

RigNet, Inc.  
Form 10-K  
February 29, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2015**

**or**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-35003**

**RigNet, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**76-0677208**  
**(I.R.S. Employer**  
**Identification No.)**

**1880 S. Dairy Ashford, Suite 300**

**Houston, Texas**  
**(Address of principal executive offices)**

**77077-4760**  
**(Zip Code)**

**Registrant's telephone number, including area code: (281) 674-0100**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, \$0.001 par value</b>	<b>NASDAQ Global Select Market</b>
<b>Securities registered pursuant to Section 12(g) of the Act: NONE</b>	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

As of June 30, 2015, which was the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock, \$0.001 par value per share (the Common Stock) held by non-affiliates of the registrant on such date was approximately \$540.9 million. For purposes of this calculation, only executives and directors are deemed to be affiliates of the registrant. At February 20, 2016, there were outstanding 17,757,945 shares of the registrant's Common Stock.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2015 are incorporated herein by reference in Part III of this Annual Report.

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**PART I**

**Item 1. Business**

*For convenience in this Annual Report on Form 10-K, RigNet, the Company, we, us, and our refer to RigNet, Inc. and its subsidiaries taken as a whole, unless otherwise noted.*

**Overview**

We are a leading global provider of digital technology solutions to the oil and gas industry. Through a controlled and managed IP/MPLS (Internet Protocol/Multiprotocol Label Switching) global network, we deliver voice, data, video and other collaborative services under a multi-tenant revenue model. Our customers use our secure communications and private extranet to manage information flows and execute mission-critical operations primarily in remote areas where conventional telecommunications infrastructure is either unavailable or unreliable. We offer our clients what is often the sole means of communications with their remote operations, including offshore and land-based drilling rigs, offshore and onshore production facilities, maritime vessels and regional support offices. To ensure the maximum reliability demanded by our customers, we deliver our services through our IP/MPLS global network, tuned and optimized for communications with remote endpoints, that serves oil and gas customers both in the United States and in international markets. As of December 31, 2015, we were the primary provider of remote communications and collaborative services to approximately 500 customers reaching about 1,100 remote sites located in approximately 50 countries on six continents. For the year ended December 31, 2015, our revenue generated from countries outside of the U.S. represented 70.5% of total revenue.

The emergence of highly sophisticated processing and visualization systems has allowed oil and gas companies to make decisions based on reliable and secure real-time information carried by our network from anywhere in the world to their home offices. We deliver turn-key solutions and value-added services that simplify the management of multiple communications services, allowing our customers to focus their attention on their core oil and gas drilling, production and services operations. Our customer solutions enable broadband data, voice and video communications with quality, reliability, security and scalability that is superior to conventional switched transport networks. Key aspects of our services include:

managed services solutions offered at a per site, per day subscription rate primarily through customer agreements with terms that typically range from one month to three years, with some customer agreement terms as long as five years;

enhanced end-to-end IP/MPLS global network to ensure significantly greater network reliability, faster trouble shooting and service restoration time and quality of service for various forms of data traffic;

enhanced end-to-end IP/MPLS global network that allows new components to be plugged into our network and be immediately available for use (plug-and-play);

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a network designed to accommodate multiple customer groups resident at a site, including rig owners (drillers), operators, service companies and pay-per-use individuals;

value-added services, such as remote video conferencing, WAN acceleration and WiFi hotspots, benefiting the multiple customer groups resident at a site;

proactive network monitoring and management through a network operations center that actively manages network reliability at all times and serves as an in-bound call center for trouble shooting, 24 hours per day, 365 days per year;

engineering and design services to determine the appropriate product and service solution for each customer;

Telecoms Systems Integration (TSI) services to design, assemble, install and commission turn-key solutions for customer telecommunications systems;

installation of on-site equipment designed to perform in extreme and harsh environments with minimal maintenance; and

maintenance and support through locally-deployed engineering and service support teams as well as warehoused spare equipment inventories.

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We believe our solutions help our customers increase their revenue and better manage their costs and resource allocations through the delivery, use and management of real-time information. We believe our commitment to our customers and the embedded nature of our solutions strengthens and extends our customer relationships.

We believe we have lower capital expenditures than other remote communications providers because we do not own or operate any satellites, own terrestrial wireless facilities and landlines, or, as a general rule, own or operate teleport facilities and data centers. In order to provide our end-to-end services, we procure bandwidth from independent commercial satellite-services operators and terrestrial wireless and landline providers to meet the needs of our customers for end-to-end IP-based communications. We generally own the network infrastructure and communications equipment we install at remote sites as well as co-located equipment in third-party teleport facilities and data centers, all of which we procure through various high quality equipment providers. By owning the network infrastructure and communications equipment on the customer premises, we are better able to ensure the high quality of our products and services and diagnostically select the optimal equipment suite and solution for each customer. Our network and communications services are designed to accommodate all customers at remote oil and gas sites including rig owners (drillers), operators, service companies and pay-per-use individuals, such as off-duty rig workers and visiting contractors, vendors and other visitors. Our remote communications services are initially offered to drillers, and the initial capital investment is scaled by up-selling communications services to other parties present on the rigs, such as operators, service companies and pay-per-use individuals, as well as through the cross-selling of value-added services.

