**Section 1: 8-K (8-K)** 

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 19, 2018

# LIMELIGHT NETWORKS, INC.

 $(Exact\ name\ of\ Registrant\ as\ specified\ in\ its\ charter)$ 

Delaware

(State or other jurisdiction of incorporation or organization)

001-33508

(Commission File Number) 20-1677033

(I.R.S. Employer Identification Number)

222 South Mill Avenue, 8<sup>th</sup> Floor Tempe, AZ 85281 (Address, including zip code, of principal executive offices)

(602) 850-5000 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Item 2.02 Results of Operations and Financial Condition.

On July 19, 2018, Limelight Networks, Inc. issued a press release regarding its financial results for the second quarter ended June 30, 2018, and certain other information. The full text of this press release is furnished herewith as Exhibit 99.1.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1

Exhibit Number Description

Limelight Networks, Inc. Press Release dated July 19, 2018 (furnished herewith).

### 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 hereunto duly authorized.

### LIMELIGHT NETWORKS, INC.

Dated: July 19, 2018

/s/ Michael DiSanto
Michael DiSanto

Chief Administrative and Legal Officer & Secretary

#### EXHIBIT INDEX

Exhibit Number

Description

99.1

Limelight Networks, Inc. Press Release dated July 19, 2018 (furnished herewith).

(Back To Top)

# **Section 2: EX-99.1 (EXHIBIT 99.1)**

Exhibit 99.1

July 19, 2018

Limelight Networks Reports Strong Financial Results for the Second Quarter of 2018

- Revenue of \$50.2 million, up 11 percent year over year
- GAAP gross margin of 49.4%, up 230 basis points, year over year
- GAAP EPS of \$0.14 and Non-GAAP EPS of \$0.04
- Cash and marketable securities of \$45.6 million
- Raises revenue guidance for full year 2018, with lower capital expenditures

Limelight Networks, Inc. (Nasdaq:LLNW) (Limelight), a global leader in digital content delivery, today reported revenue of \$50.2 million for the second quarter of 2018, up 11% compared to \$45.4 million in the second quarter of 2017. Currency did not materially impact reported revenue in the quarter.

Gross margin was 49.4% in the second quarter of 2018, an increase of 230 basis points from 47.1% in the second quarter of 2017.

On a GAAP basis, Limelight reported net income of \$15.2 million, or \$0.14 per basic share and \$0.13 per fully diluted share, for the second quarter of 2018, compared to a net loss of \$1.6 million, or \$0.01 per basic share, in the second quarter of 2017. Net income in the second quarter of 2018 included \$14.9 million of non-operating income (\$0.13 per basic share and \$0.12 per fully diluted share) related to the settlement and patent license agreement.

Non-GAAP net income was \$4.0 million, or \$0.04 per basic share, for the second quarter of 2018, compared to \$2.9 million, or \$0.03 per basic share, in the second quarter of 2017.

EBITDA was \$20.3 million for the second quarter of 2018, compared to \$3.4 million for the second quarter of 2017. Adjusted EBITDA was \$9.2 million for the second quarter of 2018, compared to \$7.9 million for the second quarter of 2017.

Limelight ended the second quarter with 549 employees and employee equivalents, up from 544 at the end of the first quarter of 2018, and up from 533 in the year ago period.

"Limelight's customers rewarded us once again in the second quarter of 2018, for our commitment to providing them with the best tools, value, reliability, and customer care. Limelight's revenues grew more than 11% over the prior year quarter, driven by video delivery services. Limelight generated strong operating cash flow for the

quarter, and further strengthened its balance sheet. After raising full-year guidance in April, we remain on track to achieve those results, on even lower capital expenditures. We're pleased with Limelight's results through the half-year mark, and owe great thanks to each of our committed employees for putting us on track to make 2018 our best year yet," said Bob Lento, Chief Executive Officer, Limelight Networks.

