interest.

During the year ended December 31, 2013, the holders of the Company’s Series A Preferred Stock converted all of the outstanding 506,936 shares of Series A Preferred Stock into 16,896,070 shares of the Company’s common stock (see “Preferred stock” below). After giving effect to such conversion, the Company has no shares of preferred stock outstanding.

On February 28, 2013, the Company’s stockholders approved an amendment to the Certificate of Incorporation of the Company increasing the number of authorized shares of common stock from 400 million shares to 500 million shares.

On October 24, 2013, the Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation increasing the number of authorized shares of common stock from 500 million shares to 700 million shares.

In connection with the execution of the 2013 Purchase Agreement, the Company issued to each of the 2013 Investors a pro rata portion of 2,666,667 shares of the Company's common stock. As of December 31, 2014, the Company had received an aggregate of $16,000 under the 2013 Purchase Agreement through the issuance of 85,355,615 shares of its common stock at a weighted average price of $0.19 per share. On August 22, 2014, the Company voluntarily terminated the 2013 Purchase Agreement, effective August 25, 2014 (see Note 3).

On September 9, 2014, an initial registration statement covering 75,000,000 shares issued and issuable pursuant to the 2014 Purchase Agreement was declared effective by the SEC. As of June 30, 2015, the Company had received an aggregate of $688 under the 2014 Purchase Agreement through the issuance of 5,500,000 shares of its common stock at a weighted average price of $0.13 per share (see Note 3).

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Preferred stock

On May 1, 2009, pursuant to a Securities Purchase and Exchange Agreement, the Company issued 500,000 shares of convertible Series A-1 Preferred Stock with an original issue price of $5.00 per share and 2,625,000 shares of Series A-2 Preferred Stock with an original issue price of $5.00 per share as part of a financing transaction (The Series A-1 Preferred Stock and the Series A-2 Preferred Stock are referred to collectively herein as the “Series A Preferred Stock”). In connection with this Series A Preferred Stock issuance, the Company issued warrants to purchase 42,329,407 shares of the Company’s common stock at an exercise price of $0.50 per share, which was subsequently adjusted to $0.49 per share due to an anti-dilution calculation. These warrants expired on July 15, 2015.

The Series A Preferred Stock and any accrued and unpaid dividends thereon was convertible, at the option of the holders of the Series A Preferred Stock, into common stock of the Company at a conversion price of $0.10 per share in the case of the Series A-1 Preferred Stock and a conversion price of $0.22 per share in the case of the Series A-2 Preferred Stock (in both cases subject to adjustments for any stock dividends, splits, combinations and similar events).

During the year ended December 31, 2012, the holders of the Company’s Series A Preferred Stock converted 792,215 shares of preferred stock into 25,669,752 shares of the Company’s common stock. As of December 31, 2012, the Company had 506,936 shares of Series A Preferred Stock outstanding, consisting of 105,231 and 401,705 shares of Series A-1 and Series A-2 Preferred Stock, respectively. Preferred stock as of December 31, 2012 was $0 due to an insignificant balance, and accrued dividends on the Series A Preferred Stock as of December 31, 2012 were $222.

During the year ended December 31, 2013, all of the holders of the Company’s Series A Preferred Stock converted all of the outstanding shares of preferred stock and accrued dividends into 16,896,070 shares of the Company’s common stock. Therefore, as of December 31, 2013, the Company no longer had any outstanding Preferred Stock and the related $222 accrued dividends were reclassified to additional paid-in capital as of December 31, 2013.

Warrants

In connection with the Series A Preferred Stock issuances, warrants to purchase 29,779,557 shares of the Company's common stock were outstanding as of June 30, 2015 and December 31, 2014. Due to extension of the expiration date of these warrants during 2010, they no longer contained anti-dilution provisions and were reflected as equity as they do not meet the criteria under FASB ASC 815 for liability treatment. Warrants classified as equity were recorded at $18,179 as of June 30, 2015 and December 31, 2014. Such warrants had exercise prices ranging between $0.48 and $0.49 and expired on July 15, 2015.

Non-Controlling Interest

The Company's Liquidmetal Golf subsidiary has the exclusive right and license to utilize the Company's Liquidmetal alloy technology for purposes of golf equipment applications. Liquidmetal Technologies owns 79% of the outstanding common stock of Liquidmetal Golf. As of June 30, 2015, non-controlling interest was a deficit of $58. The December 31, 2014 non-controlling interest was a deficit of $54.