## **Our Industry**

The remote telecommunications industry is highly competitive with a wide variety of companies and new potential entrants from adjacent vertical markets and from within the broader value chain. Within the remote telecommunications industry, we serve oil and gas companies that operate their remote locations through global always-connected networks driving demand for communications services and managed services solutions that can operate reliably in increasingly remote areas under harsh environmental conditions.

The oil and gas industry depends on maximum reliability, quality and continuity of products and services. Oil and gas companies with geographically dispersed operations are particularly motivated to use secure and highly reliable communications networks due to several factors:

oil and gas companies rely on secure real-time data collection and transfer methods for the safe and efficient coordination of remote operations;

technological advances in drilling techniques have enabled increased exploitation of offshore deepwater reserves and development of unconventional reserves (e.g., shales and tight sands) that require real-time data access by personnel in field and head offices to optimize performance and maintain safety standards; and

transmission of increased data volumes and real-time data management and access to key decision makers enable customers to maximize operational results, safety and financial performance.

While we experience competition in our markets, we believe that our established relationships with customers and proven performance serve as significant barriers to entry.

## Operations

We are a global provider of managed remote communications, TSI (project management of turn-key engineered telecommunications solutions) and collaborative applications dedicated to the oil and gas industry, focusing on offshore and onshore drilling rigs, energy production facilities and maritime. Our business operations are divided into three reportable segments: Eastern Hemisphere, Western Hemisphere and TSI. For financial information about our reportable segments, see Note 13 Segment Information in our consolidated financial statements included in this Annual Report on Form 10-K.

***Eastern Hemisphere.*** Our Eastern Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. Our Eastern Hemisphere segment services are primarily performed out of our Norway, United Kingdom, Qatar, and Singapore based offices for customers and rig sites located on the eastern side of the Atlantic Ocean primarily off the coasts of the United Kingdom, Norway, West Africa, around the Indian Ocean in Qatar, Saudi Arabia and India, around the Pacific Ocean near Australia, and within the South China Sea.



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***Western Hemisphere.*** Our Western Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. Our Western Hemisphere segment services are primarily performed out of our United States and Brazil based offices for onshore and offshore customers and rig sites located on the western side of the Atlantic Ocean primarily in the United States, Canada, Mexico and Brazil, and within the Gulf of Mexico.

***Telecoms Systems Integration (TSI).*** Our TSI segment designs, assembles, installs and commissions turn-key solutions for customer telecommunications systems. TSI segment solutions are custom designed and engineered turn-key solutions based on the customer's specifications, as well as, international industry standards and best practices. TSI projects include consultancy services, design, engineering, project management, procurement, testing, installation, and commissioning and after-sales service. Our TSI segment services are primarily performed out of our United Kingdom and United States based offices for customers globally.

As of December 31, 2015, we were serving 238 jack up, semi-submersible and drillship rigs, a decrease of 40 rigs since December 31, 2014. We calculate our market share to be based on an IHS-Petrodata RigBase Current Activity report as of December 31, 2015 excluding cold-stacked rigs, rigs under construction, rigs out of service and rigs in sanctioned countries, as we do not consider these rigs to be addressable. We approximate our addressable market share to be 32.3% as of December 31, 2015, which is down compared to 35.5% as of December 31, 2014. As of December 31, 2015, we were serving 519 strategic initiative sites, a decrease of 43 sites since December 31, 2014. Strategic initiative sites include production facilities, support vessels and international onshore rigs. As of December 31, 2015, we were also serving 373 other sites, a decrease of 303 sites since December 31, 2014. Other sites include U.S. onshore drilling rigs, completion facilities, remote support offices and supply bases. We had approximately a 13.8% market share for U.S. onshore drilling rigs based on Baker Hughes North America Rotary Rig Count for December 2015.

**Our Strategy**

To serve our customers and grow our business, we intend to pursue aggressively the following:

expand our share of offshore and onshore drilling rigs;

increase secondary customer penetration on our existing remote sites;

develop and market additional value-added products and services; and

extend our market presence into complementary remote communications segments through organic growth and strategic acquisitions.

