



Edgar Filing: Intellicheck Mobilisa, Inc. - Form 10-Q

191 Otto Street, Port Townsend, WA 98368

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (360) 344-3233

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act 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 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

|  |  |   |   |
|--|--|---|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a smaller reporting company) | Smaller reporting company <input checked="" type="checkbox"/> |
|--|--|---|---|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares outstanding of the issuer's Common Stock:

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| Class                          | Outstanding<br>at July 30,<br>2012 |
|--------------------------------|------------------------------------|
| Common Stock, \$.001 par value | 27,494,247                         |

**INTELLICHECK MOBILISA, INC.**

Index

|                | Page  |       |
|----------------|---|-------|
| <b>Part I</b>  | <b>Financial Information</b>  |       |
| Item 1.        | Financial Statements  |       |
|                | Consolidated Balance Sheets – June 30, 2012 (Unaudited) and December 31, 2011                               | 3     |
|                | Consolidated Statements of Operations for the three and six months ended June 30, 2012 and 2011 (Unaudited) | 4     |
|                | Consolidated Statement of Stockholders’ Equity for the six months ended June 30, 2012 (Unaudited)           | 5     |
|                | Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011 (Unaudited)           | 6     |
|                | Notes to Consolidated Financial Statements (Unaudited)  | 7-12  |
| Item 2.        | Management’s Discussion and Analysis of Financial Condition and Results of Operations                       | 13-18 |
| Item 3.        | Quantitative and Qualitative Disclosures About Market Risk  | 18    |
| Item 4.        | Controls and Procedures   | 18-19 |
| <b>Part II</b> | <b>Other Information</b>  |       |
| Item 1.        | Legal Proceedings   | 19    |
| Item 1A.       | Risk Factors  | 19    |
| Item 2.        | Unregistered Sales of Equity Securities and Use of Proceeds   | 19    |
| Item 3.        | Defaults Upon Senior Securities   | 19    |
| Item 4.        | Mine Safety Disclosures   | 19    |
| Item 5.        | Other Information   | 19    |

|  |    |
|--|----|
| Item 6. Exhibits   | 19 |
| Signatures   | 20 |
| Exhibits   |    |
| 31.1 Rule 13a-14(a) Certification of Chief Executive Officer |    |
| 31.2 Rule 13a-14(a) Certification of Chief Financial Officer |    |
| 32 18 U.S.C. Section 1350 Certifications                     |    |

**PART I – FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****INTELLICHECK MOBILISA, INC.****CONSOLIDATED BALANCE SHEETS**

|  | June 30,<br>2012<br>(Unaudited) | December 31,<br>2011 |
|--|---------------------------------|----------------------|
| <b>ASSETS</b>  |                                 |                      |
| <b>CURRENT ASSETS:</b>   |                                 |                      |
| Cash and cash equivalents  | \$ 1,593,409                    | \$ 1,394,148         |
| Accounts receivable, net of allowance of \$4,884 and \$4,884 as of June 30, 2012 and December 31, 2011, respectively | 3,704,024                       | 3,058,788            |
| Inventory  | 36,097                          | 11,894               |
| Other current assets   | 132,813                         | 108,770              |
| Total current assets   | 5,466,343                       | 4,573,600            |
| <b>PROPERTY AND EQUIPMENT, net</b>   | <b>407,716</b>                  | <b>439,736</b>       |
| <b>GOODWILL</b>  | <b>12,308,661</b>               | <b>12,308,661</b>    |
| <b>INTANGIBLE ASSETS, net</b>  | <b>5,088,133</b>                | <b>5,551,149</b>     |
| <b>OTHER ASSETS</b>  | <b>70,666</b>                   | <b>72,006</b>        |
| Total assets   | \$23,341,519                    | \$22,945,152         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                 |                      |
| <b>CURRENT LIABILITIES:</b>  |                                 |                      |
| Accounts payable   | \$628,833                       | \$221,019            |
| Accrued expenses   | 701,431                         | 675,907              |
| Deferred revenue, current portion  | 1,504,821                       | 1,692,881            |
| Total current liabilities  | 2,835,085                       | 2,589,807            |
| <b>OTHER LIABILITIES</b>   |                                 |                      |
| Deferred revenue, long-term portion  | 430,090                         | 405,190              |
| Deferred rent  | 191,583                         | 194,759              |
| Total liabilities  | 3,456,758                       | 3,189,756            |

STOCKHOLDERS' EQUITY:

|  |                  |                  |
|--|------------------|------------------|
| Common stock - \$.001 par value; 40,000,000 shares authorized; 27,488,792 and 27,462,504 shares issued and outstanding, respectively | 27,488           | 27,462           |
| Additional paid-in capital   | 100,752,498      | 100,699,156      |
| Accumulated deficit  | (80,895,225 )    | (80,971,222 )    |
| Total stockholders' equity   | 19,884,761       | 19,755,396       |
| <br>Total liabilities and stockholders' equity   | <br>\$23,341,519 | <br>\$22,945,152 |

