

DecisionPoint Systems, Inc.
Form 424B3
June 25, 2014

Filed pursuant to Rule 424(b)(3)
Under the Securities Act of 1933, as amended
Registration No. 333-191317

DECISIONPOINT SYSTEMS, INC.

Up to 888,352 Shares of Series D Preferred Stock and 14,992,691 Shares of Common Stock

PROSPECTUS

This prospectus relates to the offering by the selling stockholders of up to 883,352 shares of Series D Preferred Stock (including 653,200 shares sold under a purchase agreement, 24,263 shares issued as dividends on shares of Series D Preferred Stock (“Issued Series D PIK Shares”, and 210,889 shares issuable as dividends on shares of Series D Preferred Stock (“Issuable Series D PIK Shares”, and collectively with the Issued Series D PIK Shares, the “Series D PIK Shares”), and 14,992,691 shares of common stock, including 3,941,304 outstanding shares, 2,167,867 shares issuable upon exercise of warrants, 6,532,000 shares underlying shares of Series D Preferred Stock sold under a purchase agreement, and 2,351,200 shares of common stock underlying Series D PIK Shares), of DecisionPoint Systems, Inc. (the “Company”, “we”, “us”, or “our”).

Our common stock is traded on the OTC Bulletin Board under the symbol “DPSI.” On May 30, 2014, the closing price of our common stock was \$0.45 per share.

Our Series D Preferred Stock is traded on the OTCQB under the symbol “DPSIP.” As of May 30, 2014, the last closing price of our Series D Preferred Stock was \$9.00 per share.

The selling stockholders may sell all or a portion of these shares from time to time in market transactions through any market on which our Series D Preferred Stock or common stock is then traded, in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then prevailing market price or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. For additional information on the methods of sale, you should refer to the section entitled “Plan of Distribution.”

Concurrently with this offering by the selling stockholders, the Company has registered for resale, by other selling stockholders, pursuant to the Company’s Registration Statement on Form S-1, SEC File No. 333-193296, up to 752,560 shares of Series E Preferred Stock and 15,869,200 shares of common stock.

We will bear all costs relating to the registration of these shares of our Series D Preferred Stock and common stock, other than any selling stockholders’ legal or accounting costs or commissions.

We will not receive any proceeds from the sale of Series D Preferred Stock or common stock by the selling stockholders.

Investing in our Series D Preferred Stock and common stock involves a high degree of risk. Before making any investment in our Series D Preferred Stock or common stock, you should read and carefully consider the risks described in this prospectus under “Risk Factors” beginning on page 4 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated June 17, 2014.

TABLE OF CONTENTS

| | Page |
|--|------|
| <u>Prospectus Summary</u> | 1 |
| <u>Risk Factors</u> | 4 |
| <u>Special Note Regarding Forward-Looking Statements</u> | 13 |
| <u>Use of Proceeds</u> | 13 |
| <u>Market For Common Stock and Related Stockholder Matters</u> | 13 |
| <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 15 |
| <u>Business</u> | 34 |
| <u>Description of Property</u> | 44 |
| <u>Legal Proceedings</u> | 44 |
| <u>Management</u> | 44 |
| <u>Executive Compensation</u> | 48 |
| <u>Certain Relationships and Related Transactions</u> | 50 |
| <u>Security Ownership of Certain Beneficial Owners and Management</u> | 52 |
| <u>Description of Securities</u> | 53 |
| <u>Indemnification for Securities Act Liabilities</u> | 55 |
| <u>Plan of Distribution</u> | 55 |
| <u>Selling Stockholders</u> | 57 |
| <u>Legal Matters</u> | 75 |
| <u>Experts</u> | 75 |
| <u>Additional Information</u> | 75 |
| <u>Index to Financial Statement</u> | F-1 |

You should rely only on the information contained in this prospectus or any prospectus supplement or amendment thereto. We have not authorized anyone to provide you with different information.

PROSPECTUS SUMMARY

This summary highlights information contained throughout this prospectus and is qualified in its entirety to the more detailed information and financial statements included elsewhere in this prospectus. This summary does not contain all of the information that should be considered before investing in our Series D Preferred Stock or common stock. Investors should read the entire prospectus carefully, including the more detailed information regarding our business, the risks of purchasing our Series D Preferred Stock and common stock discussed in this prospectus under “Risk Factors” beginning on page 4 of this prospectus and our financial statements and the accompanying notes beginning on page F-1 of this prospectus.

In this prospectus, we refer to DecisionPoint Systems, Inc. and its subsidiaries as the “Company,” “DecisionPoint”, “we”, “us” or “our”.

Our Company

DecisionPoint enables our clients to “move decisions closer to the customer” by “empowering the mobile worker”. We define the mobile worker as those individuals that are on the front line in direct contact with customers. These workers include field repair technicians, sales associates, couriers, public safety employees and millions of other workers that deliver goods and or services throughout the country. Whether they are blue or white collar, mobile workers have many characteristics in common. Mobile workers need information, access to corporate resources, decision support tools and the ability to capture and report information back to the organization.

DecisionPoint empowers these mobile workers through the implementation of various mobile technologies including specialized mobile business applications, wireless networks, mobile computers (for example, rugged, tablets, and smartphones) and a comprehensive suite of consulting, integration, deployment and support services.

We are focused on several commercial enterprise markets. These include retail, field sales/service, warehousing, distribution and transportation. With the continued growth of the mobile internet, we expect to see our current markets grow in addition to the emergence of new markets. We expect our customers to continue to embrace and deploy new technology to better enhance their own customers’ experiences and improve their own operations while lowering their operating costs. Our expertise and understanding of our customers’ operations and business operations in general, coupled with our expertise and understanding of mobile technology equipment and software offerings enables us to identify new trends and opportunities and provide these new solutions to our existing and potential customers.

At DecisionPoint, we deliver to our customers the ability to make better, faster and more accurate business decisions by implementing industry-specific, enterprise wireless and mobile computing systems for their front-line mobile workers, inside and outside of the traditional workplace. It is these systems that provide the information to improve the hundreds of individual business decisions made each day. Historically, critical information has remained locked away in the organization’s enterprise computing systems, accessible only when employees were at their desk. Our solutions unlock this information and deliver it to employees when needed regardless of their location. As a result, our customers are able to move their business decision points closer to their customers which we believe in turn improves customer service levels, reduces cost and accelerates business growth.

We have several offices throughout North America which allows us to serve our multi-location clients and their mobile workforces. Additionally, we are always keenly aware of potential acquisition candidates that can provide complementary products and service offerings to our customer base.

We incurred net losses of \$113,000 and \$2,102,000 for the three months ended March 31, 2014 and 2013, respectively. We incurred net losses of \$5,218,000 and \$3,866,000 for the years ended December 31, 2013 and 2012. As of March 31, 2014, we had a stockholders' deficit of \$1,233,000 and a working capital deficit of \$9,817,000. As of December 31, 2013, we had a stockholders' deficit of \$873,000 and a working capital deficit of \$9,875,000.

Corporate Information

DecisionPoint Systems, Inc., formerly known as Comamtech, Inc., was incorporated on August 16, 2010, in Canada under the laws of the Ontario Business Corporations Act ("OCBA"). On June 15, 2011, we entered into a Plan of Merger (the "Merger Agreement") among the Company, its wholly owned subsidiary, 2259736 Ontario Inc., incorporated under the laws of the Province of Ontario, Canada (the "Purchaser") and DecisionPoint Systems, Inc., ("Old DecisionPoint"). Pursuant to the Merger Agreement, under Section 182 of the OCBA, on June 15, 2011 (the "Effective Date") Old DecisionPoint merged (the "Merger") into the Purchaser and became a wholly owned subsidiary of the Company. Prior to the Merger, Comamtech was a "shell company" (as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). In connection with the Merger, the Company changed its name to DecisionPoint Systems, Inc., and the Purchaser changed its name to DecisionPoint Systems International, Inc. ("DecisionPoint Systems International"). On June 15, 2011, both companies were reincorporated in the State of Delaware.

About this Offering

August 2013 Private Placement

As of August 15, 2013, the Company entered into a securities purchase agreement (the “August 2013 Purchase Agreement”) with accredited investors (the “August 2013 Investors”) for aggregate gross proceeds of \$1,756,400. Closings were held as of August 15, 2013 and August 21, 2013. Pursuant to the August 2013 Purchase Agreement, the Company sold an aggregate of 2,927,333 Units, each Unit consisting of one share of common stock and one warrant to purchase one-half of one share of common stock (the “August 2013 Investor Warrants”), for a purchase price of \$0.60 per Unit, such that the Company sold an aggregate of 2,927,333 shares of common stock and 1,463,667 August 2013 Investor Warrants for aggregate gross proceeds of \$1,756,400 (the “August 2013 Private Placement”). The August 2013 Investor Warrants have a five-year term and had an initial exercise price of \$1.00 per share, subject to adjustment in the event of stock splits, stock dividends, and subsequent sales of common stock or securities convertible or exercisable into common stock (subject to certain exceptions) at an exercise price lower than the then-effective exercise price. Pursuant to this anti-dilution provision, the exercise price of the August 2013 Investor Warrants was reduced to \$0.50 in November 2013.

Pursuant to the August 2013 Purchase Agreement, the Company granted to the August 2013 Investors anti-dilution rights such that, for the period commencing on August 15, 2013 and terminating August 21, 2015, in the event the Company issues or grants any shares of common stock or securities convertible, exchangeable or exercisable for shares of common stock (subject to certain exceptions) pursuant to which shares of common stock may be acquired at a price less than \$0.60 per share, then the Company will issue additional shares of common stock to the August 2013 Investors in an amount sufficient that the subscription price paid under the August 2013 Private Placement, when divided by the total number of shares issued, will result in an actual price paid by such August 2013 Investors per share of common stock equal to such lower price. Pursuant to these anti-dilution rights, the Company issued to the August 2013 Investors an aggregate of 585,467 shares of common stock in December 2013.

The Company retained Newport Coast Securities, Inc. (the “August 2013 Placement Agent” or “Newport”) as the placement agent for the August 2013 Private Placement. The Company paid the August 2013 Placement Agent \$175,640 in commissions (equal to 10% of the gross proceeds), and issued to the August 2013 Placement Agent and its designees five-year warrants (the “August 2013 Placement Agent Warrants”) to purchase 292,733 shares of common stock (equal to 10% of the number of Units sold in the August 2013 Private Placement) at an exercise price of \$0.60 per share, exercisable on a cashless basis, in connection with the August 2013 Private Placement. Newport is not acting or serving as underwriter or selling agent with respect to the sale of securities by the selling stockholders and has no agreement with the selling stockholders or the Company with respect to any such services. Neither Newport nor any of its associated persons are participating as a selling stockholder under this prospectus.

This prospectus includes (i) 2,561,448 shares of common stock sold in the August 2013 Private Placement and (ii) 1,463,667 shares of common stock issuable upon exercise of August 2013 Investor Warrants sold in the August 2013 Private Placement.

Series D Private Placement

On December 20, 2012, we entered into and closed a securities purchase agreement (the “Series D Purchase Agreement”) with accredited investors (the “Series D First Closing Investors”) pursuant to which we sold an aggregate of 633,600 shares of Series D Preferred Stock for a purchase price of \$10.00 per share, for aggregate gross proceeds of \$6,336,000 (the “Series D First Closing”).

We retained Taglich Brothers, Inc. (the “Series D Placement Agent”) as the placement agent for the Series D First Closing. We paid the Series D Placement Agent \$506,880 in commissions (equal to 8% of the gross proceeds), and issued to the Series D Placement Agent five-year warrants (the “Series D Placement Agent Warrants”) to purchase 633,600 shares of our common stock (equal to 10% of the number of shares of common stock underlying the shares of Series D Preferred Stock sold under the Series D Purchase Agreement) at an exercise price of \$1.10 per share, in connection with the Series D First Closing.

On December 31, 2012, we sold an additional 70,600 shares of Series D Preferred Stock (the “Series D Second Closing”, and together with the Series D First Closing, the “Series D Private Placement”) pursuant to the Series D Purchase Agreement for an aggregate of 704,200 shares of Series D Preferred Stock sold under the Series D Private Placement. The Series D Placement Agent acted as the placement agent for the Series D Second Closing as well. We paid the Series D Placement Agent \$56,480 in commissions (equal to 8% of the gross proceeds), and issued to the Series D Placement Agent Series D Placement Agent Warrants to purchase 70,600 shares of common stock (equal to 10% of the number of shares of common stock underlying the shares of Series D Preferred Stock sold under the Series D Purchase Agreement) at an exercise price of \$1.10 per share, in connection with the Series D Second Closing for an aggregate of 704,200 such Series D Placement Agent Warrants.

In connection with the Series D First Closing, on December 20, 2012, we filed a Certificate of Designation of Series D Preferred Stock (the “Series D Certificate of Designation”) with the Secretary of State of Delaware. Pursuant to the Series D Certificate of Designation, we designated 4,000,000 shares of our preferred stock as Series D Preferred Stock. The Series D Preferred Stock has a Stated Value of \$10.00 per share, votes on an as-converted basis with the common stock, and is convertible, at the option of the holder, into such number of shares of our common stock equal to the number of shares of Series D Preferred Stock to be converted, multiplied by the Stated Value, divided by the Conversion Price in effect at the time of the conversion. The initial Conversion Price was \$1.00, subject to adjustment in the event of stock splits, stock dividends and similar transactions, and in the event of subsequent equity sales at a lower price per share, subject to certain exceptions. As a result of the August 2013 Private Placement, the Conversion Price of the Series D Preferred Stock was reduced to \$0.90. As a result of the private placement of Series E Preferred Stock that closed in November 2013, the Conversion Price of the Series D Preferred Stock was further reduced to \$0.71.

The Series D Preferred Stock entitles the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 8% of the Stated Value during the three year period commencing on the date of issue, and (ii) 12% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in shares of Series D Preferred Stock (“Series D PIK Shares”), in which event the applicable dividend rate will be 12% and the number of such Series D PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective Conversion Price or (y) the average volume weighted average price of the Company’s common stock for the five prior consecutive trading days. On January 1, 2014, the Board of Directors declared a PIK dividend payable in the form of 26,157 shares of Series D Preferred Stock (“Issued Series D PIK Shares”). The dividends were payable to holders of record as of December 31, 2013 for accrued dividends for the period of October 1, 2013 to December 31, 2013. The 26,157 Issued Series D PIK Shares were issued in April 2014.

Pursuant to the Series D Certificate of Designation, upon any liquidation, dissolution or winding-up of our Company, holders of Series D Preferred Stock will be entitled to receive, for each share of Series D Preferred Stock, an amount equal to the Stated Value of \$10.00 per share plus any accrued but unpaid dividends thereon before any distribution or payment may be made to the holders of any common stock, Series A Preferred Stock, Series B Preferred Stock, or subsequently issued preferred stock.

Pursuant to the Series D Certificate of Designation, commencing on the trading day on which the closing price of the common stock is greater than \$2.00 for thirty consecutive trading days with a minimum average daily trading volume of at least 5,000 shares for such period, and at any time thereafter, the Company in its sole discretion may cause the conversion of all of the outstanding shares of Series D Preferred Stock to common stock (subject to the condition that, all of the shares issuable upon such conversion may be re-sold without limitation under an effective registration statement or pursuant to Rule 144 under the Securities Act of 1933, as amended).

Pursuant to the Series D Certificate of Designation, commencing two years from the termination or expiration of the offering of the Series D Preferred Stock (which termination occurred on December 31, 2012), and at any time thereafter, the Company in its sole discretion may redeem all of the outstanding shares of Series D Preferred Stock at a purchase price of \$10.00 per share plus any accrued but unpaid dividends.

In addition to the shares listed above under “August 2013 Private Placement”, this prospectus includes 888,352 shares of Series D Preferred Stock (including 653,200 shares sold under the Series D Purchase Agreement, 24,263 Issued Series D PIK Shares, and 210,889 Issuable Series D PIK Shares) and 10,967,576 shares of common stock (including 6,532,000 shares of common stock underlying shares of Series D Preferred Stock sold under the Series D Purchase Agreement, 2,351,520 shares of common stock underlying Series D PIK Shares, 704,200 shares of common stock underlying Series D Placement Agent Warrants and 1,379,856 shares of common stock presently issued and outstanding).

RISK FACTORS

An investment in our securities has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATED TO OUR BUSINESS

Our limited operating history as a public company makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance.

Although our management team has been engaged in software development for an extended period of time and we began the operations of our current business in December 2003, we have only been operating as a public company with our current operations since June 2009. We have a limited operating history in our current combined form, which makes it difficult to evaluate our business on the basis of historical operations. As a consequence, it is difficult, if not impossible, to forecast our future results based upon our historical data. Reliance on our historical results may not be representative of the results we will achieve. Because of the uncertainties related to our lack of historical operations, we may be hindered in our ability to anticipate and timely adapt to increases or decreases in sales, product costs or expenses. If we make poor budgetary decisions as a result of unreliable historical data, we could be less profitable or incur losses, which may result in a decline in our stock price.

Our working capital requirements may negatively affect our liquidity and capital resources.

We have experienced negative working capital and minimal liquidity. If our working capital requirements vary significantly or if our short and long-term working capital needs exceed our cash flows from operations, we would look to our cash balances or other alternative sources of additional capital, which may not be available on satisfactory terms and in adequate amounts, if at all.

Our independent registered public accountants have expressed that there is substantial doubt about our ability to continue as a going concern.

Although our consolidated financial statements have been prepared assuming we will continue as a going concern, our independent registered public accounting firm, in its report accompanying our consolidated financial statements as of and for the year ended December 31, 2013, believes that our recurring net losses from operations, cash uses from operations, deficient working capital, minimal liquidity and other factors have raised substantial doubt as to our ability to continue as a going concern as of December 31, 2013.

The mobile computing industry is characterized by rapid technological change, and our success depends upon the frequent enhancement of existing products and timely introduction of new products that meet our customers' needs.

Customer requirements for mobile computing products are rapidly evolving and technological changes in our industry occur rapidly. To keep up with new customer requirements and distinguish us from our competitors, we must frequently introduce new products and enhancements of existing products. Enhancing existing products and developing new products is a complex and uncertain process. It often requires significant investments in research and development ("R&D") which we do not undertake. Even if we make significant investments in R&D, they may not result in products attractive or acceptable to our customers. Furthermore, we may not be able to launch new or

improved products before our competition launches comparable products. Any of these factors could cause our business or financial results to suffer.

Future business combinations and acquisition transactions, if any, as well as recently closed business combinations and acquisition transactions may not succeed in generating the intended benefits and may, therefore, adversely affect shareholder value or our financial results.

Integration of new businesses or technologies into our business may have any of the following adverse effects:

- We may have difficulty transitioning customers and other business relationships.
- We may have problems unifying management following a transaction.

- We may lose key employees from our existing or acquired businesses.
- We may experience intensified competition from other companies seeking to expand sales and market share during the integration period.

- Our management's attention may be diverted to the assimilation of the technology and personnel of acquired businesses or new product or service lines.
- We may experience difficulties in coordinating geographically disparate organizations and corporate cultures and integrating management personnel with different business backgrounds.

The inability of our management to successfully integrate acquired businesses, and any related diversion of management's attention, could have a material adverse effect on our business, operating results and financial condition.

Business combinations and other acquisition transactions may have a direct adverse effect on our financial condition, results of operations or liquidity, or on our stock price.

To complete acquisitions or other business combinations, we may have to use cash, issue new equity securities with dilutive effects on existing stockholders, take on new debt, assume contingent liabilities or amortize assets or expenses in a manner that might have a material adverse effect on our balance sheet, results of operations or liquidity. We are required to record certain financing and acquisition-related costs and other items as current period expenses, which would have the effect of reducing our reported earnings in the period in which an acquisition is consummated. These and other potential negative effects of an acquisition transaction could prevent us from realizing the benefits of such transactions and have a material adverse impact on our stock price, revenues, revenue growth, balance sheet, results of operations and liquidity.

We may need to raise additional funds, and these funds may not be available when we need them or the additional funds may not be obtained on favorable terms.

We may need to raise additional monies in order to fund our growth strategy and implement our business plan. Specifically, we may need to raise additional funds in order to pursue rapid expansion, develop new or enhanced services and products, and acquire complementary businesses or assets. Additionally, we may need funds to respond to unanticipated events that require us to make additional investments in our business. There can be no assurance that additional financing will be available when needed, on favorable terms, or at all. If these funds are not available when we need them, then we may need to change our business strategy and reduce our rate of growth.

In the near term, our successful restructuring of our operations and reduction of operating costs and/or our ability to raise additional capital at acceptable terms is critical to our ability to continue to operate for the foreseeable future. If we continue to incur operating losses and/or do not raise sufficient additional capital, material adverse events may occur including, but not limited to, 1) a reduction in the nature and scope of our operations, 2) our inability to fully implement our current business plan and/or 3) continued defaults under the existing loan agreements. A covenant default would give the bank the right to demand immediate payment of all outstanding amounts which we would not be able to repay out of normal operations. There are no assurances that we will successfully implement our plans with respect to these liquidity matters.

Our revolving lines of credit agreements and our loan agreements may limit our flexibility in managing our business, and defaults of any financial and non-financial covenants in these agreements could adversely affect us.

Our revolving line of credit agreements as well as our term loan impose operating restrictions on us in the form of financial and non-financial covenants (see "Note 7 – Line of Credit" along with Note 8 – Term Debt" in our accompanying Notes to Unaudited Condensed Consolidated Financial Statements for additional details). These restrictions limit the manner in which we can conduct our business and may restrict us from engaging in favorable business opportunities. These restrictions limit our ability, among other things, to incur further debt, make future acquisitions and other investments, restrict making certain payments such as dividend payments, and restrict disposition of assets.

As of March 31, 2014, the outstanding balance on the line of credit with Silicon Valley Bank ("SVB") is \$3.7 million and the interest rate is 7.0%. Availability under the line of credit was \$2.8 million as of March 31, 2014 and expires in February 2015. The line of credit has a certain financial covenant and other non-financial covenants. As of December 31, 2012, we were in compliance with all of our financial covenants with SVB. As of May 31, 2013 and June 30, 2013, we were not in compliance with the Tangible Net Worth covenant as defined in our loan agreement with SVB, as amended. As of March 31, 2014 and December 31, 2013, the Company was in compliance with the tangible Net Worth financial covenant and had available a \$0.5 million and \$0.8 million cushion over the requirement,

respectively. The Company believes that at the time of this filing it is compliant with the terms and provisions of its SVB lending agreement. Should the Company continue to incur losses in a manner consistent with its recent historical financial performance, the Company will violate this covenant without additional net capital raises in amounts

We were not in compliance with certain financial covenants under the agreements with Royal Bank of Canada (“RBC Credit Agreement”) and BDC, Inc. (“BDC Credit Agreement”) as of December, 31, 2012, March 31, 2013 and June 30, 2013. We have received waivers for non-compliance for past covenant violations. On August 22, 2013, the BDC Credit Agreement was amended and certain financial covenants were modified. We were in compliance with all of our BDC Credit Agreement financial covenants as of March 31, 2014 and December 31, 2013. We expect to continue to meet the requirements of our BDC Credit Agreement financial covenants over the short and long term. On August 16, 2013 the RBC Credit Agreement was amended and certain financial covenants were modified. As part of the revised financial covenants, covenant testing was waived by RBC for September 30, 2013. We were not in compliance with the reset covenants at March 31, 2014 or December 31, 2013. Although the Company believes it is improbable RBC will exercise their rights up to, and including, acceleration of the outstanding debt, there can be no assurance that RBC will not exercise their rights pursuant to the provisions of the debt obligation.