***Expand our share of offshore and onshore drilling rigs:*** We intend to expand our drilling rig market share by increasing our penetration of the market for newly-built rigs, capturing existing rigs from competitors because of our superior performance, landing fleet-wide opportunities with major drillers, capturing opportunities made available as a result of potential drilling rig industry consolidation and improving penetration in new and underserved geographic markets. Because of our established relationships with our customers, reliable and robust service offerings and

best-in-class customer service, we believe that we are well-positioned to capture new build and reactivated stacked rigs that our customers add to their fleets as well as to organically gain market share against other providers. Although management has observed the pace of cold stacking and scrapping of offshore rigs recently increasing, management plans to aggressively pursue higher specification new build offshore rigs. The table below presents global fixed and floating rigs which, as of December 31, 2015, are scheduled to be delivered between 2016 and 2019.

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### **Fixed and Floating Rigs Scheduled for Delivery**

Source: IHS-Petrodata RigBase Current Activity data as of December 31, 2015.

We intend to expand our penetration of the U.S. and international onshore drilling rig market. Although, the Baker Hughes U.S. land rig count has declined approximately 67.0% to 637 units as of late January 2016 since its recent peak of 1,931 in late November 2014, we believe we are well-positioned to increase our penetration in this segment because of our experience in the U.S. onshore drilling rig market, our in-depth understanding of the needs of oil and gas customers, high quality of service and global data network infrastructure. The Baker Hughes U.S. land rig count has declined approximately 62.1% to 698 units in late December 2015 from 1,840 in late December 2014.

***Increase secondary customer penetration:*** We intend to continue to scale our initial capital investment with rig owners (drillers) by using our incumbent position at remote sites to serve other users on the rigs. We will seek to increase revenue with low incremental capital costs by up-selling our services to other parties on the rigs, production platforms and support vessels, including drillers, operators, services companies and pay-per-use individuals.

***Develop and market additional value-added products and services:*** We intend to continue to serve our customers needs by commercializing additional products and services that complement our wide array of available remote communications services. We expect that over the next several years our customer base will require a variety of advanced products such as real-time functionality, videoconferencing, software acceleration technology, WiFi hotspots and media. These products will be further supported by our acquired TSI solutions and other services designed to meet the infrastructure needs of our customers.

Through our engineering expertise, technical sales force and operational capabilities, we will continue to position ourselves to capture new business opportunities and offer our customers a full range of remote communications services at different levels within customer organizations.

***Extend our market presence into complementary remote communications segments through organic growth and strategic acquisitions:*** Our market presence and proven quality of service offer significant organic growth opportunities in targeted adjacent upstream energy segments where we are well positioned to deliver remote communications solutions. Targeted segments include energy and non-energy related vessels (including seismic and offshore support and supply vessels), offshore fixed and floating production facilities and international onshore drilling rigs and production facilities.

In addition, we will continue to look for and review opportunities in other remote communications market adjacencies that offer significant opportunities for growth and where we are well positioned to take advantage of these opportunities.

We are also focused on expanding our competitive market position through strategic acquisitions. As we continue to focus on expanding the target markets for our products, services and solutions, we plan to selectively acquire companies and/or technologies that would be complementary to our existing business. Strategic acquisition opportunities may be pursued to enhance our operations and further our strategic objectives.



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In February 2016, we completed our acquisition of Orgtec S.A.P.I. de C.V., d.b.a TECNOR (TECNOR). As a result of this acquisition, we are expanding our services to include a wide array of equipment, voice and data services, satellite coverage and bandwidth options in Mexico. These services are provided to industrial, commercial and private users in diverse activity segments from mission critical military and government applications, oil and gas operations, commercial fishing and leisure.

In 2014, with the acquisition of Inmarsat's Enterprise Energy business unit, we expanded our services to include microwave and WiMAX networks in the U.S. Gulf of Mexico serving drillers, producers and energy vessel owners, Very Small Aperture Terminal (VSAT) interests in Canada, an M2M SCADA VSAT network in the continental U.S. serving the pipeline industry, a worldwide TSI business and a global L-band MSS retail energy business.

Additionally, in 2014, we executed an agreement with Inmarsat to be a distribution partner to deliver Inmarsat's Global Xpress (GX) and L-band services to the energy sector worldwide. We expect to begin delivering GX services in mid to late 2016.

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### **Competitive Strengths**

As a leading global provider of digital technology solutions to the oil and gas industry, our competitive strengths include:

mission-critical services delivered with a global network and operations;

high-quality customer support with full time monitoring and regional service centers;

operational leverage and multiple paths to growth supported by a plug-and-play IP/MPLS global platform;

scalable telecoms systems using standardized equipment that leverage our global infrastructure;

customized TSI solutions provided by expert telecoms systems engineers;

flexible, provider-neutral technology platform;

long-term relationships with leading companies in the oil and gas industry; and

the ability to design and implement a broad range of communication solutions using a range of frequencies and modes of communication.