"Financial discipline, along with continued investments in people, technology, and services, and our deep understanding of the intricacies of delivering content closer to the consumer, uniquely position Limelight to capitalize on emerging opportunities in low-latency, secure, Edge computing, analytics and communications. We continue to find opportunities to tune our infrastructure for sustained, cost efficient growth, to fully exploit Limelight's unique Edge-centric platform, and to generate higher shareholder returns," Lento added.

Based on current conditions, we are raising our previously issued guidance on April 19, 2018 for revenue from \$198 to \$202 million to \$200 to \$203 million. Gross margin percentage

improvement, GAAP earnings per share, non-GAAP earnings per share, and adjusted EBITDA remain unchanged. We now expect capital expenditures to be below \$20 million for the full year, down from our previous expectation of between \$20 and \$22 million.

## **Financial Tables**

# Limelight Networks, Inc. Condensed Consolidated Balance Sheets (In thousands, except per share data)

		June 30, 2018	March 31, 2018	De	ecember 31, 2017
	(	Unaudited)	(Unaudited)		
ASSETS					
Current assets:					
Cash and cash equivalents	\$	28,719	\$ 19,863	\$	20,912
Marketable securities		16,851	23,832		28,404
Accounts receivable, net		31,862	32,433		32,381
Income taxes receivable		153	224		98
Prepaid expenses and other current assets		18,147	5,717		5,397
Total current assets		95,732	82,069		87,192
Property and equipment, net		26,303	27,371		28,991
Marketable securities, less current portion		40	40		40
Deferred income taxes		1,550	1,546		1,506
Goodwill		76,648	77,027		77,054
Other assets		2,235	2,174		1,665
Total assets	\$	202,508	\$ 190,227	\$	196,448
LIABILITIES AND STOCKHOLDERS' EQUITY				-	
Current liabilities:					
Accounts payable	\$	6,179	\$ 10,376	\$	4,439
Deferred revenue	•	965	950		1,187
Income taxes payable		219	72		452
Provision for litigation		18,000	18,000		18,000
Other current liabilities		12,269	11,495		18,507
Total current liabilities		37,632	40,893		42,585
Deferred income taxes		124	159		144
Deferred revenue, less current portion		37	16		16
Provision for litigation, less current portion			4,500		9,000
Other long-term liabilities		389	411		558
Total liabilities		38,182	45,979		52,303
Commitments and contingencies		30,102	43,515		32,303
Stockholders' equity:					
Convertible preferred stock, \$0.001 par value; 7,500 shares authorized; no shares issued and outstanding					
Common stock, \$0.001 par value; 300,000 shares authorized; 112,478, 110,657, and 110,824 shares issued and outstanding at June 30, 2018, March 31, 2018 and December 31, 2017, respectively		112	111		111
Additional paid-in capital		506,684	500,305		502,312
Accumulated other comprehensive loss		(9,324)	(7,861)		(8,328
Accumulated deficit  Accumulated deficit		(333,146)	(348,307)		(349,950
					· · · · · · · · · · · · · · · · · · ·
Total stockholders' equity	Φ.	164,326	 144,248	Φ.	144,145
Total liabilities and stockholders' equity	\$	202,508	\$ 190,227	\$	196,448

# Limelight Networks, Inc. Condensed Consolidated Statements of Operations (In thousands, except per share data) (Unaudited)