In connection with the BDC Credit Agreement, BDC executed a subordination agreement in favor of SVB, pursuant to which BDC agreed to subordinate any security interest in our assets granted in connection with the BDC Credit Agreement to SVB's existing security interest in our assets. The subordination agreement contains cross-default provisions which may materially impact our liquidity.

In the event either or both of the RBC Credit Agreement or the BDC Credit Agreement were deemed to be in default, RBC or BDC, as applicable, could, among other things (subject to the rights of SVB as our senior lender), terminate the facilities, demand immediate repayment of any outstanding amounts, and foreclose on our assets. Any such action would require us to curtail or cease operations. We do not have alternative sources of financing.

Our competitors may be able to develop their business strategy and grow revenue at a faster pace than us, which would limit our results of operations and may force us to cease or curtail operations.

The wireless mobile solutions marketplace, while highly fragmented, is very competitive and many of our competitors are more established and have greater resources. We expect that competition will intensify in the future. Some of these competitors also have greater market presence, marketing capabilities, technological and personnel resources than our company. As compared with our company therefore, such competitors may:

- develop and expand their infrastructure and service/product offerings more efficiently or more quickly;
- adapt more swiftly to new or emerging technologies and changes in client requirements;
- take advantage of acquisition and other opportunities more effectively;
- devote greater resources to the marketing and sale of their products and services; and
- leverage more effectively existing relationships with customers and strategic partners or exploit better recognized brand names to market and sell their services.

These current and prospective competitors include:

- other wireless mobile solutions companies such as Agilysys, Inc., International Business Machines (IBM), Accenture, Sedlak, Peak-Ryzex, Stratix, Denali Advanced Integration, Group Mobile, Pariveda Solutions, and barcoding, Inc.;
- in certain areas our existing hardware suppliers, in particular Motorola Solutions but also Intermec, Zebra and others; and
- the in-house IT departments of many of our customers.

A significant portion of our revenue is dependent upon a small number of customers and the loss of any one of these customers would negatively impact our revenues and our results of operations.

We derived approximately 11% of our revenues from one customer in the three months ended March 31, 2014. We derived approximately 17.6% of our revenues from two customers in 2013. We derived approximately 19.4% of our revenues from our two largest customers in 2012. For the years ended December 31, 2013 and 2012, we had one customer within the healthcare industry that generated 10.0% and 12.5%, respectively, of our total sales.

Customer mix shifts significantly from year to year, but a concentration of the business with a few large customers is typical in any given year. A decline in our revenues could occur if a customer which has been a significant factor in one financial reporting period gives us significantly less business in the following period. Any one of our customers could reduce their orders for our products and services in favor of a more competitive price or different product at any time. The loss of any one of these customers or reduced purchases by them would not have a material adverse effect on our business as we would adjust our personnel staffing levels accordingly.

Our contracts with these customers and our other customers do not include any specific purchase requirements or other requirements outside of the normal course of business. The majority of our customer contracts are on an annual basis for service support while on a purchase order basis for hardware purchases. Typical hardware sales are submitted on an estimated order basis with subsequent follow on orders for specific quantities. These sales are ultimately subject to the time that the units are installed at all of the customer locations as per their requirements. Service contracts are purchased on an annual basis generally and are the performance responsibility of the actual service provider as opposed to the Company. Termination provisions are generally standard clauses based upon non-performance, but a customer can cancel with a certain reasonable notice period anywhere from 30 to 90 days. General industry standards for contracts provide ordinary terms and conditions, while actual work and performance aspects are usually dictated by a Statement of Work which outlines what is being ordered, product specifications, delivery, installation and pricing.

If wireless carriers were to terminate or materially reduce their business relationships with us, our operating results would be materially harmed.

We have established key wireless carrier relationships with Sprint, T-Mobile and Verizon. We have an informal arrangement with these carriers pursuant to which they provide us referrals of end users interested in field mobility solutions, and we, in turn, provide solutions which require cellular data networks. We do not have any binding agreements with these carriers. If these carriers were to terminate or materially reduce, for any reason, their business relationships with us, our operating results would be materially harmed.

Growth of and changes in our revenues and profits depend on the customer, product and geographic mix of our sales. Fluctuations in our sales mix could have an adverse impact on or increase the volatility of our revenues, gross margins and profits.

Sales of our products to large enterprises tend to have lower prices and gross margins than sales to smaller firms. In addition, our gross margins vary depending on the product or service made. Growth in our revenues and gross margins therefore depends on the customer, product and geographic mix of our sales. If we are unable to execute a sales strategy that results in a favorable sales mix, our revenues, gross margins and earnings may decline. Further, changes in the mix of our sales from quarter-to-quarter or year-to-year may make our revenues, gross margins and earnings more volatile and difficult to predict.

Our sales and profitability may be affected by changes in economic, business or industry conditions.

If the economic climate in the U.S. or abroad deteriorates, customers or potential customers could reduce or delay their technology investments. Reduced or delayed technology investments could decrease our sales and profitability. In this environment, our customers may experience financial difficulty, cease operations and fail to budget or reduce budgets for the purchase of our products and professional services. This may lead to longer sales cycles, delays in purchase decisions, payment and collection, and can also result in downward price pressures, causing our sales and profitability to decline. In addition, general economic uncertainty and general declines in capital spending in the information technology sector make it difficult to predict changes in the purchasing requirements of our customers and the markets we serve. There are many other factors which could affect our business, including:

- the introduction and market acceptance of new technologies, products and services;
- new competitors and new forms of competition;
- the size and timing of customer orders;
- the size and timing of capital expenditures by our customers;
- adverse changes in the credit quality of our customers and suppliers;
- changes in the pricing policies of, or the introduction of, new products and services by us or our competitors;
- changes in the terms of our contracts with our customers or suppliers;
- the availability of products from our suppliers; and
- variations in product costs and the mix of products sold.

These trends and factors could adversely affect our business, profitability and financial condition and diminish our ability to achieve our strategic objectives.

Use of third-party suppliers and service providers could adversely affect our product quality, delivery schedules or customer satisfaction, any of which could have an adverse effect on our financial results.

We rely heavily on a number of privileged vendor relationships as a VAR for the Motorola Solutions Partner Pinnacle Club program, a manufacturer of bar code scanners and portable data terminals; as an Honors Solutions Provider for Intermec, a manufacturer of bar code scanners and terminals; as a Premier Partner with Zebra, a printer manufacturer, and O'Neil, the leading provider of 'ruggedized' handheld mobile printers. The loss of VAR status with any of these manufacturers could have a substantial adverse effect on our business.

We have not sought to protect our proprietary knowledge through patents and, as a result, our sales and profitability could be adversely affected to the extent that competing products/services were to capture a significant portion of our target markets.

We have generally not sought patent protection for our products and services, relying instead on our technical know-how and ability to design solutions tailored to our customers' needs. Our sales and profitability could be adversely affected to the extent that competing products/services were to capture a significant portion of our target markets. To remain competitive, we must continually improve our existing personnel skill sets and capabilities and the provision of the services related thereto. Our success will also depend, in part, on management's ability to recognize new technologies and services and make arrangements to license in, or acquire such technologies so as to always be at the leading edge.

We must effectively manage the structure and size of our operations, or our company will suffer.

Our ability to successfully implement our business plan requires an effective planning and management process. If funding is available, we intend to increase the scope of our operations and acquire complementary businesses. Implementing our business plan will require significant additional funding and resources. If we grow our operations, we will need to hire additional employees and make significant capital investments. If we grow our operations, it will place a significant strain on our existing management and resources. If we grow, we will need to improve our financial and managerial controls and reporting systems and procedures, and we will need to expand, train and manage our workforce. If we need to reduce the size of our infrastructure, we need to do it swiftly. Any failure to manage any of the foregoing areas efficiently and effectively would cause our business to suffer.

If we fail to continue to introduce new products that achieve broad market acceptance on a timely basis, we will not be able to compete effectively and we will be unable to increase or maintain sales and profitability.

Our future success depends on our ability to develop and introduce new products and product enhancements that achieve broad market acceptance. If we are unable to develop and introduce new products that respond to emerging technological trends and customers' mission critical needs, our profitability and market share may suffer. The process of developing new technology is complex and uncertain, and if we fail to accurately predict customers' changing needs and emerging technological trends, our business could be harmed.

We are active in the identification and development of new product and technology services and in enhancing our current products. However, in the enterprise mobility solutions industry, such activities are complex and filled with uncertainty. If we expend a significant amount of resources and our efforts do not lead to the successful introduction of new or improved products, there could be a material adverse effect on our business, profitability, financial condition and market share.

We may also encounter delays in the manufacturing and production of new products from our principal suppliers. Additionally, new products may not be commercially successful. Demand for existing products may decrease upon the announcement of new or improved products. Further, since products under development are often announced before introduction, these announcements may cause customers to delay purchases of any products, even if newly introduced, until the new or improved versions of those products are available. If customer orders decrease or are delayed during the product transition, we may experience a decline in revenue and have excess inventory on hand which could decrease gross profit margins. Our profitability might decrease if customers, who may otherwise choose to purchase existing products, instead choose to purchase lower priced models of new products. Delays or deficiencies in the development, manufacturing, and delivery of, or demand for, new or improved products could have a negative effect on our business or profitability.

We use a limited number of vendors, and disruption in our relationships with these vendors could adversely affect our business and financial results.

Our ability to meet financial objectives depends on our ability to timely obtain an adequate delivery of hardware as well as services from our vendors. Certain supplies are available from a single source or limited sources for which we may be unable to provide suitable alternatives in a timely manner. In addition, we may experience increases in vendor prices that could have a negative impact on our business. Credit constraints by our vendors could cause us to accelerate payables by us, impacting our cash flow. Any unanticipated expense, or disruption in our business or operations relating to a limited number of suppliers could adversely affect our business, financial condition and results of operations.

We face competition from numerous sources and competition may increase, leading to a decline in revenues.

We compete primarily with well-established companies, many of which we believe have greater resources than us. We believe that barriers to entry are not significant and start-up costs are relatively low, so our competition may increase in the future. New competitors may be able to launch new businesses similar to ours, and current competitors may replicate our business model, at a relatively low cost. If competitors with significantly greater resources than ours decide to replicate our business model, they may be able to quickly gain recognition and acceptance of their business methods and products through marketing and promotion. We may not have the resources to compete effectively with current or future competitors. If we are unable to effectively compete, we will lose sales to our competitors and our revenues will decline.

We are heavily dependent on our senior management, and a loss of a member of our senior management team could cause our stock price to suffer.

If we lose members of our senior management, we may not be able to find appropriate replacements on a timely basis, and our business could be adversely affected. Our existing operations and continued future development depend to a significant extent upon the performance and active participation of certain key individuals, including our Chief Executive Officer, Chief Financial Officer, Senior Vice Presidents and certain other senior management individuals. We cannot guarantee that we will be successful in retaining the services of these or other key personnel. If we were to lose any of these individuals, we may not be able to find appropriate replacements on a timely basis and our financial condition and results of operations could be materially adversely affected.

We are increasingly dependent on information technology systems and infrastructure (cyber security).

We increasingly rely upon technology systems and infrastructure. Our technology systems are potentially vulnerable to breakdown or other interruption by fire, power loss, system malfunction, unauthorized access and other events such as computer hackings, cyber attacks, computer viruses, worms or other destructive or disruptive software. Likewise, data privacy breaches by employees and others with permitted access to our systems may pose a risk that sensitive data may be exposed to unauthorized persons or to the public. While we have invested heavily in the protection of data and information technology and in related training, there can be no assurance that our efforts will prevent significant breakdowns, breaches in our systems or other cyber incidents that could have a material adverse effect upon our reputation, business, operations or financial condition of the company. In addition, significant implementation issues may arise as we continue to consolidate and outsource certain computer operations and application support activities.

If our goodwill or amortizable intangible assets become impaired we may be required to record a significant charge to earnings.

We review our goodwill and amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be evaluated for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or amortizable intangible assets may not be recoverable include a decline in stock price and market capitalization, decrease in future cash flows, and slower growth rates in our industry. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined, resulting in a material adverse impact on our results of operations.

Our inability to hire, train and retain qualified employees could cause our financial condition to suffer.

The success of our business is highly dependent upon our ability to hire, train and retain qualified employees. We face competition from other employers for people, and the availability of qualified people is limited. We must offer a competitive employment package in order to hire and retain employees, and any increase in competition for people may require us to increase wages or benefits in order to maintain a sufficient work force, resulting in higher operation costs. Additionally, we must successfully train our employees in order to provide high quality services. In the event of high turnover or shortage of people, we may experience difficulty in providing consistent high-quality services. These factors could adversely affect our results of operations.

If we are unable to maintain the effectiveness of our internal controls, our financial results may not be accurately reported.

Management's assessment of the effectiveness of our disclosure controls and procedures as of June 30, 2012 and September 30, 2012 reported that such controls and procedures were ineffective as a result of a material weakness in our internal control over financial reporting related to the supervision and review of our financial closing and reporting process and in our ability to account for complex transactions as described in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and September 30, 2012. The complex transactions related to purchase accounting for acquisitions made in 2012. During the fourth quarter of 2012, we devoted significant time and resources to the remediation of the material weakness that included, but was not limited to:

- Evaluation of Finance Department's management and staff qualifications, which resulted in us making certain personnel changes in the Accounting and Finance department;
- Implementation of further process and control procedures surrounding review of significant transactions within the financial closing process; and
- Implementing new control procedures over the utilization of external resources

Although further and ongoing efforts will continue in 2014 and beyond to enhance our internal control over financial reporting, we believe that our remediation efforts now provide the foundation for compliance.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting in accordance with accounting principles generally accepted in the United States. Because the inherent limitations of internal control over financial reporting cannot guarantee the prevention or detection of a material weakness, we can never guarantee a material weakness over financial reporting will not occur, including with respect to any previously reported material weaknesses. Any future material weakness could result in material misstatements in our financial statements or cause us to fail to meet our reporting obligations. In addition, if we are unable to certify that our internal control over financial reporting is effective, we may be subject to sanctions or investigations by regulatory authorities such as the SEC, and we could lose investor confidence in the accuracy and

completeness of our financial reports, which would materially harm our business, the price of our common stock and our ability to access the capital markets.

Our Net Operating Loss Carryforwards may be limited.

Pursuant to Internal Revenue Code (IRC) Section 382, annual use of our Federal net operating loss carryforwards may be limited in the event a cumulative change in ownership of our company of more than fifty percent occurs within a three-year period. In addition, IRC Section 382 may limit our built-in items of deduction, including capitalized start-up costs and research and development costs. We have completed an IRC 382 analysis regarding the limitation of our net operating loss carryforwards as of December 31, 2013. At December 31, 2013, we had Federal net operating loss carryforwards of approximately \$10.7 million. Of this amount, approximately \$9.9 million is available after the application of IRC Section 382 limitations.

RISKS RELATED TO OUR SERIES D PREFERRED STOCK AND COMMON STOCK

There has been a limited trading market for our common stock.

Currently, our common stock is available for quotation on the Over-the-Counter Bulletin Board under the symbol “DPSI.” There is a limited trading market for the common stock on the Over-the-Counter Bulletin Board. The lack of an active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of your shares. An inactive market may also impair our ability to raise capital by selling shares of capital stock and may impair our ability to acquire other companies or technologies by using common stock as consideration.

There has been minimal reported trading to date in the Series D Preferred Stock and as a result you may not be able to sell our Series D Preferred Stock.

Our Series D Preferred Stock is quoted on the OTCQB under the symbol “DPSIP”. However, there has been minimal reported trading to date in the Series D Preferred Stock and there may never be an active market for our Series D Preferred Stock. In the absence of an active trading market, you may have difficulty buying and selling or obtaining market quotations; the market visibility for our Series D Preferred Stock may be limited, and the lack of visibility for our Series D Preferred Stock may have a depressive effect on the market price for our Series D Preferred Stock.

We may pay dividends on our Series D Preferred Stock and Series E Preferred Stock in shares of Series D Preferred Stock and Series E Preferred Stock, respectively, valued based on the trading price of our common stock, which would result in dilution to current stockholders.

Our Series D Preferred Stock entitle the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 8% of the Stated Value during the three year period commencing on the date of issue, and (ii) 12% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in shares of Series D Preferred Stock (“Series D PIK Shares”), in which event the applicable dividend rate will be 12% and the number of such Series D PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective conversion price (currently \$0.71) or (y) the average volume weighted average price (“VWAP”) of the Company’s common stock for the five prior consecutive trading days. Accordingly, if the VWAP of our common stock for the applicable measuring period is below \$0.71, the number of shares issuable as Series D PIK Shares will vary with such VWAP.

The following table sets forth, for illustrative purposes, the number of shares of Series D Preferred Stock we would issue if we were to elect to pay dividends on the Series D Preferred Stock in 2014, at different VWAP’s. The Series D PIK Shares are convertible into such number of shares of our common stock equal to the number of shares of Series D Preferred Stock to be converted, multiplied by the Stated Value, and divided by the conversion price in effect at the time of the conversion.

| VWAP | Number of PIK shares issuable in 2014 |
|--------|--|
| \$0.60 | 108,472 |
| \$0.50 | 130,166 |
| \$0.40 | 162,708 |

Our Series E Preferred Stock entitle the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 10% of the Stated Value during the three year period commencing on the date of issue, and (ii) 14% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in shares of Series E Preferred Stock “Series E PIK Shares”), in which event the applicable dividend rate will be 14% and the number of such Series E PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective conversion price (currently \$0.50) or (y) VWAP of the Company’s common stock for the five prior consecutive trading days. Accordingly, if the VWAP of our common stock for the applicable measuring period is below \$0.50, the number of shares issuable as Series E PIK Shares will vary with such VWAP.

The following table sets forth, for illustrative purposes, the number of shares of Series E Preferred Stock we would issue if we were to elect to pay dividends on the Series E Preferred Stock in 2014, at different VWAP’s. The Series E PIK Shares are convertible into such number of shares of our common stock equal to the number of shares of Series E Preferred Stock to be converted, multiplied by the Stated Value, and divided by the Conversion Price in effect at the time of the conversion.

| VWAP | Number of PIK shares issuable in 2014 |
|--------|--|
| \$0.40 | 76,810 |
| \$0.30 | 102,414 |
| \$0.20 | 153,620 |

If we issue common stock at a price less than the conversion price then in effect, the conversion prices of the Series D Preferred Stock and the Series E Preferred Stock will be reduced and will potentially cause additional common stock to be issued upon Series D Preferred Stock and the Series E Preferred Stock conversion.

Our Series D Preferred Stock and the Series E Preferred Stock entitle the holder to certain anti-dilution rights upon subsequent issuances of common stock at a price which is less than the conversion price then in effect of the Series D Preferred Stock and the Series E Preferred Stock, respectively.

As a result of the sale in August 2013 of common stock, the conversion price of the Series D Preferred Stock was reduced from \$1.00 per share to \$0.90 per share. As a result of the sale of Series E Preferred Stock in November 2013, the Conversion Price of the Series D Preferred Stock was further reduced to \$0.71 per share. If all outstanding shares of Series D Preferred Stock and Series E Preferred are converted an additional 10,286,718 and 8,330,660 shares of common stock, respectively, will be issued further diluting existing common stockholders. If we issue additional shares of common stock (or securities convertible into common stock), at a price below the then-effective conversion price (subject to certain exceptions), the conversion price of the Series D and Series E Preferred Stock will be further reduced.

The August 2013 Investors have been granted certain price adjustment rights in connection with their purchase of common stock.

In connection with the August 2013 Private Placement, we granted certain price adjustment rights to the August 2013 Investors. For a period commencing on the initial closing under the August 2013 Private Placement and terminating on a date which is 24 months from the initial closing, in the event we issue or grant any shares of common Stock or securities convertible, exchangeable or exercisable for shares of common stock pursuant to which shares of common stock may be acquired at a price less than \$0.60 per share, then we shall promptly issue additional shares of common stock to the August 2013 Investors in an amount sufficient that the subscription price paid, when divided by the total number of shares issued (shares purchased under the August 2013 Purchase Agreement plus the additional shares issued under this provision), will result in an actual price paid by the subscriber per share of common stock equal to such lower price. As a result of the sale of Series E Preferred Stock in November 2013, we issued 585,467 additional shares of common stock to the August 2013 Investors. If in the future we are required to issue additional shares of common stock pursuant to these price adjustment rights, such issuances will result in further dilution to our then-current stockholders.

The warrants issued to investors and the placement agent under the August 2013 Private Placement contain certain anti-dilution and price adjustment provisions.

In connection with the August 2013 Private Placement, we issued warrants to the placement agent and investors that contained certain anti-dilution (“down-round”) protection. If at any time while the August 2013 Placement Agent Warrants or August 2013 Investor Warrants are outstanding, we shall sell or grant any option to purchase, or sell or grant any right to reprice, or otherwise dispose of or issue any common stock or common stock equivalent, at an effective price per share less than the exercise price then in effect of the August 2013 Placement Agent Warrants or August 2013 Investor Warrants, the exercise price of the Placement Agent Warrants and August 2013 Investor Warrants shall be reduced to such lower price. Such price adjustment provisions may result in further dilution to existing stockholders.

The market price for our common stock may be volatile, and your investment in our common stock could decline in value.

The market price of our common stock could fluctuate significantly in response to various factors and events, including:

- our ability to integrate operations, technology, products and services;
- our ability to execute its business plan;
- operating results below expectations;
- our issuance of additional securities, including debt or equity or a combination thereof, which will be necessary to fund our operating expenses;
- announcements of technological innovations or new products by us or our competitors;
- the loss of any strategic relationship;
- economic and other external factors;
- period-to-period fluctuations in our financial results; and
- whether an active trading market in the capital stock develops and is maintained.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our capital stock.

In the past, securities class action litigation has often been brought against companies that experience volatility in the market price of their securities. Whether or not meritorious, litigation brought against us could result in substantial costs and a diversion of management's attention and resources, which could adversely affect our business, operating results and financial condition.

We expect that our quarterly results of operations will fluctuate, and this fluctuation could cause our stock price to decline.