***Mission-critical services delivered by a trusted provider with global operations:*** Our focus on the oil and gas industry provides us with an in-depth understanding of the mission-critical needs of our customers that enables us to tailor our services to their requirements. Our network reliability and responsive customer service, along with the high switching costs associated with changing of remote communications providers, provide us with a high rate of customer retention. Our global presence allows us to serve our clients around the world, except where U.S. government restrictions may apply. Our global terrestrial network also allows us to provide quality of service to prioritize various forms of data traffic for a more pleasing end user experience. Our ability to offer our customers such global coverage sets us apart from regional competitors at a time when our customers are expanding the geographic reach of their own businesses, exploring for oil and gas reserves in more remote locations and seeking remote communications partners that can match the breadth of their global operations and speed of deployment.

***High-quality customer support with full-time monitoring and regional service centers:*** Our IP/MPLS global network allows us to provide high quality customer care by enabling us to monitor the network end-to-end so that we can easily and rapidly identify and resolve any network problems that our customers may experience. As of December 31, 2015, we had 42 service operations centers and warehouses to support and service our customers remote sites. A Global Network Operations Center located in Houston, Texas is staffed 24 hours per day, 365 days per year. We provide non-stop, end-to-end monitoring and technical support for every customer. This proactive network monitoring allows us to detect problems instantly and keep our services running at optimum efficiency. Fully

managed technology is a key reason why we can support solutions that deliver high performance and new technologies that improve productivity. As of December 31, 2015, our onshore services were supported through a network of 15 field service centers and equipment depots, located in major oil and gas regions in the continental United States. Our onshore footprint allows us to respond with high quality same-day service for the shorter drilling cycles inherent in onshore drilling where rapid installation, decommissioning and repair services are required. We maintain field technicians as well as adequate spare parts and equipment inventory levels in these service centers.

***Operational leverage and multiple paths to growth supported by a plug-and-play IP/MPLS platform:*** Our scalable, standardized communications platform provides us with plug-and-play capabilities to easily expand or improve service offerings. Our IP/MPLS global platform allows us the ability to add additional services to our standard offerings or change our service offerings on a rig, production platform or energy support vessel with little incremental cost once installed onsite. We can offer these services to all users of the rig, production platform or energy support vessel, including drillers, operators, service companies and pay-per-use individuals, such as off-duty rig workers and visiting contractors, vendors and others. We expect this operating leverage to help drive an expansion in our Adjusted EBITDA as we grow, which is defined in Item 6. Selected Financial Data of this Annual Report on Form 10-K. Our IP/MPLS global platform gives us an important advantage by offering greater reliability, scalability, flexibility and security than conventional switched transports and accounts for what we believe to be a key reason for the market share we have today of remote installations on offshore and onshore drilling rigs with the potential that we can lift that market share over time.

***Scalable systems using standardized equipment that leverages our global infrastructure:*** We have built our global satellite and terrestrial network with a sufficient amount of flexibility to support our growth without substantial

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incremental capital investment. Our knowledge and capabilities can be applied to remote sites located anywhere in the world. We install standardized equipment at each remote site, which allows us to provide support and maintenance services for our equipment in a cost-efficient manner. Not all of the components of equipment that we install at each site are the same, but the components that vary are limited in number and tend to be the same for rigs located in the same geography. As of December 31, 2015, we leased capacity from 42 satellites, and are co-located in 26 teleports and 32 datacenters worldwide in order to provide our end-to-end solutions. By leasing rather than owning our network enablers and owning the on-site equipment at each site, we are able to both minimize the capital investment required by the base network infrastructure and maintain the flexibility to install high quality equipment at each site tailored to its locale and environmental conditions. We do own and manage the IP layer end-to-end. The standardized nature of our equipment minimizes execution risk, lowers maintenance and inventory carrying costs and enables ease of service support. In addition, we are able to remain current with technology upgrades due to our back-end flexibility.

***Customized TSI solutions provided by expert telecoms systems engineers:*** Through the acquisition of Nessco Group Holdings Ltd (Nessco) and Inmarsat's Enterprise Energy business unit, we now provide customized TSI solutions. As the demand for additional telecommunications products and telecoms systems continues to increase with each new technological advance, the need for well-designed, efficient and reliable network infrastructures becomes increasingly vital to remote communications customers. Our TSI solutions are custom designed, built and tested by expert engineers based on the customer's specifications and requirements, as well as international industry standards and best practices. These services provide customers with improved telecoms system reliability, operational efficiency and cost savings. For those customers requiring reliable remote communications services, maintenance and support services and customized solutions for their network infrastructures, RigNet provides a one-stop-shop to satisfy these demands.