		Thr	ee Months En	Six Months Ended				
	June 30,	March 31,	Percent	June 30,	Percent	June 30,	June 30,	Percent
	2018	2018	Change	2017	Change	2018	2017	Change
Revenue	\$ 50,249	\$ 52,114	(4)%	\$ 45,370	11 %	\$ 102,363	\$ 90,105	14 %
Cost of revenue:								
Cost of services (1)	21,206	21,054	1 %	19,464	9 %	42,260	38,471	10 %
Depreciation — network	4,196	4,380	(4)%	4,531	(7)%	8,576	9,088	(6)%
Total cost of revenue	25,402	25,434	— %	23,995	6 %	50,836	47,559	7 %
Gross profit	24,847	26,680	(7)%	21,375	16 %	51,527	42,546	21 %
Gross profit percentage	49.4%	51.2%		47.1%		50.3%	47.2%	
Operating expenses:								
General and administrative (1)	7,517	9,522	(21)%	6,804	10 %	17,038	15,319	11 %
Sales and marketing (1)	10,022	10,280	(3)%	8,997	11 %	20,302	18,265	11 %
Research and development (1)	6,073	6,339	(4)%	6,715	(10)%	12,412	12,934	(4)%
Depreciation and amortization	633	588	8 %	597	6 %	1,221	1,186	3 %
Total operating expenses	24,245	26,729	(9)%	23,113	5 %	50,973	47,704	7 %
Operating income (loss)	602	(49)	NM	(1,738)	NM	554	(5,158)	NM
Other income (expense):								
Interest expense	(7)	(59)	NM	(10)	NM	(66)	(24)	NM
Interest income	134	130	3 %	121	11 %	263	239	10 %
Settlement and patent license								
income	14,900	_	NM	_	NM	14,900	_	NM
Other, net	(221)	112	NM	153	NM	(109)	241	NM
Total other income	14,806	183	NM	264	NM	14,988	456	NM
Income (loss) before income taxes	15,408	134	NM	(1,474)	NM	15,542	(4,702)	NM
Income tax expense (benefit)	249	(15)	NM	151	NM	234	260	NM
Net income (loss)	\$ 15,159	\$ 149	NM	\$ (1,625)	NM	15,308	(4,962)	NM
Net income (loss) per share:								
Basic	\$ 0.14	<u>\$</u>		\$ (0.01)		0.14	(0.05)	
Diluted	\$ 0.13	\$		\$ (0.01)		0.13	(0.05)	
Weighted average shares used in per share calculation:								
Basic	111,356	110,761		108,422		111,059	107,893	
Diluted	120,033	118,909		108,422		119,454	107,893	

<sup>(1)</sup> Includes share-based compensation (see supplemental table for figures)

# Limelight Networks, Inc. Supplemental Financial Data (In thousands) (Unaudited)

	Three Months Ended						Six Months Ended			
	J	une 30,	March 31,		June 30,		June 30,		June 30,	
		2018		2018		2017	_	2018		2017
Share-based compensation:										
Cost of services	\$	350	\$	357	\$	364	\$	707	\$	723
General and administrative		1,969		1,810		1,674		3,779		3,208
Sales and marketing		633		603		617		1,236		1,237
Research and development		605		597		600		1,202		1,162
Total share-based compensation	\$	3,557	\$	3,367	\$	3,255	\$	6,924	\$	6,330
Depreciation and amortization:										
Network-related depreciation	\$	4,196	\$	4,380	\$	4,531	\$	8,576	\$	9,088
Other depreciation and amortization		633		588		597		1,221		1,186
Total depreciation and amortization	\$	4,829	\$	4,968	\$	5,128	\$	9,797	\$	10,274
Net increase (decrease) in cash, cash equivalents and marketable securities:	\$	1,875	\$	(5,621)	\$	(232)	\$	(3,746)	\$	(5,591)
End of period statistics:										
Approximate number of active customers		689		703		779		689		779
Number of employees and employee equivalents		549		544		533		549		533