Our quarterly operating results are likely to fluctuate in the future. These fluctuations could cause our stock price to decline. The nature of our business involves variable factors, such as the timing of the research, development and regulatory pathways of our product candidates, which could cause our operating results to fluctuate.

Due to the possibility of fluctuations in our revenues and expenses, we believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance.

If we or our existing shareholders sell a substantial number of shares of our common stock in the public market, our stock price may decline.

If we or our existing shareholders sell a large number of shares of our common stock, or the public market perceives that we or our existing shareholders might sell shares of common stock, particularly with respect to our affiliates, directors, executive officers or other insiders, the market price of our common stock could decline significantly.

In the future, we may issue additional shares to our employees, directors or consultants, in connection with corporate alliances or acquisitions, or to raise capital. Due to these factors, sales of a substantial number of shares of our common stock in the public market could occur at any time.

Our common stock is subject to the “penny stock” rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The Securities and Exchange Commission (“SEC”) has adopted Rule 15c-2-07 which establishes the definition of a “penny stock,” for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

that a broker or dealer approve a person’s account for transactions in penny stocks; and
the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must:

obtain financial information and investment experience objectives of the person; and
make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

sets forth the basis on which the broker or dealer made the suitability determination; and
that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our

stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

FINRA sales practice requirements may also limit a shareholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

We do not anticipate paying dividends on our common stock.

We have never declared or paid cash dividends on our common stock and do not expect to do so in the foreseeable future. The declaration of dividends is subject to the discretion of our board of directors and will depend on various factors, including our operating results, financial condition, future prospects and any other factors deemed relevant by our board of directors. You should not rely on an investment in our company if you require dividend income from your investment in our company. The success of your investment will likely depend entirely upon any future appreciation of the market price of our common stock, which is uncertain and unpredictable. There is no guarantee that our common stock will appreciate in value.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains “forward-looking statements”. Forward-looking statements reflect the current view about future events. When used in this prospectus, the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan,” negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Such statements, include, but are not limited to, statements contained in this prospectus relating to our business strategy, our future operating results and liquidity and capital resources outlook. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, a continued decline in general economic conditions nationally and internationally; decreased demand for our products and services; market acceptance of our products and services; our ability to protect our intellectual property rights; the impact of any infringement actions or other litigation brought against us; competition from other providers and products; our ability to develop and commercialize new and improved products and services; our ability to raise capital to fund continuing operations; changes in government regulation; our ability to complete customer transactions and capital raising transactions; and other factors (including the risks contained in the section of this prospectus entitled “Risk Factors”) relating to our industry, our operations and results of operations and any businesses that may be acquired by us. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not undertake to update any of the forward-looking statements to conform these statements to actual results.

USE OF PROCEEDS

We will not receive any proceeds from the sale of Series D Preferred Stock and common stock offered by the selling stockholders under this prospectus.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is quoted on the Over-The-Counter Bulletin Board under the symbol “DPSI”. The following table sets forth the high and low prices per share of our common stock for each period indicated. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

| | High | Low |
|--|---------|---------|
| First Quarter 2012 | \$ 1.64 | \$ 0.65 |
| Second Quarter 2012 | 1.54 | 0.90 |
| Third Quarter 2012 | 1.35 | 0.71 |
| Fourth Quarter 2012 | 1.25 | 0.55 |
| First Quarter 2013 | \$ 1.26 | \$ 0.81 |
| Second Quarter 2013 | 1.30 | 0.70 |
| Third Quarter 2013 | 1.00 | 0.49 |
| Fourth Quarter 2013 | 0.69 | 0.43 |
| First Quarter 2014 | \$ 0.60 | \$ 0.36 |
| Second Quarter 2014 (as of May 30, 2014) | 0.58 | 0.26 |

Our Series D Preferred Stock is quoted on the OTCQB under the symbol “DPSIP”. There has been minimal reported trading to date in our Series D Preferred Stock.

Number of Stockholders

As of May 30, 2014, there were approximately 84 holders of record of our common stock.

Dividend Policy

Common Stock – The holders of our common stock are entitled to receive dividends if and when declared by our Board of Directors out of funds legally available for distribution. Any such dividends may be paid in cash, property or shares of our common stock.

We have not paid any dividends on our common stock since our inception, and it is not likely that any dividends on our common stock will be declared in the foreseeable future. Any dividends will be subject to the discretion of our Board of Directors, and will depend upon, among other things, our operating and financial condition and our capital requirements and general business conditions.

Preferred Stock - The holders of the Series A and Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, dividends at an annual rate of 8% of the stated value. Dividends shall be cumulative and shall accrue on each share of the outstanding Series A and B Preferred Stock from the date of its issue. Cumulative, undeclared dividends on our Series A Preferred and Series B Preferred Stock totaled \$383,000 and \$100,000 at March 31, 2014, respectively.

The Series D Preferred Stock entitles the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 8% of the Stated Value during the three year period commencing on the date of issue, and (ii) 12% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in Series D PIK Shares, in which event the applicable dividend rate will be 12% and the number of such Series D PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective Conversion Price or (y) the average volume weighted average price of our common stock for the five prior consecutive trading days. On April 16, 2013, we paid a cash dividend of \$154,186 on the Series D Preferred Stock for the period from the dates of issue to March 31, 2013. On July 16, 2013, we paid a cash dividend of \$140,454 on the Series D preferred Stock for the period from April 1, 2013 to June 30, 2013. On October 15, 2013, we paid a cash dividend of \$142,000 on the Series D preferred Stock for the period from July 1, 2013 to September 30, 2013. On January 1, 2014, the Board of Directors declared a PIK dividend payable in the form of 26,157 shares of Series D Preferred Stock. The dividends were payable to holders of record as of December 31, 2013 for accrued dividends for the period of October 1, 2013 to December 31, 2013. These shares were issued in April 2014. Additionally, on December 31, 2013, cash dividends of \$351 were accrued for fractional share dividends not paid-in-kind. On April 25, 2014, the Company paid a cash dividend of \$144,000 on the Series D Preferred Stock for the period from January 1, 2014 to March 31, 2014.

The Series E Preferred Stock entitles the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 10% of the Stated Value during the three year period commencing on the date of issue, and (ii) 14% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in shares of Series E Preferred Stock (“Series E PIK Shares”), in which event the applicable dividend rate will be 14% and the number of such Series E PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective Conversion Price or (y) the average volume weighted average price of the Company’s common stock for the five prior consecutive trading days. On January 1, 2014, the Board of Directors declared a PIK dividend payable in the form of 7,533 shares of Series E Preferred Stock. The dividends were payable to holders of record as of December 31, 2013 for accrued dividends for the period of October 1, 2013 to December 31, 2013. These shares were issued in April 2014. Additionally, on December 31, 2013, cash dividends of \$561 were accrued for fractional share dividends

not paid-in-kind. On April 25, 2014, the Company paid a cash dividend of \$103,000 on the Series E Preferred Stock for the period from January 1, 2014 to March 31, 2014.

Securities Authorized for Issuance under Equity Compensation Plans

In December 2010, the Company established the 2010 Stock Option Plan (the "Plan"). The Plan authorizes the issuance of 1,000,000 shares of common stock.

Under the Plan, common stock incentives may be granted to officers, employees, directors, consultants, and advisors. As of December 31, 2013, incentives under the Plan may be granted only in the form of non-statutory stock options and all stock options of Old DecisionPoint that were assumed by the Company became non-statutory options on the date of the assumption.

The Plan is administered by the Board of Directors, or a committee appointed by the Board of Directors, which determines recipients and the number of shares subject to the awards, the exercise price and the vesting schedule. The term of stock options granted under the Plan cannot exceed ten years. Options shall not have an exercise price less than 100% of the fair market value of the Company's common stock on the grant date, and generally vest over a period of five years. If the individual possesses more than 10% of the combined voting power of all classes of stock of the Company, the exercise price shall not be less than 110% of the fair market of a share of common stock on the date of grant.

Provided below is information regarding our equity compensation plans under which our equity securities are authorized for issuance as of December 31, 2013, subject to our available authorized shares.

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants, and rights (a) | Weighted-average exercise price of outstanding options (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|--|---|---|--|
| Equity compensation plans approved by security holders | 804,505 | \$ 1.39 | 195,495 |
| Equity compensation plans not approved by security holders | - | - | - |
| Total | 804,505 | \$ 1.39 | 195,495 |

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis is intended to help the reader understand the results of operations and financial condition of the business of DecisionPoint Systems, Inc. ("DecisionPoint", the "Company", "we", "us" or "our"). Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, the financial statements and the related notes thereto included elsewhere in this prospectus.

Non-GAAP Financial Measures

In the following discussion and analysis of results of operations and financial condition, certain financial measures may be considered "non-GAAP financial measures" under SEC rules. These rules require supplemental explanation and reconciliation, which is provided in this prospectus as applicable.

DecisionPoint's management uses the non-GAAP financial measure, "Adjusted Working Capital"; in their evaluation of business cash flow and financial condition. We consider this measure to reflect our 'cash' working capital position. It is the equivalent of our U.S. GAAP working capital position, after removing the accrual effect of current deferred assets and liabilities. We believe this non-GAAP financial measure provides us, and investors with a better understanding of the operating results and financial condition of our company.

Non-GAAP disclosures have limitations as analytical tools, should not be viewed as a substitute for measures of cash flow, operating earnings or financial condition determined in accordance with U.S. GAAP, and should not be

considered in isolation from or as a substitute for analysis of our results as reported under U.S. GAAP, nor are they necessarily comparable to non-GAAP financial measures that may be presented by other companies. Our supplemental presentation of Non-GAAP financial measures should not be construed as an inference that our future operating results or financial condition will be unaffected by any adjustments necessary to reconcile our Non-GAAP financial measures to measures determined in accordance with U.S. GAAP.

Overview

Business Overview

DecisionPoint enables its clients to “move decisions closer to the customer” by “empowering the mobile worker”. We define mobile workers as those individuals who are on the front line in direct contact with customers. These workers include field repair technicians, sales associates, couriers, public safety employees and millions of other workers that deliver goods and services throughout the country. Whether they are blue or white collar, mobile workers have many characteristics in common. Mobile workers need information, access to corporate resources, decision support tools and the ability to capture information and report it back to the organization.

DecisionPoint empowers these mobile workers through the implementation of various mobile technologies including specialized mobile business applications, wireless networks, mobile computers (for example, rugged, tablets, and smartphones) and a comprehensive suite of consulting, integration, deployment and support services.

At DecisionPoint, we deliver to our customers the ability to make better, faster and more accurate business decisions by implementing industry-specific, enterprise wireless and mobile computing systems for their front-line mobile workers, inside and outside of the traditional workplace. It is these systems that provide the information necessary for businesses to improve hundreds of the individual decisions made each day. Historically, critical information has remained locked away in the organization's enterprise computing systems, accessible only when employees are at their desks. Our solutions are designed to unlock this information and deliver it to employees when needed regardless of their location. As a result, our customers are able to move their business decision points closer to their customers which we believe in turn improves customer service levels, reduces cost and accelerates business growth.

Mobile computing capabilities and usage continue to grow. With choice comes complexity so helping our customers navigate the myriad of options is what we aim to do best. The right choice may be an off-the-shelf application or a custom business application to fit a very specific business process. DecisionPoint has the specialized resources and support structure to help our customers make the right choices, and then to deliver to those customers the hardware, software, connectivity and follow-up maintenance and other services that they need. We address the mobile application needs of customers in the retail, manufacturing, transportation, warehousing, distribution, logistics and other market segments. We continue to invest in building out our capabilities to support these markets and business needs. For example, in July 2012, we invested in the expansion of our custom software development capabilities through the acquisition of Illume Mobile in Tulsa, OK, which specializes in the custom development of specialized mobile business applications for Apple, Android and Windows Mobile devices. Additionally, through the acquisition of Illume Mobile we acquired a cloud-based, horizontal software application "ContentSentral" which manages and distributes multiple types of corporate content (for example, PDF, video, images, and spreadsheets) on mobile tablets used by field workers. We also substantially increased our software products expertise with the acquisition in June 2012 of Apex in Canada. The APEXWare™ software suite significantly expanded our field sales/service software offerings. APEXWare™ is a purpose-built mobile application suite well suited to the automation of field sales/service and warehouse workers. Additionally, we continue to expand our deployment and MobileCare support offerings. In 2012 we moved our headquarters location to a larger facility in Irvine, CA in order to accommodate the expansion of our express depot and technical support organizations. In 2013 we consolidated our East Coast depot facility into our larger facility in Irvine, CA in order to provide our East Coast customers with later service hours and to gain some economies of scale. We also continue to invest in our "MobileCare EMM" enterprise mobility management offering. We are continuing to extend our mobile device management ("MDM") offering from our historically ruggedized mobile computer customer base to address the growing use of consumer devices by clients and others and to support the Bring Your Own Device ("BYOD") and Bring Your Own Application ("BYOA") movements affecting commerce and our industry in general.

Recognizing that we cannot build every business application, we have developed an 'ecosystem' of partners to support the assembly and manufacturing provisions of our custom and off-the-shelf solutions. These partners include suppliers of mobile devices (Apple, Intermec and Motorola among others), wireless carriers (AT&T, Sprint, T-Mobile, Verizon), mobile peripheral manufacturers (Zebra Technologies Corporation, Datamax - O'Neil) and a large number of specialized independent software vendors such as AirWatch, VeriFone GlobalBay, XRS and Wavelink.

We have several offices throughout North America allowing us to serve multi-location clients and their mobile workforces. Additionally, we keep aware of potential acquisition candidates that could provide us with complementary products and service offerings, and make acquisitions when we identify sufficiently valuable opportunities.

Results of Operations

Three Months Ended March 31, 2014 and 2013

In the tables presented below, all dollar amounts have been rounded to the nearest million and all percentages are actual. Due to rounding, totals may not sum exactly.

| | Three Months Ended | | Increase/(Decrease) | |
|------------------------------|--------------------|---------|---------------------|---------|
| | March 31, | | | |
| | 2014 | 2013 | | |
| Net sales | \$ 16.7 | \$ 13.8 | \$ 2.9 | 21.3% |
| Gross profit | 3.6 | 2.8 | 0.7 | 26.6% |
| Total operating expenses | 3.7 | 5.0 | (1.3) | (26.0%) |
| Operating loss | (0.1) | (2.2) | (2.1) | (93.5%) |
| Net loss before income taxes | (0.1) | (2.4) | (2.3) | (96.3%) |

Net Sales

Net sales for the three month periods ended March 31, 2014 and 2013 are summarized below:

| | Three Months Ended | | Increase(Decrease) | |
|-----------------------|--------------------|---------|--------------------|--------|
| | March 31, | | | |
| | 2014 | 2013 | | |
| Hardware | \$ 11.5 | \$ 8.4 | \$ 3.2 | 38.1% |
| Professional services | 3.8 | 3.9 | (0.1) | (2.8%) |
| Software | 1.0 | 1.1 | (0.1) | (8.5%) |
| Other | 0.4 | 0.4 | (0.0) | (8.3%) |
| | \$ 16.7 | \$ 13.8 | \$ 3.0 | 21.3% |

Net sales were \$16.7 million for the three months ended March 31, 2014, compared to \$13.8 million for the three months ended March 31, 2013, an increase of \$2.9 million or 21.3%. The increase was driven principally by our hardware category, which grew by \$3.2 million, or 38.1% over the comparable period. The increase in hardware revenue was partially due to significant orders by several large retail customers in the first quarter of 2014. We also recognized higher revenues through the expansion of our customer base and continued ordering from customers acquired after the first quarter of 2013.

The improved economic conditions in the U.S. which had begun in the first half of 2010, and continued improvement throughout 2011 and 2012 had a positive effect on our sales in those years. Prior to 2010, major retail chains had deferred new technology implementation and delayed systems' refresh. Conversely, the economic environment in 2012 stabilized whereupon we benefitted from renewed interest and more importantly, fundamental need to implement new cost saving technology. During 2013, we experienced decreases in hardware sales revenue as we did not experience the same level of customer with new technology and system' refresh.

Cost of Sales

Cost of sales for the three months periods ended March 31, 2014 and 2013 is summarized below:

| | Three Months Ended | | Increase(Decrease) | |
|-----------------------|--------------------|---------|--------------------|---------|
| | March 31, | | | |
| | 2014 | 2013 | | |
| Hardware | \$ 9.3 | \$ 6.8 | \$ 2.6 | 38.1% |
| Professional services | 2.6 | 2.8 | (0.2) | (7.7%) |
| Software | 0.9 | 1.1 | (0.1) | (13.4%) |
| Other | 0.3 | 0.3 | (0.0) | (9.0%) |
| | \$ 13.1 | \$ 11.0 | \$ 2.2 | 19.7% |

The cost of sales line includes hardware costs, third party licenses, costs associated with third party professional services, salaries and benefits for project managers and software engineers, freight, consumables and accessories.

Cost of sales were \$13.1 million for the three months ended March 31, 2014, compared to \$11 million for the three months ended March 31, 2013, an increase of \$2.2 million or 19.7%. The increase in cost of sales for hardware of 38.1% for the three months ended March 31, 2014 compared to the similar period in 2013 was consistent with the hardware revenue increase. The decrease in cost of sales for professional services was 7.7%, much steeper than the revenue decline for professional services of 2.8% which was due to reductions in professional service personnel that we achieved as a component of our operational improvement efforts. The decrease in cost of sales for software of 13.4% for the three months ended March 31, 2014 compared to the similar period in 2013 was also steeper than the revenue decline for software of 8.5% and also related to professional service personnel reductions. The decrease in other cost of sales was negligible.

Gross Profit

Gross profit for the three month periods ended March 31, 2014 and 2013 is summarized below:

| | Three Months Ended | | Increase (Decrease) | |
|-----------------------|--------------------|-------------------|---------------------|-----------|
| | March 31, 2014 | March 31, 2013 | | |
| Hardware | \$ 2.2 | \$ 1.6 | \$ 0.6 | 38.2% |
| Professional services | 1.2 | 1.1 | 0.1 | 9.1% |
| Software | 0.0 | (0.0) | 0.1 | (1125.0%) |
| Other | 0.1 | 0.1 | (0.0) | (19.5%) |
| | \$ 3.6 | \$ 2.8 | \$ 0.8 | 26.6% |

Our gross profit was \$3.6 million for the three months ended March 31, 2014, compared to \$2.8 million for the similar period ended March 31, 2013, an increase of \$0.8 million or 26.6%. Our gross margin percent increased by 90 basis points to 21.4% in the first quarter of 2014, from 20.5% in the comparable period of 2013. The increase in gross profit percentage was due to the continued implementation of cost controls for the products and services that we resell. In particular, we realized higher margins on our professional services and software offerings, which were positively affected by cost reductions.

Selling, General and Administrative Expenses

| | Three Months Ended | | Increase/(Decrease) | |
|--|--------------------|-------------------|---------------------|---------|
| | March 31, 2014 | March 31, 2013 | | |
| Selling, general and administrative expenses | \$ 3.7 | \$ 5.0 | \$ (1.3) | (26.0%) |
| As a percentage of sales | 22.2% | 36.5% | | (14.2%) |

Selling, general and administrative expenses was \$3.7 million for the three months ended March 31, 2014, compared to \$5.0 million for the similar period in the prior year. This represents a decrease of \$1.3 million, or 26.0%. The decrease was due to significant efforts to streamline our business model. These efforts included, consolidation of our East Coast depot facility in to our larger California facility, reduction of outsourced consulting expertise where unnecessary and the replacement of certain service providers with lower cost providers. We have also consolidated administrative personnel and reduced staffing levels by 29% from April 2013 through February 2014, constituting annual savings of \$3 million. These activities have reduced the expense structure of our business significantly. We are focused on continuing to improve processes and reduce costs.

We account for a portion of our depreciation and amortization expense as cost of sales, and the remainder as selling, general and administrative expense. Depreciation and amortization for the three-month periods ended March 31, 2014 and 2013 is summarized below:

| | 2014 | 2013 | Increase/(Decrease) | |
|--|--------|--------|---------------------|--------|
| Depreciation and amortization | | | | |
| In cost of sales | \$ 0.2 | \$ 0.2 | \$ 0.0 | 4.9% |
| In selling, general and administrative expense | 0.3 | 0.3 | (0.0) | (9.3%) |
| Total depreciation and amortization | \$ 0.5 | \$ 0.5 | \$ (0.0) | (3.3%) |
| As a percentage of sales | 2.8% | 3.5% | | (0.7%) |

The reduction in depreciation and amortization accounted for as selling, general and administrative expense was principally as a result of a decrease in the amortization of intangible assets.

Interest Expense

Interest expense, which arises from our outstanding balances under our lines of credit and from our outstanding subordinated debt, was \$207,000 for the three months ended March 31, 2014, compared to \$226,000 for the similar period in the prior year. The \$19,000 decrease in interest expense reflected a decrease in our average outstanding general debt obligations during the three months ended March 31, 2014 compared to the similar period in the prior year.

Year Ended December 31, 2013 and 2012

For comparison purposes, all dollar amounts have been rounded to nearest million while all percentages are actual.

| | Year ended December 31, | | Increase/(Decrease) | |
|--|-------------------------|----------|---------------------|--------|
| | 2013 | 2012 | | |
| Total revenue | \$ 60.7 | \$ 71.5 | \$ (10.8) | -15.1% |
| Gross profit | \$ 12.7 | \$ 15.0 | \$ (2.3) | -15.4% |
| Total operating expenses | \$ 17.5 | \$ 18.2 | \$ (0.6) | -3.5% |
| Loss from operations | \$ (4.8) | \$ (3.1) | \$ 1.7 | 54.1% |
| Loss before provision for income taxes | \$ (5.4) | \$ (4.0) | \$ 1.4 | 35.7% |
| Net loss attributable to common shareholders | \$ (7.8) | \$ (4.8) | \$ 3.0 | 61.9% |

Total Revenue

Revenues for the years ended December 31, 2013 and 2012 is summarized below:

| | Year ended December 31, | | Increase (Decrease) |
|-----------------------|-------------------------|---------|------------------------|
| | 2013 | 2012 | |
| Hardware | \$ 38.0 | \$ 48.5 | -21.8% |
| Professional services | 16.7 | 16.4 | 1.7% |
| Software | 4.4 | 4.5 | -1.8% |
| Other | 1.6 | 2.1 | -21.6% |
| | \$ 60.7 | \$ 71.5 | -15.1% |

Revenues were \$60.7 million for the year ended December 31, 2013, compared to \$71.5 million for the same period ended December 31, 2012, a decrease of \$10.8 million or 15.1%. Revenues for Apex and Illume Mobile for the years ended 2013 and December 31, 2012 were \$2.5 million, \$1.0 million, and \$1.1 million, \$0.4 million, respectively. Excluding the impact of Apex and Illume Mobile acquisitions in 2012, revenues decreased by \$12.8 million, or 18.2% over the prior year with the largest decrease occurring in hardware sales where sales decreased by 21.8%.