15. Loss Per Common Share

Basic earnings per share ("EPS") is computed by dividing earnings (loss) attributable to common stockholders by the weighted average number of common shares outstanding for the periods. Diluted EPS reflects the potential dilution of securities that could share in the earnings.

Options to purchase 44,368,734 shares of common stock, at prices ranging from $0.08 to $1.44 per share, were outstanding at June 30, 2015, but were not included in the computation of diluted EPS for the same period as the inclusion would have been antidilutive, given the Company's net loss. Warrants to purchase 66,212,002 shares of common stock, with prices ranging from $0.18 to $0.49 per share, outstanding at June 30, 2015 were not included in the computation of diluted EPS for the same period as the inclusion would have been antidilutive, given the Company's net loss.

Options to purchase 28,545,400 shares of common stock, at prices ranging from $0.08 to $2.33 per share, were outstanding at June 30, 2014, but were not included in the computation of diluted EPS for the same period as the inclusion would have been antidilutive, given the Company's net loss. Warrants to purchase 67,235,792 shares of common stock, with prices ranging from $0.18 to $0.49 per share, outstanding at June 30, 2014 were not included in the computation of diluted EPS for the same period as the inclusion would have been antidilutive, given the Company's net loss.

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16. Commitments and Contingencies

Operating Lease Commitments

The Company leases its offices and warehouse facilities under various lease agreements, certain of which are subject to escalations based upon increases in specified operating expenses or increases in the Consumer Price Index. As of June 30, 2015 and December 31, 2014, the Company had recorded $68 and $43, respectively, of deferred rent expenses.

Rent expense was $56 and $113 for the three and six months ended June 30, 2015, respectively. Rent expense was $50 and $100 for the three and six months ended June 30, 2014, respectively.

17. Related Party Transactions

The Company entered into a license agreement (the “IMG License Agreement”) with Innovative Materials Group, LLC (“IMG”), a California limited liability company which is majority owned by Mr. Kang, a former Chief Executive Officer and former Chairman of the Company, to license certain patents and technical information for the limited purpose of manufacturing certain licensed products with the Company’s first generation die cast machines. The IMG License Agreement granted a non-exclusive license to certain product categories, as well as an exclusive license to specific types of consumer eyewear products and obligated IMG to pay the Company a running royalty based on its sales of licensed products through August 5, 2021. The Company recognized $0 in royalty revenues from IMG during the three and six months ended June 30, 2015. This compares to $0 and $4 in royalty revenues during the three and six months ended June 30, 2014, respectively.

Mr. Thomas Steipp, the Company's Chief Executive Officer, sold an aggregate of 400,000 shares of the common stock of the Company on August 5, 2013 pursuant to a trading plan that Mr. Steipp previously adopted under SEC Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. Mr. Steipp adopted the trading plan on March 22, 2013 for the purpose of providing him with funds to satisfy certain tax liabilities as a result of the vesting on August 3, 2013 of 1,200,000 shares of Company restricted common stock held by Mr. Steipp. The restricted shares were granted to Mr. Steipp in 2010 under a previously disclosed Restricted Stock Award Agreement, dated August 3, 2010, between Mr. Steipp and the Company. On March 27, 2014, Mr. Steipp adopted a new 10b5-1 trading plan that allowed for the sale of 500,000 shares of common stock of the Company on August 4, 2014, and allowed for future sales of 500,000 shares of common stock of the Company on August 4, 2015.

In September 2013, the Company entered into Change of Control Agreements with Ricardo A. Salas, the Company's Executive Vice President, Tony Chung, the Company's Chief Financial Officer, and certain other executive officers who are not named executive officers of the Company for SEC reporting purposes. The Change of Control Agreements provide that if the executive officer's employment with the Company is terminated without cause during the one-year period after a change of control of the Company, then the terminated officer will receive lump sum severance compensation in an amount equal to twelve months of his then-current base salary. Under the agreements, each of the executive officers will also be entitled to the above-described severance compensation in the event he terminates his own employment within one year after a change of control because of a salary decrease or assignment to a lower-level position. In addition, upon termination, all unvested stock options related to these officers will automatically and immediately vest and shall thereafter be exercisable in accordance with the terms and provisions of the applicable award agreements.