See accompanying notes to consolidated financial statements

**INTELLICHECK MOBILISA, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

|   | Three Months Ended June 30, |              | Six Months Ended June 30, |               |
|---|-----------------------------|--------------|---------------------------|---------------|
|   | 2012                        | 2011         | 2012                      | 2011          |
| REVENUES  | \$ 3,440,652                | \$ 3,165,342 | 6,151,438                 | \$ 6,020,997  |
| COST OF REVENUES  | (1,210,561 )                | (1,017,212 ) | (1,963,488 )              | (2,137,014 )  |
| Gross profit  | 2,230,091                   | 2,148,130    | 4,187,950                 | 3,883,983     |
| <b>OPERATING EXPENSES</b>   |                             |              |                           |               |
| Selling   | 461,513                     | 473,955      | 861,358                   | 988,083       |
| General and administrative  | 1,139,613                   | 948,095      | 2,028,323                 | 2,109,498     |
| Research and development  | 568,047                     | 598,761      | 1,222,272                 | 1,364,347     |
| Total operating expenses  | 2,169,173                   | 2,020,811    | 4,111,953                 | 4,461,928     |
| Income (loss) from operations   | 60,918                      | 127,319      | 75,997                    | (577,945 )    |
| <b>OTHER INCOME (EXPENSE)</b>   |                             |              |                           |               |
| Interest income   | —                           | 13           | —                         | 28            |
| Interest expense  | —                           | (2,500 )     | —                         | (5,000 )      |
|   | —                           | (2,487 )     | —                         | (4,972 )      |
| Net income (loss)   | \$ 60,918                   | \$ 124,832   | \$ 75,997                 | \$ (582,917 ) |
| <b>PER SHARE INFORMATION</b>  |                             |              |                           |               |
| Net income (loss) per common share -                                    |                             |              |                           |               |
| Basic   | \$ 0.00                     | \$ 0.00      | \$ 0.00                   | \$ (0.02 )    |
| Diluted   | \$ 0.00                     | \$ 0.00      | \$ 0.00                   | \$ (0.02 )    |
| Weighted average common shares used in computing<br>per share amounts - |                             |              |                           |               |
| Basic   | 27,475,792                  | 27,091,227   | 27,469,148                | 27,059,049    |
| Diluted   | 27,778,840                  | 27,530,215   | 27,738,763                | 27,059,049    |

See accompanying notes to consolidated financial statements



**INTELLICHECK MOBILISA, INC.**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

For the six months ended June 30, 2012

(Unaudited)

|                                  | Common Stock |          | Additional     | Accumulated    |               |
|----------------------------------|--------------|----------|----------------|----------------|---------------|
|                                  | Shares       | Amount   | Paid-in        | Deficit        | Total         |
|                                  |              |          | Capital        |                |               |
| BALANCE, January 1, 2012         | 27,462,504   | \$27,462 | \$ 100,699,156 | \$(80,971,222) | \$ 19,755,396 |
| Stock-based compensation expense | -            | -        | 41,276         | -              | 41,276        |
| Exercise of stock options        | 26,288       | 26       | 12,066         | -              | 12,092        |
| Net income                       | -            | -        | -              | 75,997         | 75,997        |
| BALANCE, June 30, 2012           | 27,488,792   | \$27,488 | \$ 100,752,498 | \$(80,895,225) | \$ 19,884,761 |

See accompanying notes to consolidated financial statements

**INTELLICHECK MOBILISA, INC.****CONSOLIDATED STATEMENTS OF CASH FLOW**

(Unaudited)

|  | Six Months Ended June 30, |               |
|--|---------------------------|---------------|
|  | 2012                      | 2011          |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                           |               |
| Net income (loss)  | \$ 75,997                 | \$ (582,917 ) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                           |               |
| Depreciation and amortization  | 551,464                   | 566,706       |
| Provision for doubtful accounts  | -                         | 3,233         |
| Noncash stock-based compensation expense   | 41,276                    | (7,585 )      |
| Amortization of debt discount  | -                         | 5,000         |
| Changes in assets and liabilities:   |                           |               |
| (Increase) decrease in accounts receivable   | (645,236 )                | 557,249       |
| Increase in inventory  | (24,203 )                 | (7,275 )      |
| Increase in other current assets   | (24,043 )                 | (10,298 )     |
| Decrease in other assets   | 1,340                     | 522           |
| Increase in accounts payable and accrued expenses  | 433,338                   | 31,375        |
| Decrease in deferred revenue   | (163,160 )                | (638,721 )    |
| (Decrease) increase in deferred rent   | (3,176 )                  | 69,624        |
| Net cash provided by (used in) operating activities                                      | 243,597                   | (13,087 )     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                           |               |
| Purchases of property and equipment  | (56,428 )                 | (33,137 )     |
| Net cash used in investing activities  | (56,428 )                 | (33,137 )     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                           |               |
| Net proceeds from issuance of common stock from exercise of stock options                | 12,092                    | 32,200        |
| Net cash provided by financing activities  | 12,092                    | 32,200        |
| Increase (decrease) in cash and cash equivalents   | 199,261                   | (14,024 )     |
| CASH AND CASH EQUIVALENTS, beginning of period   | 1,394,148                 | 1,488,904     |
| CASH AND CASH EQUIVALENTS, end of period   | \$ 1,593,409              | \$ 1,474,880  |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION</b>  |                           |               |
| Cash paid during the period for:   |                           |               |
| Income taxes   | \$ 6,000                  | \$ 9,850      |