# Limelight Networks, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited)

		Three Months Ended				Six Months Ended				
		June 30, 2018		March 31, 2018		June 30, 2017	J	une 30, 2018	J	une 30, 2017
Operating activities  Net income (loss)	¢	15 150	ď	140	¢	(1.625)	¢	15 200	¢	(4.062)
Adjustments to reconcile net income (loss) to net cash provided by operating	\$	15,159	\$	149	\$	(1,625)	\$	15,308	\$	(4,962)
activities:		4.020		4.060		5 100		0.707		10.274
Depreciation and amortization		4,829		4,968		5,128		9,797		10,274
Share-based compensation		3,557		3,367		3,255		6,924		6,330
Settlement and patent license income		(14,900)				200		(14,900)		
Foreign currency remeasurement (gain) loss		(271)		110		290		(161)		579
Deferred income taxes		(111)		41		(94)		(70)		(144)
Gain on sale of property and equipment		(97)		(16)		(17)		(113)		(92)
Accounts receivable charges		78		218		241		296		490
Amortization of premium on marketable securities		25		33		80		58		163
Changes in operating assets and liabilities:										
Accounts receivable		493		(270)		(2,204)		223		(1,226)
Prepaid expenses and other current assets		(655)		882		(47)		227		867
Income taxes receivable		61		(124)		(8)		(63)		21
Other assets		(72)		(495)		11		(567)		8
Accounts payable and other current liabilities		(3,298)		(2,286)		3,861		(5,584)		2,701
Deferred revenue		37		130		(101)		167		(403)
Income taxes payable		160		(397)		138		(237)		134
Payments for provision for litigation		(1,520)		(4,500)		(4,500)		(6,020)		(9,000)
Other long term liabilities		(19)		(151)		(185)		(170)		(382)
Net cash provided by operating activities		3,456		1,659		4,223		5,115		5,358
Investing activities						· · ·				
Purchases of marketable securities		_		_		(2,993)		_		(7,519)
Sale and maturities of marketable securities		7,000		4,515		6,994		11,515		14,244
Purchases of property and equipment		(4,291)		(1,990)		(4,733)		(6,281)		(10,478)
Proceeds from sale of property and equipment		97		16		22		113		80
Net cash provided by (used in) investing activities		2,806		2,541		(710)		5,347		(3,673)
Financing activities										
Payment of employee tax withholdings related to restricted stock vesting		(1,206)		(1,606)		(880)		(2,812)		(1,916)
Cash paid for purchase of common stock		_		(3,800)		_		(3,800)		_
Proceeds from employee stock plans		4,032		30		1,077		4,062		1,188
Net cash provided by (used in) financing activities		2,826		(5,376)		197		(2,550)		(728)
Effect of exchange rate changes on cash and cash equivalents		(232)		127		110		(105)		281
Net increase (decrease) in cash and cash equivalents		8,856		(1,049)		3,820		7,807		1,238
Cash and cash equivalents, beginning of period		19,863		20,912		19,152		20,912		21,734
Cash and cash equivalents, end of period	\$	28,719	\$	19,863	\$	22,972	\$	28,719	\$	22,972
			<u> </u>				<u> </u>	<u> </u>	_	

# **Use of Non-GAAP Financial Measures**

To evaluate our business, we consider and use non-generally accepted accounting principles (Non-GAAP) net income (loss), EBITDA and Adjusted EBITDA as supplemental measures of operating performance. These measures include the same adjustments that management takes into account when it reviews and assesses operating performance on a period-to-period basis. We consider Non-GAAP net income (loss) to be an important indicator of overall business performance. We define Non-GAAP net income (loss) to be U.S. GAAP net income

(loss), adjusted to exclude the settlement and patent license income, share-based compensation and litigation expenses. We believe that EBITDA provides a useful metric to investors to compare us with other companies within our industry and across industries. We define EBITDA as U.S. GAAP net income (loss) adjusted to exclude depreciation and amortization, interest expense, interest and other (income) expense, and income tax expense (benefit). We define Adjusted EBITDA as EBITDA adjusted to exclude the settlement and patent license income, share-based compensation and litigation expenses. We use Adjusted EBITDA as a supplemental measure to

review and assess operating performance. Our management uses these Non-GAAP financial measures because, collectively, they provide valuable information on the performance of our on-going operations, excluding non-cash charges, taxes and non-core activities (including interest payments related to financing activities). These measures also enable our management to compare the results of our on-going operations from period to period, and allow management to review the performance of our on-going operations against our peer companies and against other companies in our industry and adjacent industries. We believe these measures also provide similar insights to investors, and enable investors to review our results of operations "through the eyes of management."