The Company has an exclusive license agreement with LLPG, Inc. ("LLPG"), a corporation owned principally by Jack Chitayat, a former director of the Company. Under the terms of the agreement, LLPG has the right to commercialize Liquidmetal alloys, particularly precious-metal based compositions, in jewelry and high-end luxury product markets. The Company, in turn, will receive royalty payments over the life of the contract on all Liquidmetal products produced and sold by LLPG. The exclusive license agreement with LLPG expires on December 31, 2021. There were no revenues recognized from product sales and licensing fees from LLPG during the six months ended June 30, 2015 or 2014.

On June 1, 2012, the Company entered into the Visser MTA relating to a strategic transaction for manufacturing services and financing. In November 2013, the Company and Visser entered into arbitration proceedings to resolve disputes associated with this agreement. As part of the May 2014 settlement of these proceedings, the Company has granted to Visser a fully paid-up, royalty-free, irrevocable, perpetual, worldwide, non-transferable, nonexclusive sublicense to all of the Company's intellectual property developed on or prior to May 20, 2014, for all fields of use other than certain excluded fields as set forth therein. Visser does not have any rights, now or in the future, to intellectual property of the Company developed after the Effective Date of the agreement. The license to the Company's intellectual property does not include the right to use the "Liquidmetal" trademark or any of the Company's other trademarks, except in certain defined situations, as set forth in the amended and restated agreement entered into in connection with the settlement (see Note 3). As of June 30, 2015, Visser is a greater-than-5% beneficial owner of the Company.

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18. Subsequent Events

2014 Purchase Agreement

During July 2015 the Company settled additional draw-downs under the 2014 Purchase Agreement that resulted in the issuance of 3,000,000 shares of the Company's common stock for aggregate proceeds of $379. The weighted average price for the resulting stock issuances was $0.13 per share.

Warrants

On July 15, 2015, warrants to purchase 29,779,557 shares of the Company's common stock, that were originally issued in connection with the Series A Preferred Stock issuances, expired. In accordance with applicable accounting rules, amounts previously reflected in permanent equity will remain as stated.

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

This management's discussion and analysis should be read in conjunction with the consolidated financial statements and notes included elsewhere in this Quarterly Report on Form 10-Q. All amounts described in this section are in thousands, except share and per share data.

This management's discussion and analysis, as well as other sections of this Quarterly Report on Form 10-Q, may contain "forward-looking statements" that involve risks and uncertainties, including statements regarding our plans, future events, objectives, expectations, forecasts, or assumptions. Any statement that is not a statement of historical fact is a forward-looking statement, and in some cases, words such as "believe," "estimate," "project," "expect," "intend," "may," "anticipate," "plan," "seek," and similar expressions identify forward-looking statements. These statements involve risks and uncertainties that could cause actual outcomes and results to differ materially from the anticipated outcomes or results, and undue reliance should not be placed on these statements. These risks and uncertainties include, but are not limited to, the matters discussed under the heading "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and other risks and uncertainties discussed in other filings made with the Securities and Exchange Commission (including risks described in subsequent reports on Form 10-Q and Form 8-K and other filings). Liquidmetal Technologies disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Overview

We are a materials technology company that develops and commercializes products made from amorphous alloys. Our Liquidmetal® family of alloys consists of a variety of proprietary bulk alloys and composites that utilize the advantages offered by amorphous alloy technology. We design, develop and sell products and components from bulk amorphous alloys to customers in various industries. We also partner with third-party manufacturers and licensees to develop and commercialize Liquidmetal alloy products.

Amorphous alloys are, in general, unique materials that are distinguished by their ability to retain a random atomic structure when they solidify, in contrast to the crystalline atomic structures that form in other metals and alloys when they solidify. Liquidmetal alloys are proprietary amorphous alloys that possess a combination of performance, processing, and potential cost advantages that we believe will make them preferable to other materials in a variety of applications. The amorphous atomic structure of our alloys enables them to overcome certain performance limitations caused by inherent weaknesses in crystalline atomic structures, thus facilitating performance and processing characteristics superior in many ways to those of their crystalline counterparts. For example, in laboratory testing, our zirconium-titanium Liquidmetal alloys are approximately 250% stronger than commonly used titanium alloys such as Ti-6Al-4V, but they also have some of the beneficial processing characteristics more commonly associated with plastics. We believe these advantages could result in Liquidmetal alloys supplanting high-performance alloys, such as titanium and stainless steel, and other incumbent materials in a variety of applications. Moreover, we believe these advantages could enable the introduction of entirely new products and applications that are not possible or commercially viable with other materials.