Interest

\$-

\$-

See accompanying notes to consolidated financial statements

6

**INTELLICHECK MOBILISA, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

1. NATURE OF BUSINESS

Business

Intellicheck Mobilisa, Inc. (the “Company” or “Intellicheck”) is a leading technology company that is engaged in developing and marketing wireless technology and identity systems for various applications including mobile and handheld access control and security systems for the government, military and commercial markets. Products include the Defense ID and Fugitive Finder systems, advanced ID card access control products currently protecting approximately 100 military and federal locations, and ID-Check, a patented technology that instantly reads, analyzes, and verifies encoded data in magnetic stripes and barcodes on government-issue IDs from U.S. and Canadian jurisdictions designed to improve the Customer Experience for the financial, hospitality and retail sectors. Wireless products include Wireless Over Water (WOW), Floating Area Network (FAN), AIRchitect and Wireless Buoys (Aegeus), which is a wireless security buoy system for the government, military and oil industry.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Mobilisa, Inc. (“Mobilisa”) and Positive Access Corporation (“Positive Access”). All intercompany balances and transactions have been eliminated upon consolidation.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. 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, the unaudited interim financial statements furnished herein include all adjustments necessary for a fair presentation of the Company's financial position at June 30, 2012 and the results of its operations for the three and six months ended June 30, 2012 and 2011, stockholders' equity for the six months ended June 30, 2012 and cash flows for the six months ended June 30, 2012 and 2011. All such adjustments are of a normal and recurring nature. Interim financial statements are prepared on a basis consistent with the Company's annual financial statements. Results of operations for the three and six month periods ended June 30, 2012, are not necessarily indicative of the operating results that may be expected for the year ending December 31, 2012.

The balance sheet as of December 31, 2011 has been derived from the audited financial statements at that date but does not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements.

References in this Quarterly Report on Form 10-Q to "authoritative guidance" are to the Accounting Standards Codification issued by the Financial Accounting Standards Board ("FASB").

For further information, refer to the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

#### Recently Issued Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-4, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs," which clarifies the wording and disclosures required in Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurement ("ASC 820"), to converge with those used (to be used) in International Financial Reporting Standards ("IFRS"). The update explains how to measure and disclose fair value under ASC 820. The provisions of ASU 2011-04 were effective for public entities prospectively for interim and annual periods beginning after December 15, 2011. The Company adopted ASU 2011-04 during the first quarter of fiscal 2012 and it did not have a material effect on the Company's results of operations, financial condition, and cash flows.

### Use of Estimates

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the Company's financial statements and accompanying notes. Significant estimates and assumptions that affect amounts reported in the financial statements include impairment of goodwill, valuation of intangible assets, deferred tax valuation allowances, allowance for doubtful accounts and the fair value of stock options granted under the Company's stock-based compensation plans. Due to the inherent uncertainties involved in making estimates, actual results reported in future periods may be different from those estimates.

### Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid investments with original maturities of three months or less when purchased. There were no cash equivalents held on June 30, 2012 and December 31, 2011.

### Allowance for Doubtful Accounts

The Company records its allowance for doubtful accounts based upon its assessment of various factors. The Company considers historical experience, the age of the accounts receivable balances, credit quality of the Company's customers, current economic conditions and other factors that may affect customers' ability to pay.

### Inventory

Inventory is stated at the lower of cost or market and cost is determined using the first-in, first-out method. Inventory is primarily comprised of finished goods.

### Goodwill

Goodwill represents the excess of acquisition cost over the fair value of net assets acquired in business combinations. Pursuant to ASC Topic 350, the Company tests goodwill for impairment on an annual basis in the fourth quarter, or

between annual tests, in certain circumstances, such as the occurrence of operating losses or a significant decline in earnings associated with the asset. The Company evaluates goodwill for impairment using guidance under ASU 2011-8, which allows the Company to complete a quantitative analysis to determine whether it is necessary to perform the two step qualitative impairment test.

#### Intangible Assets

Acquired intangible assets include trade names, patents, developed technology and backlog from the acquisition of Mobilisa and Positive Access. The Company uses the straight line method to amortize these assets over their estimated useful lives. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable in accordance with ASC Topic 360. To determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows, without interest charges, will be less than the carrying amount of the assets. Impairment is measured at fair value. There were no impairment charges recognized during the six months ended June 30, 2012 and 2011.

#### Financial Instruments

The Company adheres to the provisions of ASC Topic 820, which requires that the Company to calculate the fair value of financial instruments and include this additional information in the notes to financial statements when the fair value is different than the book value of those financial instruments. The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and notes payable. At June 30, 2012 and December 31, 2011, the carrying value of the Company's financial instruments approximated fair value, due to their short-term nature.

### Revenue Recognition and Deferred Revenue

Revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed and determinable, collectability is probable, and there is no future Company involvement or commitment. The Company sells its commercial products directly through its sales force and through distributors. Revenue from direct sales of products is recognized when shipped to the customer and title has passed.

Under the provisions of ASC Topic 605-25, "Revenue Arrangements with Multiple Deliverables," for multi-element arrangements that include tangible products containing software essential to the tangible product's functionality and undelivered software elements relating to the tangible product's essential software, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price and (iii) best estimate of the selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

The Company also recognizes revenues from licensing of its patented software to customers. The licensed software requires continuing service or post contractual customer support and performance; accordingly, a portion of the revenue is deferred based on its fair value and recognized ratably over the period in which the future service, support and performance are provided, which is generally one to three years. Royalties from the licensing of the Company's technology are recognized as revenues in the period they are earned.

Revenue from research and development contracts are generally with government agencies under long-term cost-plus fixed-fee contracts, where revenue is based on time and material costs incurred. Revenue from these arrangements is recognized as time is spent on the contract and materials are purchased. Research and development costs are expensed as incurred.