***Flexible, provider-neutral technology platform:*** Because we procure communications connections and networks and equipment from third parties, we are able to customize the best solution for our customers' needs and reduce our required fixed capital investments. We aim to preserve the flexibility to select particular service providers and equipment so that we may access multiple providers and avoid downtime if any of our initial providers were to experience any problems. By procuring bandwidth from a variety of communications providers instead of owning our own satellites, we are able to minimize capital investment requirements and can expand our geographic coverage in response to customers' needs with much greater flexibility. Our product and service portfolio offers best-in-class technology platforms using the optimal suite communications and networking capabilities for customers.

***Long-term relationships with leading companies in the oil and gas industry:*** We have established relationships with some of the largest companies in the global oil and gas industry. Some of our key customers are the leading contract drillers around the globe, with combined offshore fleets of hundreds of rigs, as well as leading oil and gas companies, oilfield services firms and engineering and construction companies. In most cases, these customers are investment grade rated companies with high standards of service that favor strategic providers such as RigNet and work in partnership with us to serve their remote operations.

***The ability to design and implement a broad range of communication solutions using a range of frequencies and modes of communication:*** We have the ability to design and implement a broad range of communication solutions using a range of frequencies and modes of communication. These modes of communication include wired, wireless satellite Ku, C, L and Ka bands as well as wireless WiMAX and Line-of-Sight (LOS) microwave. This range of communications solutions allows us to offer competitive and reliable communications solutions in a broad range of remote geographic locations where our customer base of leading global drilling, exploration and production and oilfield service customers operate. This helps us meet our customers' requirements for choosing their provider(s) based on maximum reliability while factoring price.





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### **Service Offerings**

We offer a comprehensive communications package of voice, data, video, networking and real-time data management to offshore and land-based remote locations. We are a single source solutions provider that links multiple offshore or remote sites with real-time onshore decision centers and applications.

The main services we offer are high quality voice-over-Internet-protocol, or VoIP, data and high-speed Internet access. In addition, we increasingly provide other value-added services, such as video conferencing solutions, TurboNet WAN (for wide area network) acceleration solutions, real-time data management solutions, Wi-Fi hotspots and Internet kiosks, wireless intercoms and handheld radios. The price for these value-added services is generally included in the day rate and becomes incorporated into the recurring revenue from our customers.

### ***TSI***

As the demand for additional telecommunications products and telecoms systems continues to increase with each new technological advance, the need for well-designed, efficient and reliable network infrastructures becomes increasingly vital to our customers. Our TSI solutions are custom designed, engineered and built based on the customer's specifications and requirements, as well as international industry standards and best practices. Each TSI project includes consultancy services, design, engineering, project management, procurement, testing, installation, commissioning and after-sales service. These services provide our customers with improved telecoms systems reliability, operational efficiency and cost savings.

Our TSI services are provided principally out of our custom built, 26,000 square foot facilities in Aberdeen, Scotland. This facility has been specifically designed to facilitate the end-to-end process of telecoms systems mechanical fabrication, build and assembly through to final TSI Testing (SIT) and Factory Acceptance Testing (FAT). The workshops are fully provisioned with all the tools, equipment and the skilled engineers and technicians necessary to complete all operations in house, maintaining total control of both of the engineering and quality of all the processes involved in the completion of each project.

### ***Video Conferencing Solutions***

The oil and gas industry increasingly uses video conferencing to save significant amounts of time and reduce costs. As an alternative to excessive travel and traditional meetings, video conferencing improves collaboration and expedites decision making. We provide a complete, high-performance video conferencing solution scalable for a wide range of uses. Increasingly, we are deploying videoconferencing solutions to remote sites, allowing our customers to conduct secure and reliable videoconferences between their offices and their remote sites.

We also offer high-resolution hand held wireless cameras through our Remote View service that allows experts in offices to troubleshoot equipment at remote sites, which can save customers time and money, with recent successful deployments in the Gulf of Mexico and the North Sea.

### ***TurboNet Solutions***

Our customers are increasingly pushing software application use to the edge of their networks (remote sites such as drilling rigs, production facilities and vessels). While VSAT connections are reliable, many software applications are not designed to perform optimally over highly latent satellite links. Working with Riverbed Technology, Inc. (Riverbed) we deploy infrastructure appliances to improve the performance of client-server interactions over WANs without breaking the semantics of the protocols, file systems or applications. Whether our customers are copying a file

from a distant file server, getting mail from a remote exchange server, backing up remote file servers to a main datacenter or sending very large files to colleagues at headquarters, slow WANs cost time and money. The costs are borne in redundant infrastructure, over-provisioned bandwidth, and lost productivity.

Working with Riverbed's appliances, RigNet's TurboNet solution can improve the performance, or throughput, of client-server interactions over WANs by up to 100 times, giving the end user the appearance that the server is local rather than remote. That degree of apparent network speed improvement enables our customers to centralize currently distributed resources like storage, mail servers and file servers and deliver new WAN-based IT services that have not been possible before. Not only do the software applications perform more as they would in offices, but our customers may better optimize the use of expensive satellite bandwidth.