Our revenues are derived from (i) selling our bulk Liquidmetal alloy products, which include non-consumer electronic devices, aerospace parts, medical products, automotive components, oil and gas exploration, and sports and leisure goods, (ii) selling tooling and prototype parts such as demonstration parts and test samples for customers with products in development, (iii) product licensing and royalty revenue, and (iv) research and development revenue.

Our cost of sales consists primarily of the costs of outsourcing our manufacturing to third parties. Selling, general, and administrative expenses currently consist primarily of salaries and related benefits, travel, consulting and professional fees, depreciation and amortization, insurance, office and administrative expenses, and other expenses related to our operations.

Research and development expenses represent salaries, related benefits expense, depreciation of research equipment, consulting and contract services, expenses incurred for the design and testing of new processing methods, expenses for the development of sample and prototype products, and other expenses related to the research and development of Liquidmetal bulk alloys. Costs associated with research and development activities are expensed as incurred. We plan to enhance our competitive position by improving our existing technologies and developing advances in amorphous alloy technologies. We believe that our research and development efforts will focus on the discovery of new alloy compositions, the development of improved processing technology, and the identification of new applications for our alloys.

Licensing Transactions

<u>Transaction with Visser Precision Cast, LLC</u>

On June 1, 2012, we entered into a Master Transaction Agreement (the “Visser MTA Agreement”) with Visser Precision Cast, LLC (“Visser”) relating to a strategic transaction for manufacturing services and financing.

Under the manufacturing and service component of the Visser MTA Agreement, we had agreed to engage Visser as a perpetual, exclusive manufacturer of non-consumer electronic products and to not, directly or indirectly, conduct manufacturing operations, subcontract for the manufacture of products or components or grant a license to any other party to conduct manufacturing operations, except for certain limited exceptions. Under the financing component of the Visser MTA Agreement, we issued and sold to Visser in a private placement transaction (i) 30,000,000 shares of common stock at a purchase price of $0.10 per share resulting in proceeds of $3,000, (ii) warrants to purchase

15,000,000 shares of common stock at an original exercise price of $0.22 per share which were to expire on June 1, 2017 and (iii) a secured convertible promissory note in the aggregate principal amount of up to $2,000. No borrowings were made by us under the promissory note, and the deadline for making borrowings under the promissory note expired on November 15, 2012.

In November 2013, we entered into arbitration proceedings with Visser to resolve disputes associated with the Visser MTA Agreement.

On May 20, 2014, we entered into a settlement with Visser pursuant to which we and Visser agreed to terminate the existing arbitration proceedings, release each other from all claims we may have had against each other and substantially change the business relationship that had been reflected in the original Visser MTA Agreement. As part of the settlement, we and Visser have amended and restated the sublicense and financing components of the Visser MTA Agreement. Additionally, the manufacturing services component and remaining considerations of the Visser MTA Agreement were terminated.

Under the amended and restated sublicense agreement, we have granted to Visser a fully paid-up, royalty-free, irrevocable, perpetual, worldwide, non-transferable, nonexclusive sublicense to all of our intellectual property developed on or prior to May 20, 2014 (the "Effective Date"), for all fields of use other than certain excluded fields as set forth therein. Visser does not have any rights, now or in the future, to our intellectual property developed after the Effective Date of the agreement. The license to our intellectual property developed on or prior to the Effective Date does not include the right to use the "Liquidmetal" trademark or any of our other trademarks, except in certain defined situations, as set forth in the amended and restated agreement.

With the foregoing revised arrangements, we are no longer required to use Visser as our exclusive manufacturer and are free to license other manufacturers on a non-exclusive basis in any industry or geographic market as to which we have not previously granted an exclusive license to a third party. Any such manufacturers licensed by us in the future will be able both to manufacture parts for us and our customers, and manufacture and sell products for their own account for such industries or markets as we may agree, subject to whatever royalty arrangements we may negotiate. We have not yet licensed any manufacturers other than Visser. Visser will also have the right to manufacture and sell products under the amended and restated sublicense agreement.

The settlement amends and restates two warrants we issued to Visser in June 2012 to purchase 15,000,000 shares of our common stock at an exercise price of $0.22 per share. Those warrants contained anti-dilution mechanisms under which the number of shares issuable upon exercise of those warrants would be increased, and the exercise price for such shares would be reduced if we issued shares of our common stock at prices less than the warrants' exercise price. The amended and restated warrant agreement includes the effect of such anti-dilution adjustments and is exercisable for 18,611,079 shares of common stock (increased further to 18,860,445 shares under the anti-dilution provisions of the warrants, see Note 11) at an exercise price of $0.18 per share as of June 30, 2015. The amended and restated warrant agreement continues to contain comparable anti-dilution adjustment mechanisms. The amended and restated warrant agreement also removes certain lock-up provisions that were included in the original warrants. These warrants expire on June 1, 2017.