In March 2012, there were modifications made to an existing research and development contract which were applied retroactively. The change in terms effectively increased the amounts to be billed under the terms of the contract dating back to September 2011. Prior invoices were revised to reflect the change in contract billing terms which increased revenue a total of \$65,390 related to the prior year. The Company determined that the change in contract terms and resulting additional billings related to 2011 did not constitute an accounting error.

The Company also performs consulting work for other companies. These services are billed based on time and materials. Revenue from these arrangements is also recognized as time is spent on the contract and materials are



purchased.

Subscriptions to database information can be purchased for month-to-month, one, two, and three year periods. Revenue from subscriptions are deferred and recognized over the contractual period, which is typically three years.

The Company offers enhanced extended warranties for its sales of hardware and software at a set price. The revenue from these sales are deferred and recognized on a straight-line basis over the contractual period, which is typically one to four years.

### Business Concentrations and Credit Risk

During the three and six month periods ended June 30, 2012, the Company made sales to four customers that accounted for approximately 80% and 61% of total revenues respectively; Customer A 29% and 16%, Customer B 20% and 17%, Customer C 17% and 21% and Customer D 13% and 7%. These customers represented 78% of total accounts receivable at June 30, 2012. During the three and six month periods ended June 30, 2011, the Company made sales to two customers that accounted for approximately 42% and 45% of total revenues, respectively. These revenues resulted from the sale of a mobile TWIC reader system to a large seaport and the sale of access control equipment and services to a large systems integrator. These two customers represented 44% of total accounts receivable at June 30, 2011.

Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding during the period. The dilutive effect of outstanding options and restricted stock is reflected in diluted earnings per share by application of the treasury stock method. The calculation of diluted net income (loss) per share excludes all anti-dilutive shares.

|   | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |              |
|---|--------------------------------|------------|------------------------------|--------------|
|   | 2012                           | 2011       | 2012                         | 2011         |
| Numerator:                                |                                |            |                              |              |
| Net income (loss)                         | \$60,918                       | \$124,832  | \$75,997                     | \$(582,917 ) |
| Denominator:                              |                                |            |                              |              |
| Weighted average common shares – basic    | 27,475,792                     | 27,091,227 | 27,469,148                   | 27,059,049   |
| Dilutive effect of equity incentive plans | 303,048                        | 438,988    | 269,615                      | -            |
| Weighted average common shares – diluted  | 27,778,840                     | 27,530,215 | 27,738,763                   | 27,059,049   |
| Net income (loss) per share               |                                |            |                              |              |
| Basic                                     | \$0.00                         | \$0.00     | \$0.00                       | \$(0.02 )    |
| Diluted                                   | \$0.00                         | \$0.00     | \$0.00                       | \$(0.02 )    |

The following table summarizes the common stock equivalents excluded from income (loss) per diluted share because their effect would be anti-dilutive because the exercise prices of these common stock equivalents exceeded the average market price of the Company's common stock:

|               | Three Months<br>Ended<br>June 30, |         | Six Months Ended<br>June 30, |           |
|---------------|-----------------------------------|---------|------------------------------|-----------|
|               | 2012                              | 2011    | 2012                         | 2011      |
| Stock options | 588,569                           | 829,067 | 753,205                      | 1,658,248 |
| Warrants      | 0                                 | 25,000  | 0                            | 25,000    |
|               | 588,569                           | 854,067 | 753,205                      | 1,683,248 |

The above listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.



### 3. INTANGIBLE ASSETS

The following summarizes amortization of acquisition related intangible assets included in the statement of operations:

|                            | Three Months Ended |            | Six Months Ended |            |
|----------------------------|--------------------|------------|------------------|------------|
|                            | June 30,<br>2012   | 2011       | June 30,<br>2012 | 2011       |
| Cost of sales              | \$ 192,855         | \$ 197,853 | \$ 385,709       | \$ 395,708 |
| General and administrative | 38,368             | 39,931     | 77,307           | 79,842     |
|                            | \$ 231,223         | \$ 237,784 | \$ 463,016       | \$ 475,550 |

### 4. REVOLVING LINE OF CREDIT

On August 17, 2011, the Company entered into a revolving credit facility with Silicon Valley Bank. The maximum borrowing under the facility is \$2 million. Borrowings under the facility are subject to certain limitations based on a percentage of accounts receivable, as defined in the agreement, and are secured by all of the Company's assets. The facility bears interest at a rate of U.S. prime (3.25% at June 30, 2012) plus 1.25%. Interest is payable monthly and the principal is due upon maturity on August 17, 2013. At June 30, 2012, there were no amounts outstanding and unused availability under the facility was \$1.5 million.

### 5. INCOME TAXES

As of June 30, 2012, the Company had net operating loss carryforwards (NOL's) for federal and New York state income tax purposes of approximately \$38.1 million. There can be no assurance that the Company will realize the entire benefit of the NOL's. The federal and New York state NOL's are available to offset future taxable income and expire from 2018 through 2029 if not utilized. Under Section 382 of the Internal Revenue Code, these NOL's may be limited due to ownership changes. The Company has not yet completed its review to determine whether or not these NOL's will be limited under Section 382 of the Internal Revenue Code due to the ownership change from the acquisition of Mobilisa, Inc.

The Company has recorded a full valuation allowance against its net deferred assets since management believes that it is more likely than not that these assets will not be realized.

The effective tax rate for the six months ended June 30, 2012 and 2011 is different from the tax benefit that would result from applying the statutory tax rates primarily due to the recognition of valuation allowances.