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### ***Wi-Fi Hotspot and Internet Kiosk***

We offer WiFi hotspot and Internet kiosk solutions that facilitate access to the Internet by rig-based personnel. This is advantageous for rig owners (drillers) who seek to improve the quality of life for employees by providing Internet access in the living quarters, and for service companies that seek office-like connectivity for their technicians and engineers. The WiFi hotspot and Internet kiosk solutions provide ready access with a familiar user interface without requiring specialized equipment to connect to the service. These solutions are generally paid for by the business customer as a benefit to its remote employees.

### ***SOIL (Secure Oil Information Link)***

In addition to the services we provide to offshore and onshore remote sites, we also operate a proprietary extranet, known as the Secure Oil Information Link (SOIL), enabling oil companies and their counterparties, such as rig owners (drillers), service companies and application service providers, to connect and collaborate on a high-speed, secure and reliable basis. As of December 31, 2015, SOIL's value-added services were being provided to more than 200 oil and gas operators, service companies and other industry suppliers throughout the North Sea region. These customers use SOIL services to collaborate with partners and suppliers or for internal company communications.

The SOIL network is a fully managed, high-performance, members-only communications network hub that enables collaborative partners, suppliers and customers to transfer and share data quickly, reliably and securely. We believe that this one-to-many private extranet is a cost effective and easy-to-deploy alternative to building out point-to-point VPN (virtual private network) connections. The network members do not have to extend the extranet to other partners or suppliers individually. With one link to SOIL, clients are connected to all other members.

With a service level uptime commitment of 99.9%, our two SOIL nodes, which support a wide range of bandwidths from 64 Kbps to 10 Gbps, offering speed and reliability ideal for a variety of applications used in the oil and gas industry as well as value-added services we provide such as SOIL Meeting (video conferencing) and SOIL Hosting (application hosting). SOIL offers clients quality of service and a guaranteed bandwidth that may be increased or decreased according to requirements.

We charge a monthly subscription fee for access to the SOIL network depending on the desired access speed. In addition, we charge for installation of the required equipment and value-added services.

### **Customer Contracts**

In order to streamline the addition of new projects and solidify our position in the market, we have signed agreements with most customers that define the contractual relationship with oil and gas producers, service companies and drilling companies for our offshore and land-based telecommunications services. The specific services being provided are defined under individual service orders that have a term of one to three years with renewal options, while land-based locations are generally shorter term or terminable on short notice without penalty. Service orders are executed under the customer agreements for individual remote sites or groups of sites, and generally may be terminated early on short notice without penalty in the event of force majeure, breach of the agreement or cold stacking of a drilling rig.

### **Customers**

We have an international customer base comprising many of the largest drilling contractors, exploration and production companies and oilfield services companies. Although no single customer accounted for 10.0% or more of revenue in 2015, our top 5 customers accounted for 21.3% of our total revenue for 2015.

## **Suppliers**

Although we have preferred suppliers of telecommunications and networking equipment, nearly all technology utilized in our solutions is available from more than one supplier. The standardized equipment may be deployed across any site in any geographic area.

In addition, we do not rely on one satellite provider for our entire satellite bandwidth needs except for certain instances in which only one satellite bandwidth provider is available in an operating location, which is typically due to licensing restrictions. This approach generally allows us flexibility to use the satellite provider that offers the best service for specific areas and to change providers if one provider experiences any problems.

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**Competition**

The remote telecommunications industry is highly competitive. We expect competition in the markets that we serve to persist, intensify and change. We face varying degrees of competition from a wide variety of companies, including new potential entrants from providers to adjacent vertical markets and from forward integration by some of our suppliers deeper in the industry value chain, since successful service and system development is not necessarily dependent upon substantial financial resources.

Our primary global competitor in upstream oil and gas is Harris Corporation's Harris Cap Rock Communications. In addition, there are a range of regional providers serving smaller customers. Specifically in our U.S. onshore operations, we also face competition from: wireless network providers; drilling instrumentation providers; living quarters companies; and other pure-play providers like us.

Our customers generally choose their provider(s) based on the quality and reliability of the service and the ability to restore service quickly when there is an outage. Pricing and breadth of service offerings is also a factor. The oil and gas industry depends on maximum reliability, quality and continuity of products and service. Established relationships with customers and proven performance serve as significant barriers to entry.