Apple License Transaction

On August 5, 2010, we entered into a license transaction with Apple Inc. (“Apple”) pursuant to which (i) we contributed substantially all of our intellectual property assets to a newly organized special-purpose, wholly-owned subsidiary, called Crucible Intellectual Property, LLC (“CIP”), (ii) CIP granted to Apple a perpetual, worldwide, fully-paid, exclusive license to commercialize such intellectual property in the field of consumer electronic products, as defined in the license agreement, in exchange for a license fee, and (iii) CIP granted back to us a perpetual, worldwide, fully-paid, exclusive license to commercialize such intellectual property in all other fields of use.

Under the agreements relating to the license transaction with Apple, we were obligated to contribute to CIP all intellectual property that we developed through February 2012 (“Capture Period”). Subsequently, we have amended the Capture Period to extend through February 2016. We are also obligated to maintain certain limited liability company formalities with respect to CIP at all times after the closing of the license transaction.

Other License Transactions

On January 31, 2012, we entered into a Supply and License Agreement for a five year term with Engel Austria Gmbh (“Engel”) whereby Engel was granted a non-exclusive license to manufacture and sell injection molding machines to our licensees. Since that time, we and Engel have agreed on an injection molding machine configuration that can be commercially supplied and supported by Engel. On December 6, 2013, the companies entered into an Exclusive License Agreement for a 10 year term whereby Engel was granted an exclusive license to manufacture and sell injection molding machines to our licensees in exchange for certain royalties to be paid by Engel to us based on a percentage of the net sales price of such injection molding machines.

Our Liquidmetal Golf subsidiary has the exclusive right and license to utilize our Liquidmetal alloy technology for purposes of golf equipment applications. This right and license is set forth in an intercompany license agreement between Liquidmetal Technologies and Liquidmetal Golf. This license agreement provides that Liquidmetal Golf has a perpetual and exclusive license to use Liquidmetal alloy technology for the purpose of manufacturing, marketing, and selling golf club components and other products used in the sport of golf. We own 79% of the outstanding common stock of Liquidmetal Golf.

In June 2003, we entered into an exclusive license agreement with LLPG, Inc. (“LLPG”). Under the terms of the agreement, LLPG has the right to commercialize Liquidmetal alloys, particularly precious-metal based compositions, in jewelry and high-end luxury product markets. We, in turn, will receive royalty payments over the life of the contract on all Liquidmetal products produced and sold by LLPG. The exclusive license agreement with LLPG expires on December 31, 2021.

In March 2009, we entered into a license agreement with Swatch Group, Ltd. (“Swatch”) under which Swatch was granted a non-exclusive license to our technology to produce and market watches and certain other luxury products. In March 2011, this license agreement was amended to grant Swatch exclusive rights as to watches and all third parties (including us), but non-exclusive as to Apple, and our license agreement with LLPG was simultaneously amended to exclude watches from LLPG’s rights. We will receive royalty payments over the life of the contract on all Liquidmetal products produced and sold by Swatch. The license agreement with Swatch will expire on the expiration date of the last licensed patent.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions.

We believe that the following accounting policies are the most critical to our consolidated financial statements since these policies require significant judgment or involve complex estimates that are important to the portrayal of our financial condition and operating results:

- Revenue recognition
- Impairment of long-lived assets and definite-lived intangibles
- Deferred tax assets

• Valuation of liability classified warrants • Share based compensation

Our Annual Report on Form 10-K for the year ended December 31, 2014 (the “2014 Annual Report”) contains further discussions on our critical accounting policies and estimates.

Results of Operations

Comparison of the three and six months ended June 30, 2015 and 2014

For the three months

ended June 30,

For the six months

ended June 30,

2015

2014

2015

2014

(unaudited) **(unaudited)** **(unaudited)** **(unaudited)**

in 000's

% of

Products Revenue

in 000's

% of

Products Revenue

in 000's

% of

Products Revenue

in 000's

% of

Products Revenue

Revenue:

Products

$ 15 $ 121 $ 38 $ 277

Licensing and royalties

24 32 27 36

Total revenue

39 153 65 313

Cost of sales

$ 133 887 % 75 62 % $ 152 400 % 215 78 %

Gross margin

(94) -627 % 78 64 % (87) -229 % 98 35 %

Selling, marketing, general and administrative

1,891 12607 % 2,021 1670 % 3,743 9850 % 3,872 1398 %

Research and development

455 3033 % 392 324 % 937 2466 % 726 262 %

Operating loss

(2,440) (2,335) (4,767) (4,500)

Change in value of warrants, gain (loss)

349 (145) 188 (1,871)

Debt discount amortization expense

- (31) - (52)

Interest income

6 2 14 2

Net loss

(2,085) (2,509) (4,565) (6,421)

In discussing our results of our operations, we have categorized the specific items of our consolidated statements of operations into various categories to facilitate the understanding of our core business operations. Explanations of each category as well as analyses of specific items contained in that category are discussed below:

Operating revenue and expenses

The “Operating revenue and expenses” category of statements of operations items represent those items that pertain to our core operations in the bulk alloy manufacturing and licensing business as follows:

Revenue. Total revenue decreased to $39 for the three months ended June 30, 2015 from $153 for the three months ended June 30, 2014. Total revenue also decreased to $65 for the six months ended June 30, 2015 from $313 for the six months ended June 30, 2014. The decrease for both periods was primarily attributable to a reduction in research and development services provided to licensees during 2015 as a result of a shift towards on-site production and prototyping activities with customers to further develop and support the commercialization of our technology.

Cost of sales. Cost of sales was $133, or 887% of products revenue, for the three months ended June 30, 2015, an increase from $75, or 62% of products revenue, for the three months ended June 30, 2014. Cost of sales was $152, or 400% of products revenue, for the six months ended June 30, 2015, a decrease from $215, or 78% of products revenue, for the six months ended June 30, 2014. The increase in our cost of sales as a percentage of product revenue for both the three and six month periods ended June 30, 2015 was primarily attributable to higher costs associated with initial manufacturing activities than previously encountered when providing product development and prototyping services to customers. The cost to manufacture parts from our bulk alloys manufacturing business is variable and differs based on the unique design of each product. Given the onset of our manufacturing efforts during the three month period ended June 30, 2015, our cost of sales as a percentage of products revenue is not necessarily representative of our future cost percentages and is expected to improve over time with increases in volume and continued refinements to our internal processes. When we begin increasing our products revenues with shipments of routine, commercial parts through our manufacturing facility and/or third party contract manufacturers, we expect our cost of sales percentages to decrease, stabilize and be more predictable.

Gross margin. Our gross margin decreased to $(94) from $78 for the three month periods ended June 30, 2015 and 2014, respectively. Our gross margin, as a percentage of products revenue, decreased to (627)% from 64% for the three month periods ended June 30, 2015 and 2014, respectively. Our gross margin decreased to $(87) from $98 for the six month periods ended June 30, 2015 and 2014, respectively. Our gross margin, as a percentage of products revenue, decreased to (229)% from 35% for the six month periods ended June 30, 2015 and 2014, respectively. As discussed above under "Cost of sales", early production orders are resulting in a higher cost mix, relative to revenue, than would otherwise be incurred in an on-site production environment, with higher volumes and more established operating processes, or through contract manufacturers. As such, our gross margin percentages may fluctuate based on volume and quoted production prices per unit and may not be representative of our future business. When we begin increasing our products revenues with shipments of routine, commercial parts through future orders to our manufacturing facility and/or third party contract manufacturers, we expect our gross margin percentages to stabilize, increase and be more predictable.

Selling, marketing, general and administrative. Selling, marketing, general and administrative expenses were $1,891 and $3,743 for the three and six months ended June 30, 2015, respectively, compared to $2,021 and $3,872 for the three and six months ended June 30, 2014, respectively. The decrease in expense for both periods is due to additional legal costs incurred during 2014 in conjunction with the arbitration proceeding and settlement discussions with Visser.

Research and development. Research and development expenses increased to $455 and $937 for the three and six months ended June 30, 2015, respectively, from $392 and $726 for the three and six months ended June 30, 2014, respectively. The increase in both periods was mainly due to additional research projects and additional personnel hires to support our manufacturing and process development efforts. We continue to (i) perform research and development of new Liquidmetal alloys and related processing capabilities, (ii) develop new manufacturing techniques, and (iii) contract with consultants to advance the development of Liquidmetal alloys and related production processes.

Operating loss. Operating loss was $2,440 and $4,767 for the three and six month periods ended June 30, 2015, respectively. This compares to $2,335 and $4,500 for the three and six month periods ended June 30, 2014, respectively. The increase in our operating loss is primarily attributable to the decrease in our gross margin for both periods, as discussed above.