6. SHARE BASED COMPENSATION

The Company accounts for the issuance of equity awards to employees in accordance with ASC Topic 718 and 505, which requires that the cost resulting from all share based payment transactions be recognized in the financial statements. These pronouncements establish fair value as the measurement objective in accounting for share based payment arrangements and requires all companies to apply a fair value based measurement method in accounting for all share based payment transactions with employees.

Stock-based compensation expense for the three and six months ended June 30, 2012 and 2011 is as follows:

|                               | Three Months Ended<br>June 30, |             | Six Months Ended<br>June 30, |            |
|-------------------------------|--------------------------------|-------------|------------------------------|------------|
|                               | 2012                           | 2011        | 2012                         | 2011       |
| Compensation cost recognized: |                                |             |                              |            |
| Stock options                 | \$ 18,058                      | \$(72,868 ) | \$41,276                     | \$(37,481) |
| Restricted stock              | -                              | -           | -                            | 29,896     |
|                               | \$ 18,058                      | \$(72,868 ) | \$41,276                     | \$(7,585 ) |

Stock-based compensation included in operating expenses is as follows:

|                            | Three Months Ended<br>June 30, |              | Six Months Ended<br>June 30, |             |
|----------------------------|--------------------------------|--------------|------------------------------|-------------|
|                            | 2012                           | 2011         | 2012                         | 2011        |
| Selling                    | \$ 3,860                       | \$ (46,464 ) | \$ 7,720                     | \$ (38,482) |
| General and administrative | 4,399                          | 9,506        | 13,662                       | 48,908      |
| Research & development     | 9,799                          | (35,910 )    | 19,894                       | (18,011)    |
|                            | \$ 18,058                      | \$ (72,868 ) | \$ 41,276                    | \$ (7,585 ) |

## 7. LEGAL PROCEEDINGS

The Company is not aware of any infringement by the Company's products or technology on the proprietary rights of others.

The Company is not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on its business.

## 8. COMMITMENTS AND CONTINGENCIES

In March 2009, the Company entered into an agreement with an investor relations firm. The engagement period was for twelve months commencing March 16, 2009. In exchange for its services, the Company paid the firm \$13,500 per month for the first 24 months of the agreement. In addition, each month for the first 24 months of the agreement, the Company delivered to the investor relations firm 10,417 shares of restricted stock. The stock is restricted from sale for a period of two years from the date of grant. The agreement is automatically renewed for successive twelve month periods unless either party gives written notice no later than 30 days prior to the expiration period. Afterwards, the fee may be subject to change by mutual agreement of the parties. As of April 1, 2011, the fee was reduced to \$10,000 per month. No additional shares were issued after February 2011.

On November 16, 2010, the Company entered into an Executive Severance Agreement with Mr. Mundy, the Company's former Chief Financial Officer. Under the agreement, if Mr. Mundy is terminated without cause, if he resigns with "good reason" (as defined in the agreement), or if he is terminated as a result of a change of control, he would be entitled to 1.99 years of his then base salary, a gross amount equal to any quarterly bonus target applicable during the quarter, accelerated vesting of all outstanding stock options and coverage of health benefits for a period of

up to 12 months. The agreement has a term of two years. On April 1, 2012, Mr. Mundy resigned from the Company. In lieu of the above mentioned agreement, he received a consulting agreement which has a term of nine months. The provisions of the original agreement apply should the Company have a change in control during the consulting period.

#### 9. RELATED PARTY TRANSACTIONS

Mobilisa leases office space from a company that is wholly-owned by two directors, who are members of management. The Company entered into a 10-year lease for the office space ending in 2017. The annual rent for this facility is currently \$85,498 and is subject to annual increases based on the increase in the CPI index plus 1%. The Company is a guarantor of the leased property. For the three and six months ended June 30, 2012, total rental payments for this office space were \$21,375 and \$42,749, respectively. For the three and six months ended June 30, 2011 total rental payments for this office space were \$21,024 and \$42,048, respectively. In addition, in the second quarter of 2011, the Company recorded an expense of \$15,792 representing prior year CPI increases.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

References made in this Quarterly Report on Form 10-Q to “we,” “our,” “us,” “Intellicheck,” or the “Company,” refer to Intellicheck Mobilisa, Inc.

The following discussion and analysis of our financial condition and results of operations constitutes management’s review of the factors that affected our financial and operating performance for the six month periods ended June 30, 2012 and 2011. This discussion should be read in conjunction with the financial statements and notes thereto contained elsewhere in this report and in our Annual Report on Form 10-K, for the year ended December 31, 2011. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Mobilisa, Inc. (“Mobilisa”) and Positive Access Corporation (“Positive Access”).

### **Overview**

Intellicheck Mobilisa, Inc. (the “Company” or “Intellicheck”) is a leading technology company that is engaged in developing and marketing wireless technology and identity systems for various applications including mobile and handheld access control and security systems for the government, military and commercial markets. Products include the Defense ID and Fugitive Finder systems, advanced ID card access control products currently protecting approximately 100 military and federal locations, and ID-Check, a patented technology that instantly reads, analyzes, and verifies encoded data in magnetic stripes and barcodes on government-issue IDs from U.S. and Canadian jurisdictions designed to improve the Customer Experience for the financial, hospitality and retail sectors. Wireless products include Wireless Over Water (WOW), Floating Area Network (FAN), AIRchitect and Wireless Buoys (Aegeus), which is a wireless security buoy system for the government, military and oil industry.