The improved economic conditions in the U.S. which had begun in the first half of 2010, and continued improvement throughout 2011 and 2012 have had a positive effect on our sales. The economic environment in 2012 stabilized whereupon we benefitted from renewed interest and more importantly, fundamental need to implement new cost saving technology. As a result, the 20.4% increase in hardware revenues for the year ended December 31, 2012 compared to the same period in 2011 was due to the increase in system upgrades of mobile computing at the retail level for some of our largest customers. With respect to the substantial decrease of hardware sales of 21.8% in 2013 as compared to 2012, major retail chains are coming off 2012 where the improved economic environment in some areas had driven refresh cycles by customers. Additionally, some customers have delayed purchases that we would have expected to be made in 2013 as they are evaluating various options for competing operating platforms. The increase in professional services for the year ended December 31, 2013 compared to the same period in 2012 of 1.7% relates to custom mobile application development, including deployment and staging services to support our customer's technology upgrades. Our software revenues for the year ended December 31, 2013 compared to the same period in 2012 was relatively stable. The decrease in other revenues relates to a reallocation of corporate resources

away from the lower volume for consumables and towards the professional services business.

Cost of Sales

Cost of sales for the years ended December 31, 2013 and 2012 is summarized below:

| | Year ended December 31, | | Increase (Decrease) |
|-----------------------|-------------------------|---------|------------------------|
| | 2013 | 2012 | |
| Hardware | \$ 31.0 | \$ 40.2 | -22.8% |
| Professional services | 11.3 | 11.3 | 0.4% |
| Software | 4.5 | 3.7 | 20.5% |
| Other | 1.2 | 1.3 | -11.2% |
| | \$ 48.0 | \$ 56.5 | -15.0% |

The types of expenses included in the cost of sales line are hardware costs, third party licenses, costs associated with third party professional services, salaries and benefits for project managers and software engineers, freight, consumables and accessories.

Cost of sales were \$48.0 million for the year ended December 31, 2013, compared to \$56.5 million for the same period ended December 31, 2012, a decrease of \$8.5 million or 15.0%. The decrease in cost of sales for hardware of 22.8% for the year ended December 31, 2013 compared to the same period in 2012 was slightly higher than the hardware revenue decrease due the change in product mix of hardware items. The cost of sales for professional services from the year ended December 31, 2013 was comparable to the year ended December 31, 2012 and increased by only 0.4%. The increase in cost of sales for professional services of 0.4% was 1.3% lower than the revenue decline of 1.7% and was due to increased professional service personnel costs associated with the carry-over of revenue growth from the prior year. The increase in cost of sales for software of 20.5% for the year ended December 31, 2013 compared to the same period in 2012 was related to amortization of intangible assets associated with the Apex and Illume Mobile acquisitions. The decrease in other cost of sales of 11.2% for the year ended December 31, 2013 relates to the decrease in the other revenues.

Gross Profit

Gross profit for the years ended December 31, 2013 and 2012 is summarized below:

| | Year ended December 31, | | Increase (Decrease) | |
|-----------------------|-------------------------|---------|------------------------|---------|
| | 2013 | 2012 | | |
| Hardware | \$ 7.0 | \$ 8.3 | \$ (1.3) | -15.7% |
| Professional services | 5.4 | 5.1 | 0.3 | 5.9% |
| Software | (0.1) | 0.8 | (0.9) | -112.5% |
| Other | 0.4 | 0.8 | (0.4) | -50.2% |
| | \$ 12.7 | \$ 15.0 | \$ (2.3) | -15.3% |

Our gross profit was \$12.7 million for the year ended December 31, 2013, compared to \$15.0 million for the same period ended December 31, 2012, a decrease of \$2.3 million or 15.3%. Our gross margin percentage of 21.0% in 2013 is comparable to the same period of 2012. The decrease in gross profit of \$2.3 million was driven by the decrease in overall revenue of \$10.8 million. In addition, the decrease in gross profit was partly due to the increase of \$300,000 in amortization of intangible assets associated with Apex and Illume Mobile acquisitions as 2013 reflected a full year of amortization for such intangibles. Additionally, we have continued to implement increased cost control for the products and services which we resell, our professional service costs were positively impacted by our better utilization associated with greater recognized revenue from these services in the current twelve months and therefore, we realized higher margins on those services. The gross profit for professional services increased by \$0.3 million, or 5.9% over the prior comparable period. The gross profit margin for software decreased by \$0.9 million, to (\$0.1) million for the year ended December 31, 2013. The gross profit for hardware decreased by \$1.3 million, or 15.7% over the prior year comparable period and was driven by a mix change.

Selling, General and Administrative Expenses

| | Year ended December 31, | | Increase/(Decrease) | |
|--|-------------------------|---------|---------------------|-------|
| | 2013 | 2012 | | |
| Selling, general and administrative expenses | \$ 18.3 | \$ 18.2 | \$ 0.1 | 0.8% |
| Adjustment to earn-out obligations | \$ (0.8) | \$ - | (0.8) | |
| Total operating expenses | \$ 17.5 | \$ 18.2 | (0.70) | -3.7% |
| As a percentage of sales | 28.9% | 25.4% | | |

Selling, general and administrative expenses, excluding the adjustment to earn-out obligations, were \$18.3 million for the year ended December 31, 2013, compared to \$18.2 million for the same period in the prior year. This represents an increase of \$0.1 million, or 0.8%. The change was due to the increase in sales salary related expenses of \$1.5 million over the prior year comparable period, of which part relates to the expansion of the sales force in the U.S. tasked with bringing the APEXWare™ product to the U.S. market. Warehouse related expenses increased by \$0.3 million over the prior year comparable period and was primarily associated with Apex and Illume Mobile acquisitions in 2013 reflected a full year of expenses. Offset to the increased selling, general and administrative expenses noted above were expense reduction measures to include, but not limited to, consolidation of information technology environments, consolidation of our east coast depot facility in to our larger California facility, reduction of outsourced consulting expertise where unnecessary and replacing certain service providers with lower cost providers. As a result of some of these measures, we recognized reductions in professional fees of \$0.9 million and legal expenses of \$0.4 million. We also recognized reductions in other miscellaneous expenses of \$0.4 million, of which approximately \$0.2 million related to personnel reductions. We consolidated administrative personnel and reduced staffing levels by 29% from April 2013 through February 2014, constituting annual future savings of \$3 million. The result of these activities has reduced the expense structure of the consolidated business significantly. The Company is focused on improving processes and continuing cost reduction efforts.

The adjustment to earn-out obligations were \$0.8 million for the year ended December 31, 2013. The fair value of the Apex earn-out was calculated to be approximately CDN\$1,076,000 (US\$1,033,000 at the closing date). At September 30, 2013, the calculated earn-out payment due under the Apex purchase agreement was CDN\$341,000 (\$US\$331,000). The adjustment of CDN\$735,000 (US\$713,000) was recorded as a separate component of operating expenses in the consolidated statement of operations and comprehensive loss as of December 31, 2013. The fair value of the Illume Mobile earn-out payment was calculated to be approximately \$107,000 at the closing date. At September 30, 2013, the calculated earn-out payment due under the Illume purchase agreement was zero. The adjustment of \$107,000 was recorded as a separate component of operating expenses in the consolidated statement of operations and comprehensive loss as of December 31, 2013.

| | Year ended December 31, | | Increase/(Decrease) | |
|-------------------------------------|-------------------------|--------|---------------------|-------|
| | 2013 | 2012 | | |
| Depreciation and amortization | | | | |
| In cost of sales | \$ 0.8 | \$ 0.5 | \$ 0.3 | 59.9% |
| In operating expenses | 1.2 | 1.0 | 0.2 | 11.4% |
| Total depreciation and amortization | \$ 2.0 | \$ 1.6 | \$ 0.4 | 27.3% |
| As a percentage of sales | 3.3% | 2.2% | | |

Finance and administration expenses saw an increase in amortization of intangible assets as a result of the Apex and Illume acquisitions in 2012. Amortization expense of intangible assets for the years ended December 2013 and 2012, totaled \$1.9 million and \$1.5 million, respectively.

Interest Expense

Interest expense, which is related to our line of credit, subordinated debt and our obligations with related parties, was \$959,000 for the year ended December 31, 2013, compared to \$998,000 for the same period ended December 31, 2012. The \$39,000, or 3.9% decrease in interest expense was the result of decreased general debt obligations outstanding in 2013 compared to the prior year. In the second half of 2013, interest expense decreased by \$173,000, or 26.6% over the comparable period in the prior year.

Other (Income) Expense

Other (income) expense for the years ended December 31, 2013 and 2012, totaled \$(38,000) and \$(116,000), respectively. During 2013, we recognized a \$296,000 favorable adjustment to the fair value of our warrant liabilities.

Liquidity and Capital Resources

Going Concern Matters

Our consolidated financial statements were prepared on a going concern basis in accordance with U.S. GAAP. The going concern basis of presentation assumes that we will continue in operation for the next twelve months and will be able to realize our assets and discharge our liabilities and commitments in the normal course of business and do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from our inability to continue as a going concern. Our history of losses, working capital deficit, capital deficit, minimal liquidity and other factors raises substantial doubt about our ability to continue as a going concern. In order for us to continue operations beyond the next twelve months and be able to discharge our liabilities and commitments in the normal course of business, we must do some or all of the following: establish profitable operations through increased sales, successfully implement cost cutting measures, avoid further unforeseen expenses, potentially raise additional equity or debt capital, and successfully refinance our

current debt obligations when they come due in February of 2015. There can be no assurance that we will be able to achieve sustainable profitable operations or obtain additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to us.

If we continue to incur operating losses and do not raise sufficient additional capital, material adverse events may occur including, but not limited to: 1) a reduction in the nature and scope of our operations, 2) our inability to fully implement our current business plan and 3) continued defaults under our various loan agreements. A covenant default would give the bank the right to demand immediate payment of all outstanding amounts which we would not be able to repay out of normal operations. There can be no assurances that we will be able to successfully improve our liquidity position. Our consolidated financial statements do not do not reflect any adjustments that might be required resulting from the adverse outcome relating to this uncertainty.

Cash and Capital Resources

Although we have historically experienced losses, a material part of those losses have been from non-cash transactions. In connection with these losses, we have accumulated substantial net operating loss carry-forwards to set off against future taxable income. In order to maintain normal operations for the foreseeable future, generate taxable income and make use of our net operating loss carry-forwards, we must continue to have access to our lines of credit, become profitable and access additional equity or debt capital. There can be no assurance that we will become profitable or that we can continue to raise the additional funds required to continue our normal operations.

Funds generated by operating activities and our credit facilities continue to be our most significant sources of liquidity. We believe that our strategic shift to higher margin field mobility solutions with additional APEXWare™ software and professional service revenues will improve our results as general economic conditions continue to improve.

In the quarter ended March 31, 2014, we experienced an increase in net sales of \$2.9 million, or 21.3% compared to the quarter ended March 31, 2013, and a \$2.1 million, or 14.2% increase in revenue compared to the previous sequential quarter ended December 31, 2013. Nevertheless, we had a substantial working capital deficit totaling \$9.8 million at March 31, 2014. Although a portion of this deficit is associated with deferred costs and unearned revenues and with term debt that has been classified current due to expected future covenant violations (see Note 8, Term Debt of the Notes to the Unaudited Condensed Consolidated Financial Statements), our liabilities that are expected to be satisfied in the foreseeable future in cash far exceed our receivables and other assets that are expected to be satisfied in cash. In addition, as a consequence of our recent historical results of operations, availability under our credit line has contracted and our overall liquidity has become constrained.

For the year ended December 31, 2013, our revenue decreased approximately 15.1%, compared to the year ended December 31, 2012, due to the lower level of retail customers system refreshes and system implementations. Excluding the impact of Apex and Illume Earn-Out adjustment, we had a \$0.1 million increase in selling, general and administrative expenses in 2013 compared to 2012, partly due to inclusion of the results from Apex and Illume Mobile along with increased selling expenses of bringing the APEXWare™ product to the U.S. market, professional expenses and investor relations expenses related to being a public company along with an increase in amortization expense of intangible assets, all resulted in higher operating loss for 2013.

In the year ended December 31, 2013, we experienced a decrease in revenue of \$10.8 million compared to the year ended December 31, 2012. In 2013, we incurred approximately \$2.5 million in increased expenses due to professional fees relating to capital raising activities, the registration of common shares as a result of the Series D Preferred Stock offering, Series E Preferred Stock offering, common stock private placement and associated audit fees, and other matters such as employee termination costs. We experienced a net loss of \$5.2 million which were far in excess of the internal forecast maintained by the management team. In addition, we have a substantial working capital deficit totaling \$(9.9) million at December 31, 2013. Although a portion of this deficit is associated with deferred costs and unearned revenues and term debt that has been classified current due to expected future covenant violations (see Note 10 – “Term Debt” in the accompanying Notes to the Consolidated Financial Statements), our liabilities that are expected to be satisfied in the foreseeable future in cash far exceed the operating assets that are expected to be satisfied in cash. As a result, the availability under our credit line has contracted significantly and our overall liquidity has become significantly constrained.

On August 15, 2013, we entered into a securities purchase agreement (the “August 2013 Purchase Agreement”) with accredited investors for the sale of common stock for gross proceeds of \$1,756,400 (including \$100,000 from management and existing shareholders of the Company) for 2,927,333 shares of common stock. The effective price of the offering was \$0.60 per share of common stock. An initial closing for \$1,556,400 was held on August 15,

2013. The final closing for \$200,000 was held on August 21, 2013. Additionally, pursuant to the August 2013 Purchase Agreement, the Company issued 1,463,667 warrants to accredited investors at an initial exercise price of \$1.00 per share. Further, the Company issued 292,833 warrants to the placement agent at an initial exercise price of \$0.60 per share. The warrants received liability accounting treatment under existing technical standards. We received net proceeds of approximately \$1.5 million from the offering, after deducting the placement agent's fees of 10% and other offering expenses of approximately \$256,000, of which \$1.1 million was recorded as a warrant liability.

In November 2013, we entered into a securities purchase agreement ("Series E Purchase Agreement") with accredited investors for the sales of \$4,090,000 in gross proceeds for 409,000 shares of Series E Convertible Preferred Stock ("Series E Preferred Shares") for a purchase price of \$10.00 per share. The Conversion Price is \$0.50, subject to adjustment in the event of stock splits, stock dividends and similar transactions, and in the event of subsequent equity sales at a lower price per share, subject to certain exceptions. The Company received net proceeds of approximately \$3.5 million from the closings, after deducting the placement agent's fees of 8% and other offering expenses of approximately \$590,000 (before reduction of the fair value of placement agent warrants of \$278,000). The Company issued to the placement agent five-year warrants to purchase 818,000 shares of our common stock (equal to 10% of the number of shares of common stock underlying the Series E Preferred Shares sold under the Series E Purchase Agreement) at an exercise price of \$0.55 per share, in connection with the Series E Purchase Agreement initial closing.

To address liquidity constraints, we have reduced non-essential expenses. Such expense reductions include, but are not limited to, the consolidation of information technology environments, the consolidation of our East Coast depot facility in to our larger California facility, the reduction of outsourced consulting expertise where unnecessary and the replacement of certain service providers with lower cost providers. We have also consolidated administrative personnel and reduced staffing levels by 29% from April 2013 through February 2014, constituting annual savings of approximately \$3 million. These activities have reduced the expense structure of our business significantly. We are focused on continuing to improve processes and reduce costs. We have no plans to seek additional capital through the sale of our securities unless deemed necessary. Should additional financing be needed, there is no assurance that such amounts will be available on terms acceptable to us, or at all. If we raise additional funds by selling additional shares of our capital stock, or securities convertible into shares of our capital stock, the ownership interests of our existing common stockholders will be diluted.

During 2012, 2013 and the first quarter of 2014, all principal and interest payments on our term debt were made within payment terms.

As a matter of course, we do not maintain significant cash balances on hand because we have availability under our lines of credit. Typically, we use any excess cash to repay the then outstanding line of credit balance. As long as we continue to generate revenues and meet our financial covenants, we are permitted to draw down on our SVB line of credit to fund our normal working capital needs. Our line of credit has a borrowing capacity of up to \$10 million and is due February 2015. As of March 31, 2014 and December 31, 2013, the outstanding balance on our SVB line of credit was approximately \$3.7 and \$3.9 million, respectively, and the interest rate was 7.0%. As of March 31, 2014, there was \$2.8 million available under the SVB line of credit. The line of credit has a certain financial covenant and other non-financial covenants. The minimum Tangible Net Worth requirement of \$8.7 million deficit is to be reduced by one half of any funds raised through sales of common stock (as only 50% of additional capital raises are given credit in the Tangible Net Worth calculation). As of March 31, 2014 and December 31, 2013, the Company was in compliance with the tangible Net Worth financial covenant and had available a \$0.5 million and \$0.8 million cushion over the requirement, respectively. The Company believes that at the time of this filing it is compliant with the terms and provisions of its SVB lending agreement. Should the Company continue to incur losses in a manner consistent with its recent historical financial performance, the Company will violate this covenant without additional net capital raises in amounts that are approximately twice the amount of the losses incurred.

The Company has \$0.9 million of term debt with the Royal Bank of Canada (the "RBC Term Loan"), \$1.5 million of term debt with the BDC (the "BDC Term Loan") and \$0.6 million of term debt with SVB (the "SVB Term Loan"). For more information regarding these Term Loans, please see our Annual Report on Form 10-K filed with the SEC on March, 31, 2014. All three Term Loans have financial covenants. The Company was in compliance with the covenants of these Term Loans except for the RBC Term Loan, for which it was not in compliance at March 31, 2014 and December 31, 2013. Although the Company believes it is not likely that RBC will exercise their rights up to, and including, acceleration of the outstanding debt, there can be no assurance that RBC will not exercise their rights pursuant to the provisions of the debt obligation. Accordingly, the Company has classified the term debt obligation as current at March 31, 2014 and December 31, 2013.

On February 27, 2013, we obtained an additional \$1.0 million term loan from SVB (see below under "2013 Financing").

As part of the Apex Purchase Agreement, from the Closing Date up until the expiry of the bonus period, under that agreement we are obligated to escrow 25% of any Equity Capital raised in excess of \$500,000. The funds in the escrow are to be used to pay the 2013 EBITDA Basic Earn-Out, the 2013 EBITDA Additional Earn-Out and the additional bonus consideration. In December 2012, the Company raised \$7,042,000 as part of its Series D preferred stock offering. In August 2013, the Company raised \$1,756,000 issuing common stock. In November 2013, the Company raised \$4,090,000 as part of its Series E preferred stock offering. None of these funds have been placed into escrow pending agreement between the Company and the sellers of Apex regarding the financial institution that will escrow the funds, the amount of funds that are to be placed into escrow and the escrow agreement itself.

In the last five complete years of operations from 2009 through 2013, we have not experienced any significant effects of inflation on our product and service pricing, revenues or our income from continuing operations.

As referred to above under the heading "Non-GAAP Financial Measures," we monitor our 'cash' working capital position after removing the accrual effect of current deferred assets and liabilities. We refer to this non-GAAP financial measure as our "Adjusted Working Capital". We believe this non-GAAP financial measure provides us, and investors, with a better understanding of the operating results and financial condition of our company.

Adjusted Working Capital at March 31, 2014 and December 31, 2013 are computed as follows (in thousands):

| | March 31, 2014 | December 31, 2013 |
|---|-------------------|-------------------------|
| Current assets | \$ 16,156 | \$ 16,912 |
| Current liabilities | 25,973 | 26,788 |
| Working capital - U.S. GAAP | (9,817) | (9,876) |
| Deferred costs | (3,984) | (3,809) |
| Deferred revenue | 7,614 | 7,481 |
| Adjusted working capital - Non-GAAP measure | \$ (6,187) | \$ (6,204) |

As of December 31, 2013, we had cash of approximately \$0.6 million. We have used, and plan to use, such cash for general corporate purposes, including working capital.

As of December 31, 2013, we had negative working capital of \$9.9 million and total stockholders' deficit of (\$0.9) million. As of December 31, 2012, we had negative working capital of \$9.1 million and total stockholders' equity of \$0.9 million. We experienced a net loss of \$5.2 million for the year ended December 31, 2013. Although a portion of this working capital deficit is associated with deferred costs and unearned revenues and term debt that has been classified current due to expected future covenant violations (see further discussion at Note 10 – "Term Debt" in the accompanying Notes to the Consolidated Financial Statements), the liabilities of the Company that are expected to be satisfied in the foreseeable future in cash exceed the operating assets that are expected to be satisfied in cash.

Adjusted Working Capital at December 31, 2013 and 2012 are computed as follows (in thousands):

| | December 31, | |
|---|--------------|------------|
| | 2013 | 2012 |
| Current assets | \$ 16,912 | \$ 18,708 |
| Current liabilities | 26,788 | 27,801 |
| Working capital – GAAP | (9,876) | (9,093) |
| Deferred cost | (3,809) | (3,955) |
| Deferred revenue | 7,481 | 7,409 |
| Adjusted working capital - non-GAAP measure | \$ (6,204) | \$ (5,639) |

2014 Financing

We have not engaged in any securities issuances or other material capital raising in the first quarter of 2014.

2013 Financing

Silicon Valley Bank Financing

On February 27, 2013, we and Silicon Valley Bank ("SVB"), entered into an Amendment (the "Amendment") to Loan and Security Agreement, which amended the terms of the Loan and Security Agreement dated as of December 15, 2006 (as amended, the "Loan Agreement"). Pursuant to the Amendment, SVB made a new term loan to us on February 27, 2013, of \$1,000,000 ("Term Loan II"). Repayment of Term Loan II, together with accrued interest thereon, is due in 36 monthly installments commencing on the first day of the month following the month in which the funding date of Term Loan II occurred.

Pursuant to the Amendment, the Loan Agreement was amended to provide that the revolving credit line thereunder will accrue interest at an annual rate equal to 3.75 percentage points above the Prime Rate, which may be further reduced to 3.25 percentage points above the Prime Rate after we achieve two consecutive fiscal quarters (beginning with any fiscal quarter ending on or after March 31, 2013) of profitability. In addition, the maturity date of the revolving credit line under the Loan Agreement was extended to February 28, 2015, the principal amount outstanding under the Term Loan under the Loan Agreement will accrue interest at a fixed annual rate equal to 9.0%, the principal amount outstanding under the Term Loan II will accrue interest at a fixed annual rate equal to 7.5%, and we agreed to pay an anniversary fee of \$100,000 on February 28, 2014.