We continue to invest in our technology infrastructure to expedite the adoption of our technology, but we have experienced long sales lead times for customer adoption of our technology. Until that time where we can either (i) increase our revenues with shipments of routine, commercial parts through a combination of our manufacturing center or third party contract manufacturers or (ii) obtain significant licensing revenues, we expect to have operating losses for the foreseeable future.

<u>*Non-operational expenses*</u>

Our statement of operations contains various, significant items that are non-operational in nature. These categories of expenses may have significant gains and losses based on the volatility of our stock price as follows:

Change in value of warrants. The change in value of warrants was a non-cash gain of $349 and $188 for the three and six months ended June 30, 2015, respectively. This compares to a non-cash loss of $145 and $1,871 for the three and six months ended June 30, 2014, respectively. These adjustments result from periodic valuation adjustments related to fluctuations in our stock price for warrants issued in connection with the Visser MTA Agreement and our Senior Convertible Notes issued in our private placement that closed in July 2012 (the "July 2012 Private Placement"). Changes in the value of our warrants are non-cash and do not affect the core operations of our business or liquidity.

Debt discount amortization. Debt discount amortization expense was $0 of non-cash expense for the both the three and six months ended June 30, 2015. For the three and six months ended June 30, 2014, debt discount amortization expense was $31 and $52, respectively, and primarily related to the periodic amortization of issuance costs associated with the 2013 Purchase Agreement (as defined and discussed in Note 3). No such costs were incurred during 2015 following the termination of the 2013 Purchase Agreement in the third quarter of 2014.

Interest income. Interest income relates to interest earned from our cash deposits for the respective periods. Such amounts were $6 and $14 for the three and six month periods ended June 30, 2015, respectively. This compares to $2 and $2 for the three and six month periods ended June 30, 2014, respectively.

Liquidity and Capital Resources

For the six months ended June 30, 2015, our cash used in operations was $3,401, cash used in investing activities was $2,225, primarily due to increases in restricted cash to support our line of credit facility, and cash provided by financing activities was $901, primarily due to equity sales under the 2014 Purchase Agreement (as defined below). As of June 30, 2015, our cash and restricted cash balance was $7,289, which consisted of $5,284 of cash and $2,005 of short-term restricted cash.

On August 20, 2014, we entered into a common stock purchase agreement (“2014 Purchase Agreement”) with Aspire Capital Fund LLC (“Aspire Capital”), which provides that, upon the terms and subject to the conditions and limitations set forth therein, Aspire Capital is committed to purchase up to an aggregate of $30,000 worth of our common stock, $0.001 par value, over the 36-month term of the 2014 Purchase Agreement.

From time to time over the term of the 2014 Purchase Agreement, we may, in our sole discretion, provide Aspire Capital with a regular purchase notice (each a “Regular Purchase Notice”) directing Aspire Capital to purchase up to 1,000,000 shares, but not to exceed $400, of our common stock per trading day at a price per share equal to the lesser of (i) the lowest sale price of our common stock on the purchase date; or (ii) the arithmetic average of the three lowest closing sale prices for our common stock during the twelve consecutive trading days ending on the trading day immediately preceding the purchase date. In addition, on any date on which we submit a Regular Purchase Notice to Aspire Capital for the purchase of at least 500,000 shares at a price above $0.30, we also have the right, in our sole discretion, to present Aspire Capital with a volume-weighted average price purchase notice (each, a “VWAP Purchase Notice”) directing Aspire Capital to purchase an amount of stock equal to up to 30% of the aggregate shares of our common stock traded on its principal market on the next trading day (the “VWAP Purchase Date”), subject to a maximum number of shares that we may determine. The purchase price per share pursuant to such VWAP Purchase Notice is generally 95% of the volume-weighted average price for our common stock traded on its principal market on the VWAP Purchase Date.

We may deliver multiple Regular Purchase Notices and VWAP Purchase Notices to Aspire Capital from time to time during the term of the 2014 Purchase Agreement, so long as the most recent purchase has been completed. The 2014 Purchase Agreement provides that we and Aspire Capital shall not effect any sales under the 2014 Purchase Agreement on any purchase date where the closing sale price of our common stock is less than $0.10 per share. There are no trading volume requirements or restrictions under the 2014 Purchase Agreement, and we will control the timing and amount of sales of our common stock to Aspire Capital.