### **Critical Accounting Policies and the Use of Estimates**

The preparation of the Company’s financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the Company’s financial statements and accompanying notes. Significant estimates and assumptions that affect amounts reported in the financial statements include impairment of goodwill, valuation of intangible assets, deferred tax valuation allowances, allowance for doubtful accounts and the fair value of stock options granted under the Company’s stock-based compensation plans. Due to the inherent uncertainties involved in making estimates, actual results reported in future periods may be different from those estimates.



We believe that there are several accounting policies that are critical to understanding our historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management's judgments and estimates. These significant accounting policies relate to revenue recognition, stock-based compensation, deferred taxes and commitments and contingencies. These policies and our procedures related to these policies are described in detail below.

#### *Revenue Recognition and Deferred Revenue*

Revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed and determinable, collectability is probable, and there is no future Company involvement or commitment. The Company sells its commercial products directly through its sales force and through distributors. Revenue from direct sales of products is recognized when shipped to the customer and title has passed.

Under the provisions of ASC Topic 605-25, "Revenue Arrangements with Multiple Deliverables," for multi-element arrangements that include tangible products containing software essential to the tangible product's functionality and undelivered software elements relating to the tangible product's essential software, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price and (iii) best estimate of the selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

The Company also recognizes revenues from licensing of its patented software to customers. The licensed software requires continuing service or post contractual customer support and performance; accordingly, a portion of the revenue is deferred based on its fair value and recognized ratably over the period in which the future service, support and performance are provided, which is generally one to three years. Royalties from the licensing of the Company's technology are recognized as revenues in the period they are earned.

Revenue from research and development contracts are generally with government agencies under long-term cost-plus fixed-fee contracts, where revenue is based on time and material costs incurred. Revenue from these arrangements is recognized as time is spent on the contract and materials are purchased. Research and development costs are expensed as incurred.

In March 2012, there were modifications made to an existing research and development contract which were applied retroactively. The change in terms effectively increased the amounts to be billed under the terms of the contract dating back to September 2011. Prior invoices were revised to reflect the change in contract billing terms which increased revenue a total of \$65,390 related to the prior year. The Company determined that the change in contract terms and resulting additional billings related to 2011 did not constitute an accounting error.

The Company also performs consulting work for other companies. These services are billed based on time and materials. Revenue from these arrangements is also recognized as time is spent on the contract and materials are purchased.

Subscriptions to database information can be purchased for month-to-month, one, two, and three year periods. Revenue from subscriptions are deferred and recognized over the contractual period, which is typically three years.

The Company offers enhanced extended warranties for its sales of hardware and software at a set price. The revenue from these sales are deferred and recognized on a straight-line basis over the contractual period, which is typically one to four years.

#### *Stock-Based Compensation*

The Company accounts for the issuance of equity awards to employees in accordance with ASC Topic 718 and 505, which requires that the cost resulting from all share based payment transactions be recognized in the financial statements. This pronouncement establishes fair value as the measurement objective in accounting for share based payment arrangements and requires all companies to apply a fair value based measurement method in accounting for

all share based payment transactions with employees.

*Deferred Income Taxes*

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss carry forwards. Deferred tax assets and liabilities are measured using expected tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. We have recorded a full valuation allowance for our net deferred tax assets as of June 30, 2012, due to the uncertainty of the realizability of those assets.

*Commitments and Contingencies*

We are not currently involved in any legal proceedings that we believe would have a material adverse effect on our financial position, results of operations or cash flows.

The above listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

**Results of Operations** (All figures have been rounded to the nearest \$1,000)**Comparison of the three months ended June 30, 2012 to the three months ended June 30, 2011**

Revenues for quarter ended June 30, 2012 increased 9% to \$3,441,000 compared to \$3,165,000 for the previous year.

|                  | Three months ended June 30, |              |          |
|------------------|-----------------------------|--------------|----------|
|                  | 2012                        | 2011         | % Change |
| Identity Systems | \$ 2,838,000                | \$ 2,535,000 | 12       |
| Wireless         | 603,000                     | 630,000      | (4 )     |
|                  | 3,441,000                   | \$ 3,165,000 | 9        |

The increase in Identity Systems revenues in the second quarter of 2012 is primarily the result of a significant order from a large seaport. The order, of approximately \$1 million, was for the purchase of the Company's IM2700 mobile Transportation Worker Identity Credential (TWIC) reader system. The decrease in Wireless revenue in the second quarter of 2012 is attributable to slightly less other direct costs. Total booked orders were \$3.1 million in the second quarter of 2012 compared to \$2.2 million in the second quarter of 2011. As of June 30, 2012, our backlog, which represents non-cancelable sales orders for products not yet shipped and services to be performed, was approximately \$0.9 million compared to \$0.8 million at June 30, 2011. Backlog at December 31, 2011 was \$2.7 million.

Our gross profit as a percentage of revenues was 64.8% for the three months ended June 30, 2012 compared to 67.9% for the three months ended June 30, 2011. The decrease in the percentage is primarily a result of a change in product mix. There were approximately \$400,000 more equipment sales in 2012 which yield lower overall margins than other products.