The Amended SVB Loan Agreement includes various customary covenants, limitations and events of default. Financial covenants, among others, include liquidity and fixed charge coverage ratios, minimum tangible net worth

requirements and limitations on indebtedness. As of December 31, 2012, we were in compliance with all of its financial covenants with SVB. As of May 31, 2013 and June 30, 2013, we were not in compliance with the Tangible Net Worth covenant as defined in the Amended SVB Loan Agreement. On August 16, 2013, we signed an agreement (“Forbearance Agreement”) where SVB agreed to temporarily forbear from exercising their rights and remedies under the facility until August 28, 2013 and agreed to waive the existing covenant violations if a gross capital raise of \$1.5 million is completed by such date. We completed the capital raise and were able to achieve compliance with the forbearance agreement prior to August 28, 2013. Except for any capital raises through August 28, 2013, the minimum Tangible Net Worth requirement of a \$(9.7) million deficit will be further reduced by one half of any funds raised through sales of common stock (as only 50% of additional capital raises are given credit in the Tangible Net Worth calculation). In November 2013, we entered into a definitive subscription agreement with accredited investors for the sale of Series E Preferred Stock, raising \$4.1 million in gross proceeds (exclusive of \$875,000 in costs). In November 2013, the SVB Loan Agreement was amended whereby the minimum Tangible Net Worth requirement of a \$(9.7) million deficit was reduced by 25% of funds raised in the sale of Series E Preferred stock to a \$(8.7) million deficit. As of December 31, 2013, we were in compliance with the Tangible Net Worth financial covenant and had available a \$0.8 million cushion over the requirement. We currently believe that at the time of this filing we are compliant with the terms and provisions of our SVB lending agreement and expect to continue to meet the requirements of our SVB financial covenants over the short and long term. Should we continue to incur losses in a manner consistent with our recent historical financial performance, we will violate this covenant without additional net capital raises in amounts that are approximately twice the amount of the losses incurred.

Common Stock Private Placement

On August 15, 2013, we entered into a Securities Purchase Agreement (the “August 2013 Purchase Agreement”) with multiple accredited investors relating to the issuance and sale of common stock in a private offering. On August 15, 2013, the initial closing date (the “August 2013 Initial Closing”) of the August 2013 Purchase Agreement, we sold (i) an aggregate of 2,594,000 shares of our common stock for \$0.60 per share and (ii) common stock purchase warrants (the “August 2013 Investor Warrants”) for the purchase of an aggregate of 1,297,000 shares for aggregate gross proceeds of \$1,556,400. The August 2013 Investor Warrants have a five-year term, an initial exercise price of \$1.00 and contain certain provisions for anti-dilution and price adjustments in the event of a future offering.

On August 21, 2013, the final closing date (the “August 2013 Final Closing”) of the August 2013 Purchase Agreement, we sold (i) an aggregate of 333,333 shares of our common stock for \$0.60 per share and (ii) 166,667 August 2013 Investor Warrants for aggregate gross proceeds of \$200,000.

For a period commencing on the August 2013 Initial Closing and terminating on a date which is 24 months from the August 2013 Initial Closing, in the event we issue or grant any shares of common stock or securities convertible, exchangeable or exercisable for shares of common stock pursuant to which shares of common stock may be acquired at a price less than \$0.60 per share, then we shall promptly issue additional shares of common stock to the investors under the August 2013 Purchase Agreement in an amount sufficient that the subscription price paid, when divided by the total number of shares issued (shares purchased under the August 2013 Purchase Agreement plus the additional shares issued under this provision), will result in an actual price paid by the investor per share of common stock equal to such lower price.

On December 10, 2013, the Company issued 585,467 shares of its common stock as a result of the anti-dilution adjustment triggered by the sale of Series E Preferred Shares. The shares were valued at \$263,000 and were recorded as deemed dividend as of December 31, 2013.

If we at any time while the August 2013 Investor Warrants are outstanding, shall sell or grant an option to purchase, or sell or grant any right to reprice, or otherwise dispose of or issue any common stock or securities convertible, exchangeable or exercisable for shares of common stock, at an effective price per share less than the exercise price of the Investor Warrants then in effect, the exercise price of the Investor Warrants will be reduced to equal to such lower price.

As a result of the sale of Series E Preferred Shares, the exercise price of the August 2013 Investor Warrants was reduced to \$0.50 per share on November 12, 2013.

Pursuant to the August 2013 Purchase Agreement, we agreed to, within 30 days of August 21, 2013, file a registration statement (the “Common Stock Registration Statement”) with the Securities and Exchange Commission covering the re-sale of the common shares and the shares of common stock underlying the August 2013 Investor Warrants. We also agreed to use our best efforts to have the Common Stock Registration Statement become effective as soon as possible after filing (and in any event within 120 days of the filing of such Common Stock Registration Statement. If the Common Stock Registration Statement is not declared effective within the requisite period of time, a partial liquidated damage equal to 2% of the purchase price paid by each investor shall be payable on each monthly anniversary until it becomes effective. In no event shall the partial liquidated damage exceed 10% of the purchase price paid by each investor. On October 4, 2013, the Common Stock Registration Statement was declared effective by the SEC.

We paid the placement agent \$175,600 in commissions (equal to 10% of the gross proceeds), and issued to the placement agent five-year warrants (the “August 2013 Placement Agent Warrants”) to purchase 292,733 shares of our

common stock (equal to 10% of the number of shares of common stock sold under the August 2013 Purchase Agreement). The August 2013 Placement Agent Warrants have a five-year term, an initial exercise price of \$0.60 and contain provisions for anti-dilution and price adjustments in the event of a future offering.

If we at any time while the August 2013 Placement Agent Warrants are outstanding, shall sell or grant an option to purchase, or sell or grant any right to reprice, or otherwise dispose of or issue any common stock or securities convertible, exchangeable or exercisable for shares of common stock, at an effective price per share less than the exercise price of the August 2013 Placement Agent Warrants, the exercise price of the August 2013 Placement Agent Warrants then in effect will be reduced to equal to such lower price. As a result of the sale of Series E Preferred Shares described below, the conversion price of the August 2013 Placement Agent Warrants was reduced to \$0.50 per share on November 12, 2013.

We recorded the August 2013 Investor Warrants and August 2013 Placement Agent Warrants as a liability (see further disclosure at Note 4 – “ Warrant Liability ” in the accompanying Notes to the Consolidated Financial Statements)). Accordingly, the net proceeds raised (\$1.7 million in gross offering proceeds, net of \$0.2 million in cost) were allocated to the fair value of the warrant liability of \$1.1 million and the remainder was recorded as equity (\$0.4 million).

As a result of the August 2013 Private Placement closed on August 15, 2013 and August 21, 2013, the Conversion Price of the Series D Preferred Stock was reduced to \$0.90. As a result of the Series E Purchase Agreement closed on November 12, 2013 and November 22, 2013, the Conversion Price of the Series D Preferred Stock was reduced to \$0.71. As a result of the reduction in conversion price, the Company recorded a contingent beneficial conversion feature dividend of \$1.3 million.

Preferred Series E Private Placement

On November 12, 2013, we entered into and closed a securities purchase agreement (the “Series E Purchase Agreement”) with accredited investors (the “Investors”), pursuant to which the Company sold an aggregate of 383,500 shares of Series E Preferred Stock (the “Series E Preferred Shares”) for a purchase price of \$10.00 per share, for aggregate gross proceeds of \$3,835,000 (the “Series E First Closing”).

We retained Taglich Brothers, Inc. (the “Series E Placement Agent”) as the placement agent for the Series E First Closing. We paid the Series E Placement Agent \$306,800 in commissions (equal to 8% of the gross proceeds), and issued to the Series E Placement Agent five-year warrants (the “Series E Placement Agent Warrants”) to purchase 767,000 shares of common stock (equal to 10% of the number of shares of common stock underlying the Series E Preferred Shares sold under the Series E Purchase Agreement) at an exercise price of \$0.55 per share, in connection with the Series E First Closing. In addition, we will pay Sigma Capital Advisors \$115,050 (equal to 3% of the gross proceeds from the Series E First Closing) as a finder’s fee.

On November 22, 2013, we sold an additional 25,500 shares of Series E Preferred Stock to accredited investors for a purchase price of \$10.00 per share, for aggregate gross proceeds of \$255,000 (the “Series E Second Closing”, and together with the Series E First Closing, the “Series E Closings”) pursuant to the Series E Purchase Agreement for an aggregate of 409,000 shares of Series E Preferred Stock sold. The Series E Placement Agent acted as the placement agent for the Series E Second Closing as well. We paid the Series E Placement Agent \$20,400 in commissions (equal to 8% of the gross proceeds), and issued to the Series E Placement Agent and its designees Placement Agent Warrants to purchase 51,000 shares of common stock (equal to 10% of the number of shares of common stock underlying the Series E Preferred Shares sold under the Series E Purchase Agreement) at an exercise price of \$0.55 per share, in connection with the Series E Second Closing. In addition, the Company will pay Sigma Capital Advisors \$7,650 (equal to 3% of the gross proceeds from the Series E Second Closing) as a finder’s fee.

Our proceeds from the Series E Closings, before deducting placement agent fees, finder’s fees and other expenses, were approximately \$4.1 million. Approximately \$0.6 million was used to pay fees and expenses of this offering, and \$3.5 million are funds available for general corporate purposes.

Pursuant to the Series E Purchase Agreement, we agreed to, within 60 days of the final closing under the Purchase Agreement, (a) file a registration statement (the “Series E Registration Statement”) with the SEC covering the re-sale of the Series E Preferred Shares, the shares of common stock underlying the Series E Preferred Shares, the shares of Series E Preferred Stock issuable as dividends on the Series E Preferred Shares (“Series E PIK Shares”), the shares of common stock underlying the Series E PIK Shares, and the shares of common stock underlying the Series E Placement Agent Warrants, (b) file a registration statement under the Securities Exchange Act of 1934, as amended, with the SEC registering the class of Series E Preferred Stock, and (c) use our best efforts, including seeking and cooperating with one or more market makers, to cause the quotation of the Series E Preferred Stock on the OTC Bulletin Board and the OTCQB tier of the OTC Markets Group. We also agreed to use our best efforts to have the Series E Registration Statement become effective as soon as possible after filing (and in any event within 90 days of the filing of such Series E Registration Statement), and to keep such Series E Registration Statement effective for a minimum of three years. The initial registration statement was filed on January 10, 2014. If the registration statement is not declared effective by January 21, 2014, a partial liquidated damage equal to 0.1% of the purchase price paid by

each investor shall be payable on each monthly anniversary until the registration statement becomes effective. In no event shall the partial liquidated damage exceed 0.6% of the purchase price paid by each investor. On January 22, 2014, the registration statement was declared effective by the U.S. Securities and Exchange Commission.

In connection with the Series E First Closing, on November 12, 2013, we filed a Certificate of Designation of Series E Preferred Stock (the "Series E Certificate of Designation") with the Secretary of State of Delaware. Pursuant to the Series E Certificate of Designation, we designated 2,000,000 shares of the Company's preferred stock as Series E Preferred Stock. The Series E Preferred Stock has a Stated Value of \$10.00 per share, does not have voting rights, and is convertible, at the option of the holder, into such number of shares of common stock equal to the number of shares of Series E Preferred Stock to be converted, multiplied by the Stated Value, divided by the Conversion Price in effect at the time of the conversion. The initial Conversion Price is \$0.50, subject to adjustment in the event of stock splits, stock dividends and similar transactions, and in the event of subsequent equity sales at a lower price per share, subject to certain exceptions. The Series E Preferred Stock entitles the holder to cumulative dividends (subject to the prior dividend rights of the Company's Series D Preferred Stock), payable quarterly, at an annual rate of (i) 10% of the Stated Value during the three year period commencing on the date of issue, and (ii) 14% of the Stated Value commencing three years after the date of issue. We may, at our option (subject to certain conditions), pay dividends in shares of Series E Preferred Stock, in which event the applicable dividend rate will be 14% and the number of shares issuable as a dividend will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective Conversion Price or (y) the average volume weighted average price of our common stock for the five prior consecutive trading days.

Pursuant to the Series E Certificate of Designation, upon any liquidation, dissolution or winding-up of our Company, holders of Series E Preferred Stock will be entitled to receive (following payment in full of amounts owed to in respect of the Company's Series D Preferred Stock), for each share of Series E Preferred Stock, an amount equal to the Stated Value of \$10.00 per share plus any accrued but unpaid dividends thereon before any distribution or payment may be made to the holders of any common stock, Series A Preferred Stock, Series B Preferred Stock, or subsequently issued preferred stock.

Pursuant to the Series E Certificate of Designation, commencing on the trading day on which the closing price of the common stock is greater than \$1.35 for thirty consecutive trading days with a minimum average daily trading volume of at least 10,000 shares for such period, and at any time thereafter, we, in our sole discretion, may effect the conversion of all of the outstanding shares of Series E Preferred Stock to common stock (subject to the condition that, all of the shares issuable upon such conversion may be re-sold without limitation under an effective registration statement or pursuant to Rule 144 under the Securities Act.

In connection with the Series E First Closing, on November 12, 2013, we filed Amendment No. 2 to our Certificate of Designation of Series A Preferred Stock (the "Series A Amendment"), and Amendment No. 2 to our Certificate of Designation of Series B Preferred Stock (the "Series B Amendment"). Pursuant to the Series A Amendment and the Series B Amendment, the Series A Preferred Stock and the Series B Preferred Stock will be subordinate to the Series D and E Preferred Stock with respect to any distributions upon any liquidation, dissolution or winding-up of our Company, respectively.

In connection with the Series E First Closing, on November 12, 2013, we filed a Certificate of Elimination of Series C Preferred Stock (the "Series C Certificate of Elimination"), pursuant to which, the 5,000,000 shares of our preferred stock that had been designated as Series C Preferred Stock were returned to the status of blank check preferred stock.

2012 Financing and Preferred Series D Private Placement

Royal Bank of Canada and BDC Capital, Inc. Financing

On June 4, 2012, Apex entered into a Credit Agreement ("RBC Credit Agreement") with Royal Bank of Canada ("RBC"), pursuant to which RBC made available certain credit facilities in the aggregate amount of up to CDN\$2,750,000 (US\$2,641,000 at the Closing Date), including a revolving demand facility with an authorized limit of CDN\$200,000 (US\$192,000 at the Closing Date). The RBC Term Loan accrues interest at RBP plus 4% (7% at December 31, 2013). Principal and interest is payable over a three year period at a fixed principal amount of CDN \$69,444 a month beginning in July 2012 and continuing through June 2015. Apex paid approximately \$120,000 in financing costs, which has been recorded as deferred financing costs and is being amortized to interest expense over the term of the loan.

In addition, the RBC Term Loan calls for mandatory repayments based on 20% of Apex's free cash flow as defined in the RBC Credit Agreement, before discretionary bonuses based on the annual year end audited financial statements of Apex, beginning with the fiscal year ended December 31, 2012, and payable within 30 days of the delivery of the annual audited financial statements, and continuing every six months through December 31, 2014. As of December 31, 2013, the Company estimates that the mandatory repayment based on 20% of Apex's free cash flow will be \$0.

The RBC Term Loan has certain financial covenants and other non-financial covenants. As of June 30, 2013 and December 31, 2012, Apex was not in compliance with the Fixed Charge Coverage ratio covenant as defined in the RBC Credit Agreement. At June 30, 2013, Apex was not in compliance with the Maximum Funded Debt to EBITDA ratio covenant as defined in the RBC Credit Agreement. In March 2013, May 2013 and August 2013, we received waivers for noncompliance of these covenants at December 31, 2012, March 31, 2013 and June 30, 2013. On August

16, 2013 the RBC Credit Agreement was amended and certain financial covenants were modified. Pursuant to the amended credit agreement and commencing with the fiscal year ending December 31, 2013, we are required to maintain a fixed coverage ratio, calculated on a consolidated basis of not less than 1.15:1 with a step-up to 1.25:1 as of March 31, 2014, tested on a rolling four quarter basis thereafter and a ratio of funded debt to EBITDA, calculated on an annual consolidated basis of not greater than 3.0:1, tested on a rolling four quarter basis thereafter. As part of the revised financial covenants, covenant testing was waived by RBC for September 30, 2013. We are not in compliance with the reset covenants at March 31, 2014 or December 31, 2013. Although we believe it is improbable RBC will exercise their rights up to, and including, acceleration of the outstanding debt, there can be no assurance that RBC will not exercise their rights pursuant to the provisions of the debt obligation. Accordingly, we have classified the term debt obligation as current at December 31, 2013.

On June 4, 2012, Apex also entered into the BDC Loan Agreement with BDC Capital Inc. (“BDC”), a wholly-owned subsidiary of Business Development Bank of Canada, pursuant to which BDC made available to Apex a term credit facility (“BDC Credit Facility”) in the aggregate amount of CDN \$1,700,000 (USD \$1,632,340 at the Closing Date). The BDC Term Loan initially accrued interest at the rate of 12% per annum, and matures on June 23, 2016, with an available one year extension for a fee of 2%, payable at the time of extension. On April 29, 2013, the BDC Term Loan was amended to accrue interest at the rate of 12.5% per annum. In addition to the interest payable, consecutive quarterly payments of CDN\$20,000 as additional interest are due beginning on June 23, 2012, and subject to compliance with bank covenants, Apex will make a mandatory annual principal payment in the form of a cash flow sweep which will be equal to 50% of the Excess Available Funds (as defined by the BDC Loan Agreement) before discretionary bonuses based on the annual year end audited financial statements of Apex. The maximum annual cash flow sweep in any year will be CDN\$425,000. As of December 31, 2013, we estimate the cash sweep will be \$0. Such payments will be applied to reduce the outstanding principal payment due on the maturity date. In the event that Apex’s annual audited financial statements are not received within 120 days of its fiscal year end, the full CDN\$425,000 becomes due and payable on the next payment date. Apex paid approximately \$70,000 in financing costs which \$35,000 has been recorded as deferred financing costs and \$35,000 recorded as a note discount in the accompanying consolidated balance sheet as of December 31, 2012, and is being amortized to interest expense over the term of the loan. As of December 31, 2013, there was \$22,000 in unamortized deferred financing costs and \$22,000 in unamortized note discount.

The BDC Loan Agreement contains certain financial and non-financial covenants which may materially impact our liquidity, including minimum working capital requirements, tangible net worth requirements and limitations on additional indebtedness. Under the BDC Loan Agreement, violation of this covenant is an Event of Default which grants BDC the right to demand immediate payment of outstanding balances. In March 2013, May 2013 and August 2013, we received waivers for non-compliance of these covenants at December 31, 2012, March 31, 2013 and June 30, 2013. On August 22, 2013, the BDC Term Loan was amended and certain financial covenants were modified. Pursuant to the amended loan agreement, the Company is required to maintain, for the duration of the investment, a term debt to equity ratio not exceeding 1.1:1 (measured annually); and an adjusted current ratio of 0.40:1 (measured annually) and revised yearly 120 days after each year end. We were in compliance with all of our BDC financial covenants as of March 31, 2014 and December 31, 2013. Currently, we expect to continue to meet the requirements of our BDC financial covenants over the short and long term.

In connection with the BDC Loan Agreement, BDC executed a subordination agreement in favor of Silicon Valley Bank, pursuant to which BDC agreed to subordinate any security interest in assets of the Company granted in connection with the BDC Loan Agreement to Silicon Valley Bank's existing security interest in assets of the Company. The subordination agreement contains cross-default provisions which may materially impact our liquidity.

In the event either or both of the RBC Loan Agreement or the BDC Loan Agreement were deemed to be in default, RBC or BDC, as applicable, could, among other things (subject to the rights of SVB as the Company's senior lender), terminate the facilities, demand immediate repayment of any outstanding amounts, and foreclose on our assets. Any such action would require us to curtail or cease operations. The Company does not have alternative sources of financing.

Preferred Series D Private Placement

On December 20, 2012, we entered into and closed a securities purchase agreement (the "Series D Purchase Agreement") with accredited investors (the "Series D Investors"), pursuant to which we sold an aggregate of 633,600 shares of Series D Convertible Preferred Stock (the "Series D Preferred Shares") for a purchase price of \$10.00 per share, for aggregate gross proceeds of \$6,336,000 (the "Series D First Closing").

We retained Taglich Brothers, Inc. (the "Series D Placement Agent") as the placement agent for the Series D First Closing. We paid the Series D Placement Agent \$506,880 in commissions (equal to 8% of the gross proceeds), and issued to the Placement Agent five-year warrants (the "Placement Agent Warrants") to purchase 633,600 shares of our common stock (equal to 10% of the number of shares of common stock underlying the Series D Preferred Shares sold under the Purchase Agreement) at an initial exercise price of \$1.10 per share, in connection with the Series D First Closing. The Investors included certain of our officers, directors and employees, who purchased an aggregate of 20,700 Series D Preferred Shares. We used \$4.7 million of the proceeds from the Series D Closing to redeem all of our outstanding shares of Series C Preferred Stock.

On December 31, 2012, we sold an additional 70,600 shares of Series D Preferred Stock for a purchase price of \$10.00 per share, for aggregate gross proceeds of \$706,000 (the "Series D Second Closing", and together with the Series D First Closing, the "Series D Closings") pursuant to the Series D Purchase Agreement for an aggregate of 704,200 shares of Series D Preferred Stock sold. The Series D Placement Agent acted as the placement agent for the Series D Second Closing as well. We paid the Series D Placement Agent \$56,480 in commissions (equal to 8% of the gross proceeds), and issued to the Series D Placement Agent Placement Agent Warrants to purchase 70,600 shares of common stock (equal to 10% of the number of shares of common stock underlying the Series D Preferred Shares sold under the Series D Purchase Agreement) at an exercise price of \$1.10 per share, in connection with the Series D Second Closing for an aggregate of 704,200 such Series D Placement Agent Warrants. The Series D Investors included one of our officers who purchased an aggregate of 2,500 Series D Preferred Shares.

Our proceeds from the Series D Closings, before deducting placement agent fees and other expenses, were approximately \$7.0 million. We used \$4.7 million for redemption of all of our outstanding shares of Series C Preferred Stock. Approximately \$1.0 million was used to pay fees and expenses of the offering, and \$1.3 million are funds available for general corporate purposes. Pursuant to the Stock Purchase Agreement, we are required to place 25% of net offering proceeds, as defined, in an escrow account to satisfy our payment obligations of certain earn-out provisions. These funds have not been placed into escrow pending agreement between the Company and the sellers under the stock purchase agreement regarding the financial institution that will escrow the funds, the amount of funds that are to be placed in escrow and the escrow agreement itself.