On September 9, 2014, an initial registration statement covering 75,000,000 shares issued and issuable pursuant to the 2014 Purchase Agreement was declared effective by the SEC. As of June 30, 2015, we had received an aggregate of $688 under the 2014 Purchase Agreement through the issuance of 5,500,000 shares of our common stock at a weighted average price of $0.13 per share.

In February 2015, we entered into a $2,000 line of credit facility that will be used to fund future capital expenditures and general operations over the access period. This line of credit is secured by cash collateral and will terminate on February 13, 2016, subject to annual renewals and potential changes in collateral requirements. As of June 30, 2015, there are $200 in outstanding borrowings under this facility.

We anticipate that our current capital resources, when considering expected losses from operations, will be sufficient to fund our operations through the middle of 2016. We have a relatively limited history of producing bulk amorphous alloy components and products on a mass-production scale. Furthermore, the ability of future contract manufacturers to produce our products in desired quantities and at commercially reasonable prices is uncertain and is dependent on a variety of factors that are outside of our control, including the nature and design of the component, the customer's specifications, and required delivery timelines. These factors will likely require that we make further equity sales under the 2014 Purchase Agreement, raise additional funds by other means, or pursue other strategic initiatives to support our operations beyond the middle of 2016. There is no assurance that we will be able to make equity sales under the 2014 Purchase Agreement or raise additional funds by other means on acceptable terms, if at all. If we were to make equity sales under the 2014 Purchase Agreement or to raise additional funds through other means by issuing securities, existing stockholders may be diluted. If funding is insufficient at any time in the future, we may be required to alter or reduce the scope of our operations or to cease operations entirely. Uncertainty as to the outcome of these factors raises substantial doubt about our ability to continue as a going concern.

Off Balance Sheet Arrangements

As of June 30, 2015, we did not have any off-balance sheet arrangements.

Item 3 – Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Our line of credit facility provides for a fixed interest rate of 2.1% per annum on all outstanding borrowings. A change in interest rates impacts the fair value of our outstanding debt under the line of credit facility but has no impact on interest incurred or cash flows. As of June 30, 2015, there are $200 in outstanding borrowings under this facility. Given the proximity to maturity, the carrying amount of short-term debt approximates fair value as of June 30, 2015.

Item 4 – Controls and Procedures

Evaluation of Disclosure Controls and Procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of June 30, 2015. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of June 30, 2015.

Changes in Internal Control over Financial Reporting.

There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1 – Legal Proceedings

There have been no significant developments with respect to legal proceedings specifically affecting Liquidmetal Technologies Inc. since the filing of the 2014 Annual Report.

Item 1A – Risk Factors

For a detailed discussion of the risk factors that should be understood by any investor contemplating an investment in our stock, please refer to Part I, Item 1A “Risk Factors” in the 2014 Annual Report.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

During the period covered by this Quarterly Report on Form 10-Q, we did not issue or sell any unregistered equity securities.

Item 3 – Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

None.

Item 5 – Other Information

None.

Item 6 – Exhibits

The following documents are filed as exhibits to this Report:

Exhibit

Number

Description of Document

10.1

Amendment Number Three to Master Transaction Agreement and Other Transaction Documents, dated June 17, 2015, between Apple Inc., Liquidmetal Technologies, Inc., Liquidmetal Coatings, LLC and Crucible Intellectual Property, LLC.

31.1

Certification of Principal Executive Officer, Thomas Steipp, as required by Section 302 of the Sarbanes-Oxley Act of 2002

31.2

Certification of Principal Financial Officer, Tony Chung, as required by Section 302 of the Sarbanes-Oxley Act of 2002

32.1

Certification of Chief Executive Officer, Thomas Steipp, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2

Certification of Chief Financial Officer, Tony Chung, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.1

The following financial statements from Liquidmetal Technologies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (unaudited), formatted in XBRL: (i) Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014, (ii) Consolidated Statements of Operations and Comprehensive Loss for the three and six months ended June 30, 2015 and 2014, (iii) Consolidated Statement of Stockholders' Equity for the six months ended June, 2015, (iv) Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014, and (v) Notes to Consolidated Financial Statements.

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.

LIQUIDMETAL TECHNOLOGIES, INC.

(Registrant)

Date: August 6, 2015

/s/ Thomas Steipp

Thomas Steipp

President and Chief Executive Officer

(Principal Executive Officer)

Date: August 6, 2015

/s/ Tony Chung

Tony Chung

Chief Financial Officer

(Principal Financial and Accounting Officer)