**Government Regulation**

The provision of telecommunications is highly regulated. We are required to comply with the laws and regulations of, and often obtain approvals from, national and local authorities in connection with most of the services we provide. In the United States, we are subject to the regulatory authority of the United States, primarily the Federal Communications Commission (FCC). Regulation of the telecommunications industry continues to change rapidly. Our U.S. services are currently provided on a private carrier basis and are therefore subject to light regulation under the U.S. Communications Act and the rules and regulations of the FCC. If the FCC or one or more state public utility commissions determine that these services or the services of our subsidiaries or affiliates constitute common carrier offerings subject to common carrier regulations we may be subject to significant costs to ensure compliance with the applicable provisions of those laws and regulations. We may be subject to enforcement actions including, but not limited to, fines, cease and desist orders, or other penalties if we fail to comply with those requirements.

In 2014, we completed the purchase of Inmarsat's Enterprise Energy business unit. As part of the acquisition Inmarsat transferred licenses with rights to the electromagnetic spectrum, including fixed microwave licenses, very small aperture terminal (VSAT) earth station licenses, various private and commercial mobile radio service licenses, broadband radio licenses and leases for wireless communications service licenses. Failure to maintain licenses could subject RigNet to fines imposed by the FCC. RigNet also acquired authorization to provide intrastate telecommunications services in two states: Texas and Louisiana. As a result of these additional product and service offerings and the multiple licenses acquired from Inmarsat, RigNet was subject to more expansive, and in some cases, more stringent regulation than in the past.

We are subject to export control laws and regulations, trade and economic sanction laws and regulations of the United States with respect to the export of telecommunications equipment and services. Certain aspects of our business are also subject to state and local regulation. We typically have to register to provide our telecommunications services in each country in which we do business. The laws and regulations governing these services are often complex and subject to change with little notice. At times, the rigs or vessels on which our equipment is located and to which our services are provided will need to operate in a new location on short notice and we must quickly register to provide our services in such country. Failure to comply with any of the laws and regulations to which we are subject may result in various sanctions, including fines, loss of authorizations and denial of applications for new authorizations or

for renewal of existing authorizations. We are also subject to the Foreign Corrupt Practices Act, which prohibits payment of bribes or giving anything of value to foreign government officials for the purpose of obtaining or retaining business or gaining a competitive advantage.

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### **Employees**

As of December 31, 2015, we had approximately 546 full time employees consisting of 61 employees in sales and marketing, 87 employees in finance and administration, 380 employees in operations and technical support and 18 employees in management.

We have a 401(k) plan pursuant to which eligible employees may make contributions through a payroll deduction. For the years ended December 31, 2015 and 2014, we made matching cash contributions of 100% of each employee's contribution up to 2.0% of that employee's eligible compensation and 50% of each employee's contribution between 2% and 6% of such employee's eligible compensation, up to the maximum amount permitted by law. Effective January 1, 2016, we suspended our matching contributions under the 401(K) plan. Under the amended plan, we may later approve a discretionary matching contribution. We are taking this action in response to reduced oil and gas activity.

We believe our employee relations are good.

### **Geographic Information**

See Note 13 Segment Information, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information regarding geographic areas we serve.

### **Other Information**

#### ***Corporate Structure and History***

We were incorporated in Delaware on July 6, 2004. Our predecessor began operations in 2000 as RigNet Inc., a Texas corporation. In July 2004, our predecessor merged into us. The communications services we provide to the offshore drilling and production industry were established in 2001 by our predecessor, who established initial operations in the Asia Pacific region. We have since evolved into one of the leading global providers of remote communications services in the offshore drilling and production industry.

Our organic growth has also been complemented by several strategic acquisitions which have expanded our service offerings. In 2015, with the acquisition of Inmarsat's Enterprise Energy business unit, we expanded our services to include microwave and WiMAX networks in the U.S. Gulf of Mexico serving drillers, producers and energy vessel owners; VSAT interests in Canada; an M2M SCADA VSAT network in the continental U.S. serving the pipeline industry; a worldwide TSI business; and a global L-band MSS retail energy business.

#### ***Principal Executive Offices***

Our principal executive offices are located at 1880 S. Dairy Ashford, Suite 300, Houston, Texas 77077. Our main telephone number is +1 (281) 674-0100.

#### ***Company Website and Available Information***

The Company's internet website is [www.rig.net](http://www.rig.net). The information found on our website is not incorporated into this annual report. The Company makes available free of charge on its website Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended.



***Forward-Looking Statements***

This Annual Report on Form 10-K contains forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are subject to a number of risks and uncertainties, many of which are beyond the Company's control. These statements may include statements about:

new regulations, delays in drilling permits or other changes in the drilling industry;

competition and competitive factors in the markets in which we operate;

demand for our products and services;

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the advantages of our services compared to others;

changes in customer preferences and our ability to adapt our product and services offerings;

our ability to develop and maintain positive relationships with our customers;

our ability to retain and hire necessary employees and appropriately staff our marketing, sales and distribution efforts;

our cash needs and expectations regarding cash flow from operations and capital expenditures;

our ability to manage and grow our business and execute our business strategy, including expanding our penetration of the U.S. and international onshore and offshore drilling rigs;

our strategy;

our resource reallocation activities and related expenses;

our financial performance, including our ability to expand Adjusted EBITDA through our operational leverage; and

the costs associated with being a public company.