In connection with the Series D First Closing, on December 20, 2012, we filed a Certificate of Designation of Series D Preferred Stock (the "Series D Certificate of Designation") with the Secretary of State of Delaware. Pursuant to the Series D Certificate of Designation, we designated 4,000,000 shares of our preferred stock as Series D Preferred Stock. The Series D Preferred Stock has a Stated Value of \$10.00 per share, votes on an as-converted basis with the common stock, and is convertible, at the option of the holder, into such number of shares of our common stock equal to the number of shares of Series D Preferred Stock to be converted, multiplied by the Stated Value, divided by the Conversion Price in effect at the time of the conversion. The initial Conversion Price is \$1.00, subject to adjustment in the event of stock splits, stock dividends and similar transactions, and in the event of subsequent equity sales at a lower price per share, subject to certain exceptions. As a result of the private placement closed on August 15, 2013 and August 21, 2013, the Conversion Price of the Series D Preferred Stock was reduced to \$0.90. As a result of the private placement closed on November 12, 2013 and November 22, 2013, the Conversion Price of the Series D Preferred Stock was further reduced to \$0.71. As a result of the reduction in conversion price, the Company recorded a contingent beneficial conversion feature of \$1.3 million. The Series D Preferred Stock entitles the holder to cumulative dividends, payable quarterly, at an annual rate of (i) 8% of the Stated Value during the three year period commencing on the date of issue, and (ii) 12% of the Stated Value commencing three years after the date of issue. We may, at our option, pay dividends in PIK Shares, in which event the applicable dividend rate will be 12% and the number of such PIK Shares issuable will be equal to the aggregate dividend payable divided by the lesser of (x) the then effective Conversion Price or (y) the average volume weighted average price of the Company's common stock for the five prior consecutive trading days.

Upon any liquidation, dissolution or winding-up of our Company, holders of Series D Preferred Stock will be entitled to receive, for each share of Series D Preferred Stock, an amount equal to the Stated Value of \$10.00 per share plus any accrued but unpaid dividends thereon before any distribution or payment may be made to the holders of any common stock, Series A Preferred Stock, Series B Preferred Stock, or subsequently issued preferred stock.

In addition, commencing on the trading day on which the closing price of the common stock is greater than \$2.00 for thirty consecutive trading days with a minimum average daily trading volume of at least 5,000 shares for such period, and at any time thereafter, we may, in our sole discretion, effect the conversion of all of the outstanding shares of Series D Preferred Stock to common stock (subject to the condition that, all of the shares issuable upon such conversion may be re-sold without limitation under an effective registration statement or pursuant to Rule 144 under the Securities Act).

The Series D Preferred Stock holders also were granted registration rights which required the Company to file a registration statement with the SEC within 60 days of the final closing date (December 31, 2012), and to have the registration statement declared effective within 90 days thereafter. The initial registration statement was filed on February 12, 2013. Failure of the registration statement to be declared effective by May 12, 2013, resulted in a partial liquidated damage equal to 0.1% of the purchase price paid by each investor to become payable on each monthly anniversary until the registration statement was declared effective. On July 30, 2013, the registration statement was declared effective by the U.S. Securities and Exchange Commission. On October 15, 2013, the Company paid liquidated damages of \$18,000.

Cash Flows from Operating, Investing and Financing Activities

The following table summarizes our cash flows, by category, for the three months ended March 31, 2014 and 2013 (in millions):

| Three Months Ended March 31, | | Increase/(Decrease) |
|------------------------------|------|---------------------|
| 2014 | 2013 | |

Edgar Filing: DecisionPoint Systems, Inc. - Form 424B3

| | | | | | | | |
|----------------------|----|-------|----|-------|----|-------|----------|
| Operating activities | \$ | 0.6 | \$ | (0.8) | \$ | 1.4 | 175.0% |
| Investing activities | | - | | - | | - | N/A |
| Financing activities | | (0.6) | | 0.1 | | (0.7) | (700.0%) |

Cash provided by operating activities during the first three months of 2014 increased by \$1.4 million over the similar period in the prior year. The increase was primarily driven by a decrease in our net loss. Additionally, changes in net working capital and other balance sheet changes contributed to a \$0.5 million decrease in cash provided by operating activities, most notably from a \$0.8 million decrease in accounts receivable due to timing of receivable collections and a \$0.9 million decrease in accrued expenses offset by an increase in accounts payable of \$0.6 million and inventory of \$0.7 million. The changes in net working capital were offset by non-cash expenses as noted below.

During the three months ended March 31, 2014, net cash provided by operating activities was \$0.6 million. Our net loss was \$0.1 million in the first three months of 2014, a portion of which was the result of non-cash transactions during the period. Specifically, we had a \$0.1 million non-cash expense related to employee and non-employee stock based compensation and \$0.5 million of other non-cash transactions such as depreciation and amortization.

During the three months ended March 31, 2013, net cash used in operating activities was \$0.8 million. Our net loss was \$2.1 million in the first three months of 2013, a portion of which was the result of non-cash transactions during the period. Specifically, we had a \$0.6 million non-cash expense related to employee and non-employee stock based compensation and \$1.5 million of other non-cash transactions such as depreciation and amortization.

Net cash (used in) or provided by investing activities was negligible during the three months ended March 31, 2014 and during the comparable three months of 2013.

During the three months ended March 31, 2014, net cash used in financing activities was \$0.6 million, due to \$0.1 million in paid financing costs, \$0.3 million in repayments under our for term loans and a net \$0.2 million in payments and amounts borrowed under our lines of credit.

During the three months ended March 31, 2013, net cash provided by financing activities was \$0.1 million, principally due to \$1.0 million in proceeds from one of our term loans, net of \$0.5 million in repayments under our term loans and a net \$0.4 million in repayments and amounts borrowed under our lines of credit.

Our cash on hand at the end of the first quarter of 2014 was approximately \$0.6 million, compared to \$0.3 million at the end of the first quarter of 2013.

Information about our cash flows, by category, is presented in the accompanying Consolidated Statements of Cash Flows. The following table summarizes our cash flows for the years ended December 31, 2013 and 2012 (in millions):

| | Year ended December 31, | | Increase/(Decrease) | |
|----------------------|-------------------------|--------|---------------------|---------|
| | 2013 | 2012 | | |
| Operating activities | \$ (4.2) | \$ 1.7 | \$ (5.9) | -347.1% |
| Investing activities | (0.0) | (5.1) | (5.1) | -99.9% |
| Financing activities | 3.8 | 4.1 | (0.3) | -7.3% |

Cash used in operating activities for 2013 increased by \$5.9 million over the prior year. The decrease in cash from operations was primarily driven by the increase in net loss for the year ended December 31, 2013 of \$1.4 million. Additionally, the changes in net working capital and other balance sheet changes contributed to a \$4.6 million decrease in cash used in operating activities, most notably from \$2.2 million decrease in accounts payable due to timing of payables.

For the year ended December 31, 2012, net cash provided by operating activities was \$1.7 million. Our net loss was \$3.9 million in 2012, a portion of which was the result of non-cash transactions during the year. Specifically, we had a \$0.3 million non-cash expense related to employee and non-employee stock based compensation and \$1.3 million of other non-cash transactions such as depreciation and amortization. Additionally, our cash position was positively affected by the net change in our unearned revenue of \$0.1 million associated with increased deferred revenues and associated costs.

Net cash used in investing activities was \$45,000 for the year ended December 31, 2013 and was related to purchases of property and equipment.

Net cash used in investing activities was \$5.1 million for the year ended December 31, 2012, and was primarily related to the combined cash payment for the acquisition of Apex Systems Integrators, Inc. and Illume Mobile in June and July 2012, respectively, of \$5.0 million along with \$0.1 million for purchases or property and equipment.

During the year ended December 31, 2013, net cash provided by financing activities was \$3.8 million, primarily due to \$3.5 million related to the issuance of Series E Preferred (net of expenses), \$1.5 million related to the issuance of common stock (net of expenses), \$1 million in proceeds from the bank term loan, offset by payments on the lines of credit and term debt of \$1.6 million and payments of \$0.4 million for the Series D Preferred Stock dividend.

During the year ended December 31, 2012, net cash provided by financing activities was \$4.1 million, primarily due to \$4.0 million due to the issuance of term loans, \$6.0 million related to the issuance of Series D Preferred (net of expenses), and \$1.5 million in cash received in our reverse recapitalization (net of expenses). Cash used in financing activities was a result of \$4.5 million in Series C Preferred Stock retirement, \$0.6 million of net repayments on the line of credit, \$1.4 million of senior long-term debt repayment, \$0.6 million for the Series C Preferred Stock dividends and \$0.3 million in financing costs.

Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Critical accounting policies are those that require the application of management's most difficult, subjective, or complex judgments, often because of the need to make estimates about the effect of matters that are inherently uncertain and that may change in subsequent periods. In preparing the consolidated financial statements, management has utilized available information, including our past history, industry standards and the current economic environment, among other factors, in forming its estimates and judgments, giving due consideration to materiality. Actual results may differ from these estimates. In addition, other companies may utilize different estimates, which may impact the comparability of our results of operations to those of companies in similar businesses. We believe that the following critical accounting policies involve a high degree of judgment and estimation:

Accounts Receivable and Allowance for Doubtful Accounts

We have policies and procedures for reviewing and granting credit to all customer accounts, including:

- Credit reviews of all new customer accounts,
- Ongoing credit evaluations of current customers,
- Credit limits and payment terms based on available credit information,
- Adjustments to credit limits based upon payment history and the customer's current credit worthiness, and
- An active collection effort by regional credit functions, reporting directly to the corporate financial officers.

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. These allowances are highly judgmental and require assumptions based on both recent trends of certain customers estimated to be a greater credit risk, as well as historical trends of the entire customer pool. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. To mitigate this credit risk we perform periodic credit evaluations of our customers.

Inventory

Inventory is stated at the lower of cost or market. Cost is determined under the first-in, first-out (FIFO) method. We periodically review our inventory and make provisions as necessary for estimated obsolete and slow-moving goods. We mark down inventory by an amount equal to the difference between cost of inventory and the estimated market value based upon assumptions about future demands, selling prices and market conditions. The creation of such provisions results in a write-down of inventory to net realizable value and a charge to cost of sales.

Goodwill and Long-Lived Assets

Goodwill represents the excess purchase price paid over the fair value of the net assets of acquired companies. Goodwill is subject to impairment testing as necessary, (at least once annually at December 31) if changes in circumstances or the occurrence of certain events indicate potential impairment. In assessing the recoverability of our goodwill, identified intangibles, and other long-lived assets, significant assumptions regarding the estimated future cash flows and other factors to determine the fair value of the respective assets must be made, as well as the related estimated useful lives. The fair value of goodwill and long-lived assets is estimated using a discounted cash flow valuation model and observed earnings and revenue trading multiples of identified peer companies. If these estimates or their related assumptions change in the future as a result of changes in strategy or market conditions, we may be required to record impairment charges for these assets in the period such determination was made.

Intangible Assets

We make judgments about the recoverability of purchased finite-lived intangible assets whenever events or changes in circumstances indicate that impairment may exist. Recoverability of finite-lived intangible assets is measured by comparing the carrying amount of the asset to the future undiscounted cash flows that the asset is expected to generate. If it is determined that an individual asset is impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

The assumptions and estimates used to determine future values and remaining useful lives of our intangible are complex and subjective. They can be affected by various factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our forecasts.

Fair Value

Financial assets and liabilities are measured at fair value, which 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. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, 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.

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's significant Level 3 inputs relate to warrant liabilities.

Income Taxes

We account for income taxes in accordance with the Financial Accounting Standards Board (“FASB”) guidance, which requires that deferred tax assets and liabilities, be recognized using enacted tax rates to measure the effect of temporary differences between book and tax bases on recorded assets and liabilities. FASB guidance also requires that deferred tax assets be reduced by a valuation allowance, if it is more likely than not some portion or all of the deferred tax assets will not be recognized.

We evaluate on an annual basis its ability to realize deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization are forecasts of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets.

In accordance with FASB guidance on accounting for uncertainty in income taxes, we evaluate tax positions to determine whether the benefits of tax positions are more likely than not of being sustained upon audit based on the technical merits of the tax position. For tax positions that are more likely than not of being sustained upon audit, we recognize the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. For tax positions that are not more likely than not of being sustained upon audit, we do not recognize any portion of the benefit. If the more likely than not threshold is not met in the period for which a tax position is taken, we may subsequently recognize the benefit of that tax position if the tax matter is effectively settled, the statute of limitations expires, or if the more likely than not threshold is met in a subsequent period.

Translation of Foreign Currencies

The Company's functional currency is the U.S. dollar. The financial statements of the Company's foreign subsidiary is measured using the local currency, in this case the Canadian dollar (CDN\$), as its functional currency and is translated to U.S. dollars for reporting purposes. Assets and liabilities of the subsidiary are translated at exchange rates as of the balance sheet dates. Revenues and expenses of the subsidiary are translated at the rates of exchange in effect during the year.

Revenue recognition

Revenues are generated through product sales, warranty and maintenance agreements, software customization, and professional services. Product sales are recognized when the following criteria are met (1) there is persuasive evidence that an arrangement exists; (2) delivery has occurred and title has passed to the customer which generally happens at the point of shipment provided that no significant obligations remain; (3) the price is fixed and determinable; and (4) collectability is reasonably assured. The Company generates revenues from the sale of extended

warranties on wireless and mobile hardware and systems. Revenue related to extended warranty and service contracts is recorded as unearned revenue and is recognized over the life of the contract as the Company maintains financial risk throughout the term of these contracts and may be liable to refund a customer for amounts paid in certain circumstances. Our policy is to classify shipping and handling costs billed to customers and the related expenses as cost of sales.

We also generate revenue from professional services and customer specified software customization on either a fee-for-service or fixed fee basis. Revenue from software customization and professional services that is contracted as fee-for-service is recognized in the period in which the services are performed or delivered. Adjustments to contract price and estimated labor costs are made periodically, and losses expected to be incurred on contracts in progress are charged to operations in the period such losses are determined. We record sales net of sales tax.

We enter into revenue arrangements that contain multiple deliverables. Judgment is required to properly identify the accounting units of the multiple deliverable transactions and to determine the manner in which revenue should be allocated among the accounting units. Moreover, judgment is used in interpreting the commercial terms and determining when all criteria of revenue recognition have been met for each deliverable in order for revenue recognition to occur in the appropriate accounting period. In an arrangement with multiple deliverables, the delivered item or items shall be considered a separate unit of accounting if both of the following criteria are met: (i) the delivered item or items have value to the customer on a standalone basis; (ii) if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item or items is considered probable and substantially in the control of the vendor. A delivered item or items that do not qualify as a separate unit of accounting within the arrangement shall be combined with the other applicable undelivered item(s) within the arrangement and the allocation of arrangement consideration and the recognition of revenue then shall be determined for those combined deliverables as a single unit of accounting. While changes in the allocation of the arrangement consideration between the units of accounting will not affect the amount of total revenue recognized for a particular sales arrangement, any material changes in these allocations could impact the timing of revenue recognition, which could affect our results of operations. When we enter into an arrangement that includes multiple elements, we allocate revenue base on their relative selling prices. We use the following 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 prices (“TPE”) and (iii) best estimate of selling price (“ESP”) as a proxy for VSOE. When both VSOE and TPE are unavailable, we use ESP. We determine ESP by considering all relevant factors in establishing the price, which is demonstrated in a gross margin model used.

Revenue from software licenses may contain arrangements with multiple deliverables, including post-contract customer support, that are subject to software revenue recognition guidance. The revenue for these arrangements is allocated to the software and non-software deliverable based on the relative selling prices of all components in the arrangement using the criteria above. Post-contract support is recognized ratably over the support period. When a contract contains multiple elements wherein the only undelivered element is post-contract customer support and VSOE of the fair value of post-contract customer support does not exist, revenue from the entire arrangement is recognized ratably over the support period. Software royalty revenue is recognized in arrears on a quarterly basis, based upon reports received from licensees during the period, unless collectability is not reasonably assured, in which case revenue is recognized when payment is received from the licensee.

Stock-based compensation

We record the fair value of stock-based payments as an expense in our consolidated financial statements. We determine the fair value of stock options using the Black-Scholes option-pricing model. This valuation model requires us to make assumptions and judgments about the variables used in the calculation. These variables and assumptions include the weighted-average period of time that the options granted are expected to be outstanding, the volatility of our common stock, the risk-free interest rate and the estimated rate of forfeitures of unvested stock options. Additional information on the variables and assumptions used in our stock-based compensation are described in Note 11 of the accompanying notes to our unaudited condensed consolidated financial statements.

Off-Balance Sheet Arrangements

There were no off-balance sheet arrangements as of March 31, 2014 or December 31, 2013.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (“ASU”) No. 2014-09 Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Accounting Standard Codification

(“ASC”) 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. For public entities, the effective date will be for reporting periods beginning after December 15, 2016, including interim periods, using one of two retrospective application methods. The Company is currently evaluating the impact of the adoption of this accounting standard update on its financial statements.

BUSINESS

History

DecisionPoint Systems, Inc., formerly known as Comamtech, Inc. (the "Company", "DecisionPoint", "we", "our" or "us"), was incorporated on August 16, 2010, in Canada under the laws of the Ontario Business Corporations Act ("OCBA"). On June 15, 2011, we entered into a Plan of Merger (the "Merger Agreement") among the Company, its wholly owned subsidiary, 2259736 Ontario Inc., incorporated under the laws of the Province of Ontario, Canada (the "Purchaser") and DecisionPoint Systems, Inc., ("Old DecisionPoint"). Pursuant to the Merger Agreement, under Section 182 of the OCBA, on June 15, 2011 (the "Effective Date") Old DecisionPoint merged (the "Merger") into the Purchaser and became a wholly owned subsidiary of the Company. Prior to the Merger, Comamtech was a "shell company" (as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). In connection with the Merger, the Company changed its name to DecisionPoint Systems, Inc., and the Purchaser changed its name to DecisionPoint Systems International, Inc. ("DecisionPoint Systems International"). On June 15, 2011, both companies were reincorporated in the State of Delaware.

DecisionPoint has two wholly owned subsidiaries, DecisionPoint Systems International and Apex Systems Integrators Inc. DecisionPoint Systems International has two wholly owned subsidiaries, DecisionPoint Systems Group Inc. ("DPS Group") and CMAC, Inc. ("CMAC"). DecisionPoint Systems International acquired CMAC on December 31, 2010. CMAC was founded and incorporated in March 1996, and is a logistics consulting and systems integration provider focused on delivering operational and technical supply chain solutions, headquartered in Alpharetta, Georgia.

DPS Group has two wholly owned subsidiaries, DecisionPoint Systems CA, Inc. and DecisionPoint Systems CT, Inc. DecisionPoint Systems CA, Inc., formerly known as Creative Concepts Software, Inc. ("CCS") was founded in 1995 and is a provider of Enterprise Mobility Solutions. Enterprise Mobility Solutions are those computer systems that give an enterprise the ability to connect to people, control assets, and transact business from any location by using mobile computers, tablet computers, and smartphones to securely connect the mobile worker to the back office software systems that run the enterprise. Technologies that support Enterprise Mobility Solutions include national wireless carrier networks, Wi-Fi, local area networks, mobile computers, smartphones and tablets, mobile software applications, middleware and device security and management software. DecisionPoint Systems CT, Inc. formerly known as Sentinel Business Systems, Inc. ("SBS") was founded in 1976 and has developed over time a family of powerful enterprise data collection software solutions, products and services. The combined company is a data collection systems integrator that sells and installs mobile devices, software, and related bar coding equipment, radio frequency identification ("RFID") systems technology and provides custom solutions and other professional services.

Following the Merger, the business conducted by us is now the business conducted by Old DecisionPoint prior to the Merger.

Overview

DecisionPoint enables our clients to "move decisions closer to the customer" by "empowering the mobile worker". We define the mobile worker as those individuals that are on the front line in direct contact with customers. These workers include field repair technicians, sales associates, couriers, public safety employees and millions of other workers that deliver goods and or services throughout the country. Whether they are blue or white collar, mobile workers have many characteristics in common. Mobile workers need information, access to corporate resources, decision support tools and the ability to capture and report information back to the organization.

DecisionPoint empowers these mobile workers through the implementation of various mobile technologies including specialized mobile business applications, wireless networks, mobile computers (for example, rugged, tablets, and smartphones) and a comprehensive suite of consulting, integration, deployment and support services.

Mobile computing capabilities and usage continue to grow. With choice comes complexity so helping our customers navigate the myriad of options is what we do best. The right choice may be an off-the-shelf application or a custom business application to fit a very specific business process. DecisionPoint has the specialized resources and support structure to address the needs of mobile applications in the retail, transportation, field workforce sales/service and the warehousing market segments. We continue to invest in building out our capabilities to support these markets and business needs. For example, in July 2012, we invested in the expansion of our custom software development capabilities through the acquisition of Illume Mobile in Tulsa, OK, which specializes in the custom development of specialized mobile business applications for Apple, Android and Windows Mobile devices. Additionally, through the acquisition of Illume Mobile we acquired a cloud-based, horizontal software application "ContentSentral" which manages and distributes multiple types of corporate content (for example, PDF, video, images, and spreadsheets) on mobile tablets used by field workers. We also dramatically increased our software products expertise with the acquisition in June 2012 of APEX in Canada. The APEXWare™ software suite significantly expanded our field sales/service software offerings. APEXWare™ is a purpose-built mobile application suite ideally suited to the automation of field sales/service and warehouse workers. Additionally, we continue to expand our deployment and MobileCare support offerings. In 2012 we moved our headquarters location to a larger facility in Irvine, CA in order to accommodate the expansion of our express depot and technical support organizations. We also continue to invest in our "MobileCare EMM" enterprise mobility management offering. In 2013 we consolidated our east coast depot facility into our larger CA location in order to provide our east coast customers with later service hours and to gain some economies from scale. We are also continuing to extend our MDM offering from our historically ruggedized mobile computer customer base to address the growth of consumer devices in the enterprise and support the Bring Your Own Device (BYOD) and Bring Your Own Application (BYOA) movement.

Recognizing that we cannot build every business application, we have developed an ‘ecosystem’ of partners which support our custom and off-the-shelf solutions. These partners include suppliers of mobile devices (Apple, Intermec, Motorola, among others), wireless carriers (AT&T, Sprint, T-Mobile, Verizon), mobile peripheral manufactures (Zebra Technologies Corporation, Datamax - O’Neil), in addition to a host of specialized independent software vendors such as AirWatch, VeriFone GlobalBay, XRS and Wavelink.

We are focused on several commercial enterprise markets. These include retail, field sales/service, warehousing, distribution and transportation. With the continued growth of the mobile internet, we expect to see our current markets grow in addition to the emergence of new markets. We expect our customers to continue to embrace and deploy new technology to better enhance their own customers’ experiences and improve their own operations while lowering their operating costs. Our expertise and understanding of our customers’ operations and business operations in general, coupled with our expertise and understanding of mobile technology equipment and software offerings enables us to identify new trends and opportunities and provide these new solutions to our existing and potential customers.