Furthermore, our management uses these Non-GAAP financial measures to assist them in making decisions regarding our strategic priorities and areas for future investment and focus.

The terms Non-GAAP net income (loss), EBITDA and Adjusted EBITDA are not defined under U.S. GAAP, and are not measures of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Our Non-GAAP net income (loss), EBITDA and Adjusted EBITDA have limitations as analytical tools, and when assessing our operating performance, Non-GAAP net income (loss), EBITDA and Adjusted EBITDA should not be considered in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP. Some of these limitations include, but are not limited to:

- EBITDA and Adjusted EBITDA do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- these measures do not reflect changes in, or cash requirements for, our working capital needs;
- Non-GAAP net income (loss) and Adjusted EBITDA do not reflect the cash requirements necessary for litigation costs, including provision for litigation and litigation expenses;
- these measures do not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt that we may incur;
- these measures do not reflect income taxes or the cash requirements for any tax payments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will be replaced sometime in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements;
- while share-based compensation is a component of operating expense, the impact on our financial statements compared to other companies can vary significantly due to such factors as the assumed life of the options and the assumed volatility of our common stock; and
- other companies may calculate Non-GAAP net income (loss), EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures.

We compensate for these limitations by relying primarily on our U.S. GAAP results and using Non-GAAP net income (loss), EBITDA, and Adjusted EBITDA only as supplemental support for management's analysis of business performance. Non-GAAP net income (loss), EBITDA and Adjusted EBITDA are calculated as follows for the periods presented in thousands:

### **Reconciliation of Non-GAAP Financial Measures**

Limelight is presenting the most directly comparable U.S. GAAP financial measures and reconciling the non-GAAP financial metrics to the comparable U.S. GAAP measures. Per share amounts may not foot due to rounding.

# Limelight Networks, Inc. Reconciliation of U.S. GAAP Net Income (Loss) to Non-GAAP Net Income (In thousands) (Unaudited

	Three Months Ended						Six Months Ended				
	June	30, 2018	March	March 31, 2018 June 30, 2017			June 3	0, 2018	June 30, 2017		
	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	
U.S. GAAP net income (loss)	\$ 15,159	\$ 0.14	\$ 149	\$ —	\$ (1,625)	\$ (0.01)	\$ 15,308	\$ 0.14	\$ (4,962)	\$ (0.05)	
Settlement and patent license income	(14,900)	(0.13)	_	_	_	_	(14,900)	(0.13)	_	_	
Share-based compensation	3,557	0.03	3,367	0.03	3,255	0.03	6,924	0.06	6,330	0.06	
Litigation expenses	215		2,670	0.02	1,276	0.01	2,885	0.03	3,185	0.03	
Non-GAAP net income	\$ 4,031	\$ 0.04	\$ 6,186	\$ 0.06	\$ 2,906	\$ 0.03	\$ 10,217	\$ 0.09	\$ 4,553	\$ 0.04	
Weighted average shares used in per share calculation:		111,356		110,761		108,422		111,059		107,893	

# Limelight Networks, Inc. Reconciliation of U.S. GAAP Net Income (Loss) to EBITDA to Adjusted EBITDA (In thousands) (Unaudited)