Operating expenses, which consist of selling, general and administrative and research and development expenses, increased \$148,000 or 7% to \$2,169,000 for the three months ended June 30, 2012 compared to \$2,021,000 for the three months ended June 30, 2011. Selling expenses for the quarter decreased by \$12,000 resulting from general cost reduction measures. General and administrative expenses increased by \$191,000 due in part to increases in professional services, excise taxes, and travel costs. Research and development costs decreased \$31,000 due primarily to a decrease in personnel.

Interest income was insignificant in the three month periods ended June 30, 2012 and 2011.

Interest expense for the three months ending June 30, 2012 was \$0 compared to \$3,000 for the same period last year. The 2011 expense represented the interest and amortization of deferred debt discount on the notes payable to the former principals of Positive Access which has been paid in full.

As further explained in Note 5, the Company has a net operating loss carryforward for losses generated in prior years of \$38.1 million and, therefore, no provision for income tax has been made for the three months ended June 30, 2012.

As a result of the factors noted above, the Company generated net income of \$61,000 for the three months ended June 30, 2012 as compared to net income of \$125,000 for the three months ended June 30, 2011.

**Comparison of the six months ended June 30, 2012 to the six months ended June 30, 2011**

Revenues increased by 2%, to \$6,151,000 for the six months ended June 30, 2012 from \$6,021,000 for the six months ended June 30, 2011.

|                  | Six months ended June 30, |              |          |
|------------------|---------------------------|--------------|----------|
|                  | 2012                      | 2011         | % Change |
| Identity Systems | \$ 4,769,000              | \$ 4,037,000 | 18       |
| Wireless R&D     | 1,382,000                 | 1,984,000    | (30 )    |
|                  | \$ 6,151,000              | \$ 6,021,000 | 2        |

Our gross profit as a percentage of revenues amounted to 68.1% for the six months ended June 30, 2012 compared to 64.5% for the six months ended June 30, 2011. The increase in the percentage is primarily a result of changes in the product mix.

Operating expenses, which consist of selling, general and administrative and research and development expenses, decreased \$350,000 or 8% to \$4,112,000 for the six months ended June 30, 2012 from \$4,462,000 for the six months ended June 30, 2011. Selling expenses decreased by \$127,000 principally due to a decrease in personnel. General and administrative expenses decreased by \$81,000 primarily due to a reduction in force and reduced consulting and professional fees in the first quarter of 2012. Research and development costs decreased by \$142,000 resulting from a decrease in personnel and general cost reductions.

Interest income was insignificant in both periods presented.

As further explained in Note 5, the Company has a net operating loss carryforward for losses generated in prior years of \$38.1 million and, therefore, no provision for income tax has been made for the six months ended June 30, 2012.

As a result of the factors noted above, the Company generated net income of \$76,000 for the six months ended June 30, 2012 as compared to a net loss of \$583,000 for the six months ended June 30, 2011.

**Liquidity and Capital Resources** (All figures have been rounded to the nearest \$1,000)

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As of June 30, 2012, the Company had cash and cash equivalents of \$1,593,000, working capital (defined as current assets minus current liabilities) of \$2,631,000, total assets of \$23,342,000 and stockholders' equity of \$19,885,000.

During the six months ended June 30, 2012, the Company generated net cash from operating activities of \$244,000 compared to a use of net cash of \$13,000 in the six months ended June 30, 2011. Cash used by investing activities was \$56,000 for the six months ended June 30, 2012 compared to \$33,000 for the six months ended June 30, 2011. Cash provided by financing activities was \$12,000 during the period ended June 30, 2012 compared to \$32,000 in the same period last year.

On August 17, 2011, the Company entered into a two year revolving credit facility with Silicon Valley Bank. The maximum borrowing under the facility is \$2 million. Borrowings under the facility are subject to certain limitations based on a percentage of accounts receivable, as defined in the agreement, and are secured by all of the Company's assets. At June 30, 2012, there were no outstanding borrowings and unused availability under the facility was \$1.5 million.

We currently anticipate that our available cash, as well as expected cash from operations and availability under the revolving credit agreement, will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months.

We keep the option open to raise additional funds to respond to business contingencies which may include the need to fund more rapid expansion, fund additional marketing expenditures, develop new markets for our technology, enhance our operating infrastructure, respond to competitive pressures, or acquire complementary businesses or necessary technologies. There can be no assurance that the Company will be able to secure the additional funds when needed or obtain such on terms satisfactory to the Company, if at all.

The Company has filed a universal shelf registration statement on Form S-3 with the Securities and Exchange Commission ("SEC"), which became effective July 19, 2010. Under the shelf registration statement, the Company may offer and sell, from time to time in the future in one or more public offerings, its common stock, preferred stock, warrants, and units. The aggregate initial offering price of all securities sold by the Company will not exceed \$25,000,000, and, pursuant to SEC rules, the Company may only sell up to one-third of the market cap held by non-affiliate stockholders in any 12-month period.

The specific terms of any future offering, including the prices and use of proceeds, will be determined at the time of any such offering and will be described in detail in a prospectus supplement which will be filed with the SEC at the time of the offering.

The shelf registration statement is designed to give the Company the flexibility to access additional capital at some point in the future when market conditions are appropriate.

We are not currently involved in any legal or regulatory proceeding, or arbitration, the outcome of which is expected to have a material adverse effect on our business.

### **Net Operating Loss Carry Forwards**

As of June 30, 2012, the Company had net operating loss carryforwards ("NOL's") for federal and New York state income tax purposes of approximately \$38.1 million. There can be no assurance that the Company will realize the entire benefit of the NOL's. The federal and New York state NOL's are available to offset future taxable income and expire from 2018 to 2031, if not utilized. The Company has not yet completed its review to determine whether or not these NOL's will be limited under Section 382 of the Internal Revenue Code due to the ownership change from the acquisition of Mobilisa, Inc.