At DecisionPoint, we deliver to our customers the ability to make better, faster and more accurate business decisions by implementing industry-specific, enterprise wireless and mobile computing systems for their front-line mobile workers, inside and outside of the traditional workplace. It is these systems that provide the information to improve the hundreds of individual business decisions made each day. Historically, critical information has remained locked away in the organization’s enterprise computing systems, accessible only when employees were at their desk. Our solutions unlock this information and deliver it to employees when needed regardless of their location. As a result, our customers are able to move their business decision points closer to their customers which we believe in turn improves customer service levels, reduces cost and accelerates business growth.

We have several offices throughout North America which allows us to serve our multi-location clients and their mobile workforces. Additionally, we are always keenly aware of potential acquisition candidates that can provide complementary products and service offerings to our customer base.

Marketplace

Industry

The Enterprise Mobile Computing industry continues to grow on many fronts. The industry’s early growth was fueled through the standardization of several key technologies such as the Windows Mobile operating system, 802.11 a/b/g “Wi-Fi” wireless local area networks, and robust nationwide wireless carrier data networks such as Sprint, T-Mobile and Verizon. The more recent advances in “consumer” class smartphones and tablets have enabled new applications and expanded the market’s reach to field worker applications that previously could not justify the cost of traditional rugged mobile computers.

Following from 2012, we continue to see an increase in the deployment of “consumer” smartphones and tablet computers in order to support a broadening set of mobile user needs. While a few of these deployments have been in response to reducing the deployment costs of traditional ruggedized mobile devices, the majority represent new deployments in markets which were previously under-serviced and thus represent new market opportunities.

The industry is comprised of companies that bring specific value to one or more elements of the overall customer solution. These specialized companies can be grouped into the following categories:

- Hardware manufacturers such as Apple Computer, Samsung, Motorola Solutions, Intermec Corporation and Zebra Technologies each provide specialized mobile computers and peripherals.

- Wireless Carriers such as Sprint, T-Mobile and Verizon provide robust data and voice networks.
- Specialized application providers (ISVs) that focus on providing mobile applications to meet specific industry and business requirements. Our APEXWare™ solution set is one such example.
- Systems integrators such as DecisionPoint that work directly with the end user to define the business requirement and then design and develop the final solution using our existing intellectual property or components from other providers.

Determining which enterprise mobile solution we deliver to our customers depends on several key factors including the customer's industry, size and business objectives. Successful solution selection requires that providers possess industry domain expertise, business application expertise and mobile computing and wireless networking technical acumen. DecisionPoint possesses this knowledge and skillset in our target markets.

In addition to offering hardware and specialized mobile applications, we also provide a complete line of consulting, deployment and integration services, including site surveys, equipment configuration and staging, system installation, depot services, software support, training programs and project management.

Current Market Environment

Over the last several years, we have been repositioning ourselves to move up the solution value chain by focusing on higher margin software and consulting services along with customer-driven mobile wireless solutions rather than providing simply hardware and customized software as a reseller. This is the key to increasing our profitability and is also a major point of differentiation. The acquisitions of CMAC, Apex and Illume Mobile are instrumental in this repositioning. Small resellers and large catalog resellers simply do not want to, or cannot, provide the hands-on services and mobile application needs to make these systems successful. Our major ecosystem partners recognize this and have come to depend more on us to deliver the business value that their products enable.

The result is that our partners are referring more end-user demand to DecisionPoint than ever before because they require our deep domain knowledge in our chosen markets, our mobile application solutions, consulting services and our deployment and support capabilities. Today, a majority of Motorola, Intermec and Zebra Technologies' product sales are through the sales channel in which we participate.

We benefit from other advantages by participating in this sales channel. The industry leaders have established program rewards, such as a favorable pricing structure and promotional incentives for their top-tier partners such as DecisionPoint. As a result, we invest in training for our personnel, which differentiate us from other potential competitors whose personnel may not have the same training or experience as ours. Within our enterprise markets, we believe there continues to be long-term opportunity for growth as the global workforce continues to become more mobile and the industries and markets that purchase our products and services continue to expand. The markets in which we compete include mobile computing products and services, enterprise wireless services, bar code scanning and mobile network management platforms. Organizations looking to increase productivity and derive benefits from empowering their mobile workforce are driving adoption of our solutions.

Our strategy in our target markets is to enable our customers to focus on their missions, not the technology. This is accomplished by providing mission-critical systems, seamless connectivity through highly reliable voice and data networks and a suite of advanced and/or custom applications that provide real-time information to mobile workers.

DecisionPoint Target Markets

The markets for enterprise wireless and mobile computing are very fragmented and extremely complex. But generally they can be characterized by the following attributes:

1. Vertical market industries which require specific domain expertise.
2. Industries which track goods or deliver a service in the field (or both).
3. Industries which have a significant group of mobile workers, whether they operate primarily in one place or in the field.

In the commercial enterprise market, we seek to deliver products and services that are designed to empower the mobile workforce to increase productivity, expand sales, drive cost effectiveness and promote faster execution of critical business processes.

Vertical Markets

The attractiveness of any vertical market depends directly on the size and nature of the problems which that market faces that can be addressed by enterprise wireless and mobile computing. Historically, retail, warehousing, and manufacturing were the largest industries. Each typically had large amounts of goods in constant motion which needed to be tracked. In addition, each had a workforce which primarily operated in one place (i.e. a retail store, a distribution center or a factory).

Although these markets are still attractive for us and comprise a sizeable portion of our business, we believe new markets are emerging which hold as great or even greater promise than our historical markets.

Transportation, logistics and field services such as repair and maintenance, delivery and inspections are now emerging as new markets. This is primarily due to the arrival of robust, national wireless carrier networks that can reach field-based mobile workers almost anywhere they are. The general term for this new group of markets is referred to as "Field Mobility". Although it cuts across multiple industries and business applications, it has one common characteristic: goods are tracked or services are being performed by field-based workforces, not workers operating in a single location under one roof.

Our Field Mobility Practice

We established our Field Mobility practice in 2008 with the express purpose of replicating our historical success with a new set of customers together with a new ecosystem of partners including Sprint, T-Mobile and Verizon. These partners provide referrals of end users interested in field mobility solutions. We, in turn, provide solutions which require cellular data networks. We have experienced year over year growth in this segment and believe this trend will continue due to the adoption of smartphones, tablet computers and the continued cost reductions and increased access of cellular data networks. The carriers not only bring potential new opportunities but also have attractive programs which allow us to earn additional revenue when we facilitate service of mobile computers and devices on their networks. We currently have active projects with Sprint, T-Mobile and Verizon clients.

Our acquisitions of APEX and Illume Mobile further demonstrate our belief in this market. The APEXWare™ product suite is ideally suited for empowering field based sales and service workers whereas ContentSentral provides a unique content delivery capability that enables a new class of mobile information empowerment to field workers that need real-time access to corporate content.

Products and Services

Mobile Applications

We deploy mobile applications to address a wide variety of business processes, depending on the industry. Below is a brief overview of some of those applications by industry:

- Retail Store: Stock locator, shelf price audit, markdowns, inventory control, physical inventory, merchandising, customer service and mobile point-of-sale (“MPOS”).
- Warehousing and Distribution: Order shipping, order picking and packing, stock move and replenishments, product receipt and put-away, labeling, physical inventory and cycle counts.
- Transportation and Logistics: Proof-of-delivery, commercial turn-by-turn directions, route optimization, cross-docking, returns and Department of Transportation driver hours of service and route logging.
- Field Mobility: Field service and repair, merchandising, field sales, work order management, asset management, inspection, preventative maintenance, surveys, rounds and readings.

Software

Unlike the market for standardized business software such as email or accounting, the market for enterprise mobile software is more specialized. One size does not fit all. Enterprise mobile software systems must support industry-specific and customer-specific business processes. For this reason, we utilize several avenues to provide mobile software solutions to meet our customers’ unique requirements.

DecisionPoint owned and delivered solutions:

- APEXWare™ Field Service (FS) enables customers to capture lost revenue, provide proof of service delivery, reduce inventory shrinkage, and reduce back office administration. A field deployment of wireless handheld devices with integrated bar code scanners enables the business to run completely paperless. APEXWare™ FS is also offered as a hosted subscription service, thus eliminating the need

for costly IT infrastructure (on-site server, IT resources).

- APEXWare™ Merchandising, Sales and Delivery (MSD) is a powerful solution that maintains and optimizes customers' efficiency in the field by automating processes that would otherwise be time consuming and error-prone. APEXWare™ MSD provides significant value by streamlining merchandising, sales and delivery business functions. Mobile devices with integrated bar code scanners enable workers to perform multiple job functions to help achieve new sales growth and reduce costs. The solution is ideally suited for business regardless of size or industry.
- APEXWare™ Warehouse Management System (WMS) transforms current warehouse operations to a paperless, real-time operation. With the use of wireless devices APEXWare™ WMS reduces errors, improves worker efficiencies and ensures greater transaction accuracy. Mobile devices such as handheld mobile computers and vehicle mounted computers with integrated bar code scanners ensure accurate and efficient pick and put-away functions. APEXWare™ WMS is a powerful warehouse management system that maintains accurate inventory throughout the warehouse to optimize efficiency.

- ContentSentral is a content delivery service that enables mobile workers in virtually any industry to access corporate information which enables better customer interaction and a more satisfying customer experience. It also provides the added benefit of allowing companies to closely manage versions of key documents used in the field. ContentSentral easily connects to corporate data sources and delivers multiple content formats including:
 - Video
 - PDF
 - PowerPoint™
 - Images
 - Word™ Documents
 - Spread sheets

DecisionPoint custom development: When one of our off-the-shelf solutions or an ISV solution is not available, custom software can be created in-house using standardized programming platforms like Microsoft.NET® framework, Java™, Android and Apple iOS. These are used when there is simply no other “off-the-shelf” way to meet the customer’s requirements or when a client believes their business requirements are so unique that only a custom solution will work. An increasingly popular requirement for many corporate clients, which we are able to fulfill, is a custom application that is written once, but supports multiple mobile operating systems.

Resold specialized ISV applications: The software produced by specialized ISVs is designed to fit a particular vertical market and application. Even still, it must be tailored to meet the needs of each customer and often requires integration to the customer’s enterprise system(s). Depending on the requirements, this tailoring is provided by DecisionPoint or by the ISV themselves under contract to DecisionPoint. We have built a network of market and application focused ISVs specializing in Field Mobility applications for this purpose. In short, an ISV application, ruggedized mobile hardware, a wireless network, deployment services, and ongoing system support can be delivered by DecisionPoint more effectively and with less risk than with any other combination of providers.

Professional Services

Our professional services offerings fall into one of three categories: business consulting, technical consulting and technical development. Business consulting is where we engage with our customer to help them understand the potential return on investment (ROI), of implementing mobile computing, or supply chain services as examples, for a particular business process. Technical consulting services help determine the technology to be used and how it is to be implemented to meet that ROI. We utilize our evaluation techniques, tools, and experience to recommend the optimal technology solution that provides organizational, operational and system improvements to our customers. We take advantage of our database and assessment methodology to quickly identify viable solutions for client operations. Once the solution is identified and selected, we apply our fast track “3D” (Define, Design, Deliver) implementation methodology to ensure project success. Technical development includes actual software programming and configuration of the mobile computing, WMS and TMS application solutions as well as interface software needed to connect to our customer’s existing back-office systems.

Our full suite of professional services allow for many “areas of engagement” with our customer base. We can initiate and engage on an opportunity in several areas of the project lifecycle. The professional services listed below allow us to provide value to organizations regardless of where the customer is in their project evaluation/implementation or rollout:

- Engineering & Material Handling
- Facility Automation
- Back office integration development
- Site Surveys & Installation

- Supply Chain Strategy
- Six Sigma & Lean Six Sigma
- WMS/3PL Selection & Support
- Call Center Outsourcing
- Project Management
- WMS/ERP Implementation
- Change Management
- Resource Augmentation
- Temp-to-Perm
- Contract-to-Hire or Direct Hire
- Work Flow Management
- Transportation Management

Supply Chain Services

Supply Chain services include Pre-Contract, Pre Go-Live and Post Go-Live solutions. Our project team will engage and manage the project from end-to-end, allowing the customer resources to stay focused on their tasks. Many of the services that we provide are listed below:

| Pre-Contract | Pre Go-Live | Post Go-Live |
|---------------------------------|--|---|
| Project Management | CRP Execution | Post implementation audit |
| Solution Design | Training Documents | System re-configuration |
| Application Study | Job Aid Development | Custom report design and development |
| CRP Script Development | Training Execution | EDI Interface design and development |
| CRP Configuration & Setup | Software Configuration | Issues documentation and management |
| Current State Design | Technical Support | Training and certification |
| Future State Design | System Interface Development/Programming | Satisfaction surveys/ process improvement |
| Mobility Readiness Evaluation | Implementation Support | Enhancement management/ implementation |
| ROI Targets/Worksheet | Modification Specification & Design | Multi-site rollout |
| Proof of Concept Design | Testing | Service Level Agreement |
| Host application requirements | Vendor Management | ROI Analysis |
| Device application requirements | Custom Reports | Ongoing Support |

Deployment and Support Services

These services involve installing a solution into the customer's environment ("implementation") and then replicating that implementation to all their operating locations ("rollout"). The rollout is critical because unless the mobile computing solution is rolled out across all operating locations, the desired ROI will be limited.

We offer a wide range of services in this category. They include assembling kits of everything needed for the system on a per location basis ("kitting") to providing logistical services for rollout ("staging"), to advanced exchange services for broken units in the field, to help desk support and to a self-service portal where a customer can check the status of a service case or equipment repair ticket.

For Field Mobility projects, carrier activation is a key service. Activation is where we actually activate mobile computers and/or devices to run on the carrier networks. Not only is this a key service to complete projects, but it is also a source of revenue for us when the carriers pay us to activate mobile computers and/or devices to operate on the carrier networks.

In addition, we offer staff augmentation services to customers that allow for shorter term projects or implementations, workflow management teams for cyclical business customers, as well as contract-to-hire resources that engage on supply chain projects and can convert to a permanent position at the customer location, which helps significantly with the knowledge transfer as well as capital knowledge base. Contract-to-hire solutions have proven beneficial for customers to overcome workforce issues during hiring freezes by allowing them to deploy solutions and then convert resources to full-time status upon expiration of the hiring freeze.

Finally, we are continuing our investments in managed service offerings and software as a service, or SaaS categories. Increasingly, customers want to outsource various aspects of operating and maintaining their enterprise mobile systems. Our MobileCare™ EMM (enterprise mobility management) service offering allows us to remotely manage customers' mobile computers and applications on a SaaS subscription basis.

Hardware

Our hardware reseller sales strategy is designed to avoid competing for hardware sales based solely on price. Throughout the sales cycle, we are diligent to point out to a customer that hardware is only one component of the complete solution they are looking for. By bundling the software and services with the hardware, we position ourselves as the value-added solution provider. This positioning differentiates us from the low-price, 'discount' hardware resellers who do not have this capability.

We offer the following types of enterprise wireless and mobile computing hardware on a cost competitive basis:

- Handheld and vehicle mounted, ruggedized mobile computers
- 802.11 a/b/g/ wireless LAN ("Wi-Fi") infrastructure
- GPS receivers
- Two-way radios
- Handheld barcode scanners
- Barcode label and RFID printers and encoders
- Laptops and tablet computers for rugged environments
- Consumer smartphone and tablet computers

Consumables

We have extensive expertise in bar code consumables solutions. We offer a full line of high quality labels, RFID tags, and printer ribbons to meet the demands of every printing system. We select the right components from a wide range of products on the market from both independent and original equipment manufacturers of printers. Matching media to the unique application is what makes the system work. In addition, consumables are essentially a recurring revenue stream once a customer has their system up and running.

Sales and Marketing

Customer Base

Our historical success has largely followed the broad adoption of enterprise wireless and mobile computing technology industry by industry. As mentioned above, this adoption pattern started with retail stores and moved backward through the retail supply chain into distribution and then manufacturing. It also spread horizontally from the retail supply chain into the supply chain of industrial goods as well. Our products and services are sold nationwide to a diverse set of customers such as retail, utility, transportation and logistics, manufacturing, wholesale and distribution and other commercial customers.

Our customers include:

Retailers in various categories and sizes.

Manufacturing companies..

Transportation, warehousing and distribution, including logistics companies.

Now that the Field Mobility marketplace is starting to grow significantly, we are working with cellular data service providers such as Verizon Wireless to reach new users of mobile solutions. A common element of many customers in this marketplace is that they are new to mobile computing and thus have limited staff or expertise to deploy and support such programs. As such, DecisionPoint is an ideal partner for these customers in that our portfolio of development, deployment and support services ensure the success of their mobile and wireless projects.

We aim to deliver the ‘entire solution’ to our customers, from solution design through support. Our objective is to target markets that will permit the delivery of as many of these products and services as possible, so as to maximize the profit opportunity while minimizing the costs of sale and delivery.

Thus, we seek to classify the type of customer that we target in order to quickly and cost-effectively put the correct amount of resources on each opportunity. The three main customer classifications are:

- Full Solution Customer - This is a customer that wants us to provide not only the entire solution from initial consultation, design, development and deployment, but also the ongoing support of the system. Such an end-user views the entire system as critical to its business and wants to outsource it to industry professionals. This is the ideal customer for us, one that understands and values the cost effectiveness of the entire solution and ongoing support of the system.
- Customer as their own integrator - The customer sources all the parts and pieces of the system, programs it, installs it, commissions it and supports it. In effect, the customer is their own integrator, and wants to buy products and services only in a transactional relationship. DecisionPoint limits its resources to provide these customers with competitive product and service pricing.
- Hybrid Customer - Such customers have some systems integration capability themselves but have also recognized that “they know what they don’t know” and are willing to contract for certain services as part of an enhanced transactional relationship. A Hybrid Customer is attractive on a case-by-case basis depending on the circumstances of the situation.

In each of the three scenarios above, we strive to position our software and professional services as a core value-added component to the customer. Our ability to reliably test, configure, kit, stage, and deploy large rollouts of mobile computers for specialized applications is a key service offering that enables our customers to maximize the benefits of mobile computing while minimizing the risks associated with implementation.

Sales and Sales Support

We support our business model using field-based teams of seasoned account executives with both pre- and post- sale systems architects who are experienced in all areas of enterprise mobile computing. Their focus is to develop customers' enterprise mobile computing requirements in order to develop solutions for them and ultimately close business for our product and service set that fulfills those requirements.

We fulfill the need for application software both in-house and through ISVs depending on specific customer need. ISVs embrace this model because they are generally looking for sales, marketing and integration partners like us to expand their own reach.

We currently employ 71 people in our marketing, sales and professional services operation. They include 1 marketing professional and 24 sales people, all of whom are qualified in system technology design, installation and integration. They receive substantial technical support and assistance from 17 systems engineers and technicians and 24 software engineers. Supporting the sales and marketing effort are 6 sales administrators, who are responsible for the detailed order entry and for the inputting of the related data into our accounting system.

Geographically, the sales team is spread throughout North America and can handle projects on a national and international basis from its East and West coast facilities.

Sales System Support: SalesForce.com

We make extensive use of the salesforce.com customer relationship management (“CRM”) system to support our sales and marketing operations. All business processes from demand creation through closing orders are tracked using salesforce.com. This includes the following business processes: marketing campaign management, lead generation, sales opportunity and pipeline management, sales forecasting, sales territory and account management, and strategic account planning.

In addition, all professional services projects and time are tracked using salesforce.com. These tools allow us to get a better understanding of project profitability which helps us manage our key project resources.

Marketing Activities

We address our target markets through a combination of our own marketing activities, relationship selling and vendor-supplied leads. The common aim is to establish our credibility in the space, and then definitively demonstrate to the potential customer that we can tailor solutions to that customer’s needs.

Our seasoned sales team also provides many sales opportunities through past relationships and detailed domain knowledge of the operations of the top companies in the target market space. Given that enterprise wireless and mobile computing systems are a complex sale, it is very beneficial to have knowledge of how individual companies actually operate, how they address IT systems issues, and how they buy and manage complex technology. Our sales teams use such information to their advantage against some of the commodity-type resellers in the space.

Vendor-supplied leads play a part in our success as well, in that vendors see it to their advantage to funnel sales opportunities to us thereby minimizing their selling costs. They are also willing to spend a sizeable portion of their discretionary marketing development budget for demand generation activities.

Our investment in our Field Mobility practice is generating sales and the establishment of a new sales channel. We have established key wireless carrier relationships with Sprint, T-Mobile and Verizon and are now seeing benefits from those relationships. These partners provide referrals of end users interested in field mobility solutions. We, in turn, provide solutions which require cellular data networks.

Realizing that statistics show that the vast majority of B2B activity today starts with an Internet search, we have invested in some forward-thinking tools and technologies to help meet our future customers there. We continue to invest in our website, www.decisionpt.com, and we also have a complete online, closed-loop demand generation tool to track and manage leads to productively increase the sales pipeline. This includes email marketing with closed-loop feedback as well as email campaigns that track recipient behavior after their receipt in real time. This allows us to convert them into active prospects at the exact time they are investigating solutions for their particular problem.

Competition

The business in which we operate is highly competitive. Continued evolution in the industry, as well as technological advancements, is opening up the market to increased competition. Other key competitive factors include: industry consolidation; price; availability of financing; product and system performance; product quality, availability and warranty; the quality and availability of service; company reputation; and time-to-market. We believe we are uniquely positioned in the industry due to our strong customer and vendor relationships, our consultative and technological leadership capabilities and our comprehensive range of product and service offerings.

We compete with other value added resellers (“VARs”) and System Integrators/engineering organizations (“SIs”) in system design, integration and maintenance arenas. However, as a Tier-1 reseller for major equipment vendors including Motorola Solutions and Zebra, we encounter fewer than ten competitive Tier-1 VARs and SIs representing these manufacturers in the marketplace.

We typically win business from such competitors based on our turnkey software engineering skills and one-stop-shop technical capabilities. Recognizing us as a significant VAR within its universe of Tier-1 partners, Motorola Solutions has granted us variable pricing applicable to specific major customers. These price discounts give us an edge in the marketplace through greater margin flexibility. As a result, we do not typically lose contracts due to price sensitivity.

Large system integrators are seeking to move further into the segment in which we compete. Competitors in this segment may also serve as subcontractors to large system integrators and are selected based on a number of competitive factors and customer requirements. Where favorable to us, we may partner with other system integrators to make available our portfolio of advanced mission-critical services, applications and devices. Our MobileCare EMM offering is one such offering that we subcontract to leading IT outsourcing companies like HP.