	Three Months Ended						Six Months Ended			
	June 30,			March 31,		June 30,		June 30,		June 30,
		2018		2018		2017		2018		2017
U.S. GAAP net income (loss)	\$	15,159	\$	149	\$	(1,625)	\$	15,308	\$	(4,962)
Depreciation and amortization		4,829		4,968		5,128		9,797		10,274
Interest expense		7		59		10		66		24
Interest and other (income) expense		87		(242)		(274)		(154)		(480)
Income tax expense (benefit)		249		(15)		151		234		260
EBITDA	\$	20,331	\$	4,919	\$	3,390	\$	25,251	\$	5,116
Settlement and patent license income		(14,900)		_		_		(14,900)		_
Share-based compensation		3,557		3,367		3,255		6,924		6,330
Litigation expenses		215		2,670		1,276		2,885		3,185
Adjusted EBITDA	\$	9,203	\$	10,956	\$	7,921	\$	20,160	\$	14,631

For future periods, we are unable to provide a reconciliation of EBITDA and Adjusted EBITDA to net income (loss) as a result of the uncertainty regarding, and the potential variability of, the amounts of depreciation and amortization, interest expense, interest and other (income) expense and income tax expense, that may be incurred in the future.

#### 2018 Guidance Table

# Limelight Networks, Inc. 2018 Guidance

	July 19, 2018	April 19, 2018	<b>February 7, 2018</b>
Revenue	\$200 to \$203 million	\$198 to \$202 million	\$196 to \$200 million
Gross margin percentage	No change	Expansion of more than 150 basis points over 2017	Expansion of more than 100 basis points over 2017
GAAP EPS	No change	\$0.07 to \$0.11	\$(0.07) to \$(0.03)
Non-GAAP EPS	No change	\$0.13 to \$0.17	\$0.11 to \$0.15
Adjusted EBITDA	No change	\$33 to \$37 million	\$32 to \$36 million
Capital expenditures	Below \$20 million	\$20 to \$22 million	\$22 to \$24 million

#### **Conference Call**

At approximately 4:30 p.m. EST (1:30 p.m. PST) today, management will host a quarterly conference call for investors. Investors can access this call toll-free at 877-296-5190 within the United States or +1 412-317-5233 outside of the U.S. The conference call will also be audio cast live from http://www.limelight.com and a replay will be available following the call from the Limelight website.

# **Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties. These statements include, among others, statements regarding our expectations regarding revenue, gross margin, non-GAAP net income, capital expenditures, litigation, and our future prospects. Our expectations and beliefs regarding these matters may not materialize. The potential risks and uncertainties that could cause actual results or outcomes to differ materially from the results or outcomes predicted include, among other things, reduction of demand for our services from new or existing customers, unforeseen changes in our hiring patterns, adverse outcomes in litigation, and experiencing expenses that exceed our expectations. A detailed discussion of these factors and other risks that affect our business is contained in our SEC filings, including our most recent reports on Forms 10-K and 10-Q, particularly under the heading "Risk Factors." Copies of these filings are available online on our investor relations website at investors.limelightnetworks.com and on the SEC website at www.SEC.gov. All information provided in this release and in the attachments is as of July 19, 2018, and we undertake no duty to update this information in light of new information or future events, unless required by law.

# **About Limelight**

Limelight Networks, a global leader in digital content delivery, empowers customers to better engage online audiences by enabling them to securely manage and globally deliver digital content, on any device. The company's Limelight Orchestrate Platform includes a global infrastructure with a fully-integrated suite of capabilities and services to help you address all

your content delivery needs. The Orchestrate Platform solves your most important content delivery challenges so you can deliver the next great digital experience anywhere. For more information, please visit <a href="https://www.limelight.com">www.limelight.com</a> and follow us on <a href="https://www.limelight.com">Twitter</a>, <a href="facebook">Facebook</a> and <a href="https://www.limelight.com">LinkedIn</a>.

Copyright (C) 2018 Limelight Networks, Inc. All rights reserved. All product or service names are the property of their respective owners.

Source: Limelight Networks

# Language:

English

## **CONTACT:**

Limelight Networks, Inc. Sajid Malhotra, 602-850-5778 <u>ir@llnw.com</u>

# Ticker Slug:

Ticker: LLNW

Exchange: NASDAQ

(Back To Top)