### **Adjusted EBITDA**



The Company uses Adjusted EBITDA as a non-GAAP financial performance measurement. Adjusted EBITDA is calculated by adding back to net income interest, income taxes, impairments of long-lived assets and goodwill, depreciation, amortization and stock-based compensation expense. Adjusted EBITDA is provided to investors to supplement the results of operations reported in accordance with GAAP. Management believes that Adjusted EBITDA provides an additional tool for investors to use in comparing Intellicheck Mobilisa financial results with other companies that also use Adjusted EBITDA in their communications to investors. By excluding non-cash charges such as impairments of long-lived assets and goodwill, amortization, depreciation and stock-based compensation, as well as non-operating charges for interest and income taxes, investors can evaluate the Company's operations and can compare its results on a more consistent basis to the results of other companies. In addition, Adjusted EBITDA is one of the primary measures management uses to monitor and evaluate financial and operating results.

Intellicheck Mobilisa considers Adjusted EBITDA to be an important indicator of the Company's operational strength and performance of its business and a useful measure of the Company's historical operating trends. However, there are significant limitations to the use of Adjusted EBITDA since it excludes interest income and expense, impairments of long lived assets and goodwill, stock based compensation expense, all of which impact the Company's profitability, as well as depreciation and amortization related to the use of long term assets which benefit multiple periods. The Company believes that these limitations are compensated by providing Adjusted EBITDA only with GAAP net loss and clearly identifying the difference between the two measures. Consequently, Adjusted EBITDA should not be considered in isolation or as a substitute for net loss presented in accordance with GAAP. Adjusted EBITDA as defined by the Company may not be comparable with similarly named measures provided by other entities.

A reconciliation of GAAP net income (loss) to Adjusted EBITDA follows:

|                                      | (Unaudited)        |           |                  |             |
|--------------------------------------|--------------------|-----------|------------------|-------------|
|                                      | Three Months Ended |           | Six Months Ended |             |
|                                      | June 30,           |           | June 30,         |             |
|                                      | 2012               | 2011      | 2012             | 2011        |
| Net income (loss)                    | \$60,918           | \$124,832 | \$75,997         | \$(582,917) |
| Reconciling items:                   |                    |           |                  |             |
| Interest - net                       | -                  | 2,487     | -                | 4,972       |
| (Benefit) provision for income taxes | -                  | -         | -                | -           |
| Depreciation and amortization        | 275,780            | 283,039   | 551,464          | 566,706     |
| Stock-based compensation costs       | 18,058             | (72,868 ) | 41,276           | (7,585 )    |
| Adjusted EBITDA                      | \$354,756          | \$337,490 | \$668,737        | \$(18,824 ) |

### Off-Balance Sheet Arrangements

We have never entered into any off-balance sheet financing arrangements and have never established any special purpose entities. Other than Mobilisa's guarantee on the mortgage of the property it leases from a related party as disclosed in Note 9, we have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

### Forward Looking Statements

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, particularly statements anticipating future growth in revenues, loss from operations and cash flow. Words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance in connection with any discussion of future operating or financial performance identify forward-looking statements. These forward-looking statements are based on management's current expectations and beliefs about future events. As with any projection or forecast, they are inherently susceptible to uncertainty and changes in circumstances, and the Company is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements whether as a result of such changes, new information, subsequent events or otherwise.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Financial instruments, which subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company maintains cash in one financial institution. The Company performs periodic evaluations of the relative credit standing of this institution.

#### **Item 4. Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and our Chief Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. As of June 30, 2012, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Securities Exchange Act Rule 13a-15(e) and 15d-15(e), were effective.

Our disclosure controls and procedures have been formulated to ensure (i) that information that we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 were recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) that the information required to be disclosed by us is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

## **Changes in Internal Controls over Financial Reporting**

There was no change in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the second quarter of 2012 covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **Part II - Other Information**

### **Item 1. LEGAL PROCEEDINGS**

None.

### **Item 1A. Risk Factors**

Current economic conditions may cause a decline in business and consumer spending which could adversely affect our business and financial performance.

While a significant portion of our business is with the U.S. government, our operating results may be impacted by the overall health of the North American economy. Our business and financial performance, including collection of our accounts receivable, realization of inventory, recoverability of assets including investments, may be adversely affected by current and future economic conditions, such as a reduction in the availability of credit, financial market volatility, recession, etc.

Our operations and financial results are subject to various other risks and uncertainties that could adversely affect our business, financial condition, results of operations, and trading price of our common stock. Please refer to our annual report on Form 10-K for fiscal year 2011 for information concerning other risks and uncertainties that could negatively impact us.

### **Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Item 5. OTHER INFORMATION**

None

**Item 6. Exhibits**

(a) The following exhibits are filed as part of the Quarterly Report on Form 10-Q:

Exhibit No. Description

|      |   |
|------|---|
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer |
| 32   | 18 U.S.C. Section 1350 Certifications                   |

19

**Signatures**

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

Date: July 31, 2012 Intellicheck Mobilisa, Inc.

By: /s/ Steven D. Williams  
Steven D. Williams  
Chief Executive Officer

By: /s/ Bill White  
Bill White  
Chief Financial Officer  
(Principal Financial and Accounting Officer)