We have identified the following ten companies as primary competitors in the VAR and SI spaces:

- Agilysys, Inc. (Nasdaq: AGYS) - Agilysys is a publicly traded NASDAQ company and is a leading developer and marketer of proprietary enterprise software, services and solutions to the hospitality industry. The company specializes in market-leading point-of-sale, property management, inventory & procurement and mobile & wireless solutions that are designed to streamline operations, improve efficiency and enhance the guest experience. Agilysys serves casinos, resorts, hotels, foodservice venues, stadiums and cruise lines. Agilysys operates extensively throughout North America, Europe and Asia, with corporate services located in Alpharetta, GA, EMEA headquarters in Cheshire, UK, and APAC offices in Singapore, Hong Kong and Malaysia. Agilysys has one operating segment: Hospitality Solutions Group (“HSG”). In June 2013, Agilysys sold the Retail Solutions Group (“RSG”) to Clearlake Capital Group, the new company was named Kyrus Solutions, Inc. (“Kyrus”). In January 2014, Kyrus merged with Tolt Service Group to form Tolt Solutions, Inc. to offer innovative retail IT solutions, including retail point-of-sale, self-service and wireless mobility development and solutions along with deployment and maintenance services, network management solutions, and other managed services.
- International Business Machines Corp. (NYSE: IBM) – Although significantly larger than us, IBM Mobility and Wireless Services seek to deliver the same type of value proposition to the market. IBM is a very large organization; enterprise wireless and mobile computing are just one of a large set of competencies and services they provide to the marketplace. To address growing needs of the mobile enterprise, IBM is expanding its software and services capabilities through acquisitions and organic innovation to provide customers with all the resources to develop a mobile computing strategy. In February 2012, IBM acquired Worklight, a privately held Israeli-based provider of mobile software for smartphones and tablets, an acquisitions that accelerates IBM’s mobile portfolio helping corporations leverage the proliferation of mobile devices for B2C, B2E and B2B. In 2013, IBM launched IBM MobileFirst, a unified approach to help customers efficiently build and deploy mobile applications, maintain visibility and control over their mobile infrastructure. Also in 2013, IBM invested in core mobile enterprise capabilities with strategic acquisitions such as Fiberlink, Trusteer, Xtify and The Now factory.
- Accenture plc (NYSE: ACN) – Accenture is a global management consulting, technology consulting and technology outsourcing company. Their global headquarters are in Dublin, Ireland. It is the largest consulting firm in the world, as well as being a global player within the technology consulting industry.
- Sedlak Management Consultants – Sedlak is a supply chain consulting firm specializing in distribution consulting. They are a privately-held Cleveland, Ohio based company, and have been in business for over 50 years.
- Peak-Ryzex– Maryland based Peak-Ryzex is an integrator of Automated Identification and Data Collection (“AIDC”) equipment including wireless RF, network and ERP integration solutions, enterprise printing, bar code scanning, mobile computing, and terminal and software

technologies. Peak-Ryzex was originally built up by current DecisionPoint CEO Nicholas Toms and former DecisionPoint CFO Donald Rowley, and was then sold to Moore Corporation (now RR Donnelley) in 1997. RR Donnelley, as part of its strategy to focus on commercial printing, sold Peak to Platinum Equity in December 2005. Keystone Capital, Inc. acquired Peak in October 2011, from Platinum Equity. During December 2011, Peak Technologies acquired Washington based Ryzex, a mobile technology solutions company and subsequently changed their name to Peak-Ryzex in 2012. During August 2012, Peak-Ryzex acquired Catalyst from CDC Global Services. Catalyst is a highly specialized SAP services partner and a leader in the design and implementation of SAP Supply Chain Management (SAP SCM) solutions.

· Stratix, Inc. - Georgia based Stratix is a substantial competitor of DecisionPoint, especially in the South Eastern part of the U.S. Their customer base includes large nationally based Tier-1 retailers, distributors, major commercial airlines and general manufacturers . In December 2011, Stratix announced that Grey Mountain Partners had acquired a majority interest in the company. In 2012, Stratix, Inc. announced a strategic partnership with PiiComm, Inc., a provider of wireless and mobile workforce solutions for enterprise and government in Canada specializing in transportation & logistics, field services, warehouse and healthcare. In 2013, Stratix, Inc. sold their software division to ServicePower Technologies Plc (AIM: SVR), the sale includes Stratix' Field Service mobile application development team, intellectual property and existing Field Service Software contacts.

- Denali Advanced Integration - Washington based Denali Advanced Integration is a full system integration company with services ranging from IT Consulting, Managed Services and Enterprise Mobility Solutions. Denali is a substantial competitor of DecisionPoint in the North Western part of the U.S. Denali Advanced Integration partners with major mobility vendors Motorola, Intermec and Zebra.
- Group Mobile –Arizona based Group Mobile is exclusively focused on providing a total solution to customers within the area of rugged, mobile, and field-use computing products.
- Pariveda Solutions –Headquartered in Dallas Texas, Pariveda Solutions is an IT consulting company delivering both strategic consulting services and technical solutions to customers.
- Barcoding, Inc. – Maryland based Barcoding helps organizations streamline their operations with automatic identification and data collection systems (AIDC). Clients include manufacturing, distribution, healthcare and warehousing enterprises, as well as state, local and federal agencies.
- Other Competitors in the U.S. - Certain ‘catalog and online’ AIDC equipment resellers offer end-users deeply discounted, commodity oriented products; however, they typically offer limited or no maintenance support beyond the manufacturer’s warranty (which generally results in slower repair turnaround time). More importantly, as end users have become increasingly dependent on VARs and SIs to provide platform design, integration and maintenance, end users typically do not place major purchase orders with such resellers.

Employees

As of May 30, 2014, we have a total of 84 full time employees and 2 part time employees. We have not experienced any work disruptions or stoppages and we consider relations with our employees to be good.

DESCRIPTION OF PROPERTIES

We lease our office and warehouse facilities and certain equipment under various operating leases which expire at various dates through fiscal 2020 and require us to pay a portion of the related operating expenses such as maintenance, property taxes, and insurance. Certain facilities contain renewal options for varying periods. In most cases, management expects that in the normal course of business, leases will be renewed or replaced by other leases. Certain facilities leases have free or escalating rent payment provisions. Rent expense under such leases is recognized on a straight-line basis over the lease term.

The corporate headquarters and sales operations, including sales administration, software development, depot operation and the financial management were located in Foothill Ranch, California where the Company leased 7,500 square feet of office space which expired in July 2012. In May 2012, we entered into a new office lease agreement for 10,325 square feet beginning in July 2012; the lease expires in July 2017. The property is located in Irvine, California. The current monthly rental expense is approximately \$13,000.

In addition, the Company leased 4,100 square feet in Shelton, Connecticut for its East coast sales and operations which expires in April 2015. In September 2012, the Company notified the landlord of its early termination of the lease as of April 2013. The Company also leased 6,800 square feet in Edison, New Jersey under a lease which expires in December 2014. In December 2013, the Company notified the landlord of its early termination of the lease as of March 2014. The Company has a sales and administrative office located in Alpharetta, Georgia where it leases 5,100 square feet for general office purposes under a lease which expires in July 2018. In addition, the Company has a lease for 4,800 square feet in Alpharetta, Georgia for its technology lab center which expired in April 2012. During April, the lease was extended for an additional 3 years until April 2015, under the same terms and conditions. The current monthly rental expense for the sales and administrative office and the technology lab is approximately \$13,000.

Effective upon the closing date of the purchase of Apex in June 2012, we assumed Apex's lease of 7,800 square feet in Burlington, Ontario, Canada, which expires in March 2016. The current monthly rental expense is approximately CDN\$10,000.

Effective upon the closing date of our purchase of Illume Mobile in July 2013, we assumed the Illume Mobile lease of 10,000 square feet in Tulsa, Oklahoma which expired in September 2013, with the same terms and conditions as the underlying lease. In May 2013, we entered into a new office lease agreement for 6,358 square feet beginning in September 2013; the lease expires in August 2020. The current monthly rental expense is approximately \$6,000.

We believe that our properties are in good condition, adequately maintained and suitable for the conduct of our business. Certain of our lease agreements provide options to extend the lease for additional specified periods.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

MANAGEMENT

Below are the names and certain information regarding the Company's officers and directors:

| Name | Age | Position |
|-------------------|-----|---|
| Nicholas R. Toms | 65 | Chief Executive Officer, President and Chairman |
| Michael P. Roe | 52 | Chief Financial Officer |
| Donald Dalicandro | 53 | Director |
| John E. Chis | 57 | Senior Vice President, Sales |
| Bryan E. Moss | 47 | Senior Vice President, Professional Services |
| David M. Rifkin | 58 | Director |
| Jay B. Sheehy | 59 | Director |
| Robert M. Chaiken | 50 | Director |
| Marc Ferland | 69 | Director |
| Lawrence Yelin | 70 | Director |
| Robert Schroeder | 47 | Director |

Set forth below is a brief description of the background and business experience of each of our executive officers and directors for the past five years.

Nicholas R. Toms, Chairman, Chief Executive Officer, President and Director

Mr. Toms became CEO of DecisionPoint as of December 2003, when an ESOP that he organized together with Donald Rowley, the former CFO of the Company, acquired DecisionPoint. As a former corporate finance/M&A attorney with Skadden Arps Slate Meagher & Flom, Mr. Toms is an entrepreneur and has been involved with middle market businesses for the past several years. He previously served as CEO of Cape Systems Group, Inc. (formerly Vertex Interactive, Inc.), a provider of warehouse management software systems. In 1989, Mr. Toms founded Peak Technologies where he served as Chairman, President and CEO. In 1997, Peak was sold to Moore Corporation in a transaction valued at approximately \$300 million. In 1986, an investor group of which Mr. Toms was a principal, orchestrated the buyout of Thomson T-Line Plc, a publicly traded company based in London, England. Mr. Toms is a graduate of Stellenbosch University (South Africa) in economics and law (LL.B) and New York University (LL.M). Mr. Toms serves on the Board of Directors of Cape Systems Group.

Michael Roe, Chief Financial Officer

Michael Roe has been serving as the Company's Vice President, Finance since October 2012 and was named Principal Financial Officer in May 2013. On February 21, 2014, Mr. Roe was appointed to serve as Chief Financial Officer. Prior to starting with the Company, Mr. Roe spent approximately one year as an independent financial consultant. From October 2006 to October 2011, Mr. Roe served as the Chief Accounting Officer for Metagenics, Inc., a global life sciences company. Mr. Roe previously worked with KPMG LLP in Orange County, California and is an active, licensed Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

Don Dalicandro, Director

Mr. Dalicandro joined the Company upon the consummation of the acquisition of Apex Systems Integrators on June 4, 2012. Mr. Dalicandro founded Apex Systems Integrators in 1998 and served as Apex's Chief Executive Officer until August 2013. During his career he has founded, led and worked for companies in manufacturing, commercial property management and retail consulting services. In 2007, Mr. Dalicandro obtained his Chartered Director designation from The Directors College, Degroote School of Business. He currently holds Board positions with Joseph Brant Memorial Hospital, Vice-Chair and Governance Chair, Deposit Insurance Corporation of Ontario and Burlington Hydro Inc., Chair, Governance and Audit. Mr. Dalicandro has an honors engineering degree from the University of Waterloo and completed his MBA at McMaster University. He is a registered Professional Engineer in Ontario. Mr. Dalicandro is a Canadian citizen.

John E. Chis, Senior Vice President, Sales

Mr. Chis joined DecisionPoint in November 2004, as General Manager and Vice President of Sales. Mr. Chis has been an integral part of the senior management leadership from 2004 until present with responsibility in operations, marketing, strategic planning, and partner development. Mr. Chis has over thirty years of Senior Management experience beginning his career at Telxon. Mr. Chis also held senior management positions at Symbol Technologies in both Sales and Retail Vertical Lead. Mr. Chis is a graduate from The University Of Akron (College of Business) and has participated as an Advisor to the College of Business on their Advisory Board.

Bryan Moss, Senior Vice President, Professional Services

Mr. Moss joined DecisionPoint upon the consummation of the CMAC acquisition on December 31, 2010. He has 21 years of Information Technology, Logistics, Sales, and Engineering experience. Mr. Moss had been a principal along with being the President of CMAC Inc. for the past 13 years. Prior to CMAC, he was Senior Manager of the Supply Chain Practice for Accenture, responsible for Alliances and Supply Chain Execution Systems Implementations. Mr. Moss served in a management capacity for 8 years with UPS and Burnham Logistics in Information Technology, Engineering, and Operations. He attended Southern Tech receiving a Bachelor of Science degree in Industrial Engineering with a Minor in Technical Sales.

David M. Rifkin, Director

Mr. Rifkin has been an investor in DecisionPoint and a Director since 2003. Mr. Rifkin is the President and CEO and co-owner of eGlobalfares, LLC, a software and solution provider to the travel industry since 2006. From 2003 to 2006, Mr. Rifkin was the SVP of Corporate Sales and a member of the executive team at Adelman Travel Group, a top 10 U.S. travel management company. Mr. Rifkin also worked in the family businesses in insurance, real estate and travel. Mr. Rifkin has served on the Board of Directors of the Greater Valley Chamber of Commerce, Valley United Way, Griffin Hospital, Spooner House (Homeless Shelter), Visiting Nurse Assoc. of South Central CT, Hewitt Memorial Hospital and Valley Community Foundation. Mr. Rifkin received a Bachelor of Science in Business Administration from Bucknell University.

Jay B. Sheehy, Director

Mr. Sheehy became associated with DecisionPoint as an early investor in 2003 and became a Director concurrent with the Merger. Mr. Sheehy has been the President and Principal of Kamco Supply of New England, a \$100 million building materials distribution business since 1996. From 1984-1995, Mr. Sheehy was President and Principal of Stanley Svea Building Supply until he merged the company into Kamco. Previously, Mr. Sheehy held an internal audit position at Connecticut Bank and Trust, Budget Analyst post with Combustion Engineering and was a Manager of Financial Analysis with PepsiCo. After graduating Bucknell University in 1977 with a bachelor's degree in business administration he went on to earn an MBA from the University of Connecticut, APC from NYU and his CPA accreditation. Mr. Sheehy is a Trustee of The Gunnery School, a former Board Member of the Connecticut Business and Industry Association (CBIA) and a former officer of Churchill Casualty Insurance.

Robert M. Chaiken, Director

Mr. Chaiken became a Director and investor of DecisionPoint in November 2010. Mr. Chaiken has worked for Adelman Travel Group, a \$600M privately-held travel management company, since 1991. Since 2008, he has served as Adelman Travel Group's President. In previous roles he served as Adelman's Chief Operating Officer, Chief Financial Officer and Controller. His additional experience includes acquisitions, strategic partnerships organizational design, and travel technology development. He is a Certified Public Accountant and holds a B.B.A. from the University of Wisconsin with majors in accounting and information systems.

Marc Ferland, Director

Mr. Ferland became a Director of DecisionPoint upon completion of the Merger. Mr. Ferland had served as President and Chief Executive Officer of Copernic Inc. from March 2008 and on its Board of Directors since September 2007. In November 2010, Copernic was sold to N. Harris Computer Corporation and he resigned his duties with Copernic and simultaneously assumed the position of Chairman of the Board and President/Chief Executive Officer of its successor, Comamtech. Prior to his affiliation with Copernic and Comamtech, Mr. Ferland worked in the venture capital industry in various capacities with Microcell Caisse de Depot et Placement du Quebec (Canada's largest pension fund), VantagePoint (a Silicon Valley venture capital fund) and Gen24 Capital, which he co-founded. Mr. Ferland also worked in the Telecommunications industry in senior roles with Cantel (now Rogers), Scotpage/Scotcom, Telesystem National and Microcell Telecom. Mr. Ferland also spend almost 20 years in a variety of management positions with Canadian General Electric. He graduated from the University of Montreal with a B.A. honors in economics and did post graduate work at McGill University and Harvard Business School. Mr. Ferland is a Canadian citizen.

Lawrence Yelin, Director

Mr. Yelin became a Director of DecisionPoint upon completion of the Merger. Mr. Yelin is an attorney, who has had his own practice since February, 2009. From June 1980 until January 2009, he was attorney partner at the law firm of Fasken Martineau DuMoulin LLP. Mr. Yelin is a Canadian citizen.

Robert Schroeder, Director

Mr. Schroeder was elected to the Board of Directors of DecisionPoint on November 18, 2013. Mr. Schroeder was nominated to the board of directors by Taglich Brothers, Inc. ("Taglich"), in connection with the Company's previously disclosed sale of Series E Preferred Stock, for which Taglich acted as placement agent. He is Vice President of Investment Banking of Taglich and specializes in advisory services and capital raising for small public and private companies. Prior to that, Mr. Schroeder served as Senior Equity Analyst publishing sell-side research on publicly

traded companies. Mr. Schroeder has been with Taglich since 1993. Prior to joining Taglich, Mr. Schroeder served in various positions in the brokerage and public accounting industry. Mr. Schroeder received a B.S. degree in accounting and economics from New York University. He currently serves on the board of directors of Air Industries Group, a publicly traded manufacturer of aerospace parts and assemblies and privately held APR LLC, an automotive engineering firm providing performance aftermarket products and software. He also currently serves on the board of publicly-traded Globalwise Investments, Inc., a provider of cloud-based enterprise content management solutions. Mr. Schroeder's financial knowledge and experience qualifies him to serve on the Company's Board of Directors.

Committees of the Board

The Audit Committee members are Jay B. Sheehy, David M. Rifkin, Lawrence Yelin, and Robert M. Chaiken. The Audit Committee Chairman is Jay B. Sheehy. The Audit Committee assists our board in fulfilling its responsibility for the oversight of the quality and integrity of our accounting, auditing, and reporting practices, and such other duties as directed by the board. The committee's purpose is to oversee our accounting and financial reporting processes, the audits of our financial statements, the qualifications of our public accounting firm engaged by us as our independent auditor to prepare or issue an audit report on our financial statements. Jay B. Sheehy is the "audit committee financial expert" within the meaning of SEC rules and regulations.

The Compensation and Governance and Nominating Committee members are Jay B. Sheehy, David M. Rifkin, Marc Ferland and Robert M. Chaiken. The Compensation and Governance and Nominating Committee Chairman is David M. Rifkin. The Compensation Committee's role is to discharge our board's responsibilities relating to compensation of our executives and to oversee and advise the board of directors on the adoption of policies that govern our compensation and benefit programs.

When considering whether directors and nominees have the experience, qualifications, attributes and skills, the Company and the Board focused primarily on the information discussed in each of the directors' individual biographies set forth above. Mr. Toms has experience as Chairman, President and CEO in growing middle market businesses, such as Cape Systems Group, Inc. and Peak Technologies, engaged in providing consultative solutions including professional services, software and equipment. In particular, with regard to Mr. Rifkin, the Board considered his background in software development and significant expertise and background as a CEO, President and director of both private companies, such as eGlobalfares LLC, and community groups, such as Greater Valley Chamber of Commerce and Griffin Hospital. With regard to Mr. Sheehy, the Board considered his position as President of similar revenue size and entrepreneurial companies to DecisionPoint and his financial experience as a CPA qualifying him for being the Audit Committee Chairman. With regard to Mr. Chaiken, the Board considered his extensive experience in positions of President, Chief Operating Officer and Chief Financial Officer in growing entrepreneurial companies, such as Adelman Travel Group, whereby his understanding of business operations of a growing company can be best utilized and also qualifies him as a finance expert. Messer's Ferland and Yelin were directors of our predecessor entity, Comamtech and therefore their experience in technology space proves invaluable to the Company. Mr. Schroeder was elected to the Board of Directors in connection with the private placement of Series E Preferred Stock in November 2013. His financial knowledge and experience qualifies him to serve on the Company's Board of Directors.

Except as otherwise reported above, none of our directors have held directorships in other reporting companies and registered investment companies at any time during the past five years.

Involvement in Certain Legal Proceedings

To our knowledge, during the last ten years, none of our directors and executive officers has:

Had a bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.

Been convicted in a criminal proceeding or been subject to a pending criminal proceeding, excluding traffic violations and other minor offenses.

Been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities.

Been found by a court of competent jurisdiction (in a civil action), the SEC, or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Been the subject to, or a party to, any sanction or order, not subsequently reverse, suspended or vacated, of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over

its members or persons associated with a member.

Employment Agreements

We have a standard three (3) year employment agreement with Mr. Bryan Moss, our Senior Vice President, as a result of the CMAC acquisition. The agreement calls for an annual bonus upon achieving certain results of operations at CMAC. None of the other terms of the agreement are out of the ordinary course of business.

We also were party to an employment agreement with Mr. Ralph S. Hubregsen, our Former Chief Operating Officer. On December 3, 2013, Mr. Hubregsen's employment as the Chief Operating Officer of the Company was terminated. The agreement provided for a severance provision ranging from two months to twelve months of salary.

We had an employment agreement with Donald Dalicandro, our Former Chief Executive Officer of Apex, as a result of the Apex acquisition. Under the employment agreement, the Company further agreed Mr. Dalicandro would be appointed to the Company's board of directors effective June 4, 2012. The agreement calls for annual bonus upon achieving certain results of operation at Apex for the 12 months ending July 31, 2013, 2014, and 2015. As of July 31, 2013, the Company and Mr. Dalicandro agreed to separation terms. The separation agreement provides for normal pro-rata salary payments twice monthly, including receiving various employee benefits, to cover the transition period August 1, 2013 through October 31, 2013 and the severance period, November 1, 2013 through April 30, 2014. As part of the Apex Purchase Agreement, the Company is obligated to pay an additional bonus consideration to the CEO of Apex. Such bonus is considered additional contingent purchase consideration as we are obligated to pay the bonus regardless of whether or not his employment is retained.

Family Relationships

There are no family relationships between any of our directors or executive officers and any other directors or executive officers.

EXECUTIVE COMPENSATION

The following table summarizes all compensation recorded by DecisionPoint in each of the last two completed fiscal years for our principal executive officers and our three most highly compensated executive officers who were serving as executive officers as of the end of the last fiscal year. Such officers are referred to herein as our "Named Officers".

| Name | Year | Salary | Bonus | Stock Award | Option Award (1) | Non-Equity Incentive Plan | Change in Pension Value & Nonqualified Deferred Comp | All Other | Total |
|------------------------|------|------------|--------|-------------|------------------|---------------------------|--|-----------|------------|
| Nicholas R. Toms | | | | | | | | | |
| | 2013 | \$ 379,000 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 8,800 | \$ 387,800 |
| | 2012 | 450,000 | - | - | - | - | - | 9,800 | 459,800 |
| Michael P. Roe | | | | | | | | | |
| | 2013 | 192,000 | - | - | - | - | - | 5,000 | 197,000 |
| | 2012 | 26,000 | - | - | - | - | - | - | 26,000 |
| Donald W. Rowley (2) | | | | | | | | | |
| | 2013 | - | - | - | - | - | - | - | - |
| | 2012 | 316,000 | - | - | - | - | - | 12,000 | 328,000 |
| Ralph S. Hubregsen (3) | | | | | | | | | |
| | 2013 | 435,000 | - | - | - | - | - | 8,000 | 443,000 |
| | 2012 | 275,000 | - | - | - | - | - | 10,000 | 285,000 |
| John E. Chis | | | | | | | | | |
| | 2013 | 225,000 | 18,000 | - | - | - | - | - | - |