These forward-looking statements may be found in Item 1. Business; Item 1A. Risk Factors; Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and other items within this Annual Report on Form 10-K. In some cases, forward-looking statements can be identified by terminology such as may, could, should, would, expect, plan, project, intend, anticipate, believe, estimate, predict, potential, and the negative of such terms or other comparable terminology that convey uncertainty of future events or outcomes. All of these types of statements, other than statements of historical fact included in this Annual Report on Form 10-K, are forward-looking statements.

The forward-looking statements contained in this Annual Report on Form 10-K are largely based on Company expectations, which reflect estimates and assumptions made by Company management. These estimates and assumptions reflect management's best judgment based on currently known market conditions and other factors. Although the Company believes such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties beyond its control. In addition, management's assumptions may prove to be inaccurate. The Company cautions that the forward-looking statements contained in this Annual Report on Form 10-K are not guarantees of future performance, and it cannot assure any reader that such statements will be realized or the forward-looking statements or events will occur. Future results may differ materially from those anticipated or implied in forward looking statements due to factors listed in the Risk Factors section and elsewhere in this Annual Report on

Form 10-K. If one or more of these factors materialize, or if any underlying assumptions prove incorrect, our future results, performance or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements. The forward-looking statements speak only as of the date made, and other than as required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

***About Third-Party Information***

In this report, the Company relies on and refers to information regarding industry data obtained from market research, publicly available information, industry publications, and other third parties. Although the Company believes the information is reliable, it cannot guarantee the accuracy or completeness of the information and has not independently verified it.

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**Item 1A. Risk Factors**

Our business has many risks. Factors that could materially affect our business, financial position, operating results or liquidity and the trading price of our common stock are described below. This information should be considered carefully, together with other information in this report and other reports and materials we file with the Securities and Exchange Commission, or the SEC.

*A large portion of our business is subject to the volatility of the global oil and gas industry and our business is likely to fluctuate with the level of global activity for oil and natural gas exploration, development and production.*

Our business depends on the oil and natural gas industry and particularly on the level of activity for oil and natural gas exploration, development and production. Demand for our remote communication services and collaborative applications depends on our customers' willingness to make operating and capital expenditures to explore, develop and produce oil and natural gas in the regions in which we operate or may operate. Our business will suffer if these expenditures decline. Our customers' willingness to explore, develop and produce oil and natural gas depends largely upon prevailing market conditions that are influenced by numerous factors over which we have no control, including:

the supply and demand for oil and natural gas;

the supply and demand for drilling rigs and services;

oil and natural gas prices and expectations about future prices;

the expected rate of decline in production;

the discovery rate of new oil and gas reserves;

the ability of the Organization of Petroleum Exporting Countries, or OPEC, to influence and maintain production levels and pricing;

the level of production in non-OPEC countries;

the worldwide political and military environment, including uncertainty or instability resulting from an escalation or additional outbreak of armed hostilities or other crises in oil or natural gas producing areas of the Middle East and other crude oil and natural gas producing regions or further acts of terrorism in the United States, or elsewhere;

the political and legislative framework governing the activities of oil and natural gas companies, including the impact of changing regulations and environmental and safety rules and policies, changes to regulations,

rules and policies, following oil spills and other pollution by the oil and gas industry, and legislative and regulatory interest to limit or further regulate drilling and hydraulic fracturing activities;

advances in exploration, development and production technology;

the global economic environment; and

the price and availability of alternatives to fossil fuels.

The level of activity in the oil and natural gas exploration and production industry has historically been volatile and cyclical. A material decline in oil and natural gas exploration, development or production activity levels could harm our business, financial condition and results of operations.

***The loss of key personnel or the failure to attract and retain highly qualified personnel could compromise our ability to effectively manage our business and pursue our growth strategy.***

Our future performance depends on our ability to attract and retain highly qualified key technical, development, sales, services and management personnel, including personnel in all of the various regions of the world in which we operate. The loss of key employees could result in significant disruptions to our business, and the integration of replacement personnel could be costly and time consuming, could cause additional disruptions to our business, and could be unsuccessful. We cannot guarantee the continued employment of any of the members of our senior leadership team, who may depart our company for any number of reasons, such as other business opportunities, differing views on our strategic direction or other personal reasons. We do not carry key person life insurance covering any of our employees.

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As our stock price has declined, the retention effect from stock based long-term incentives has declined.

We recently experienced significant management turnover. In our Current Report on Form 8-K filed with the SEC on July 2, 2015, we announced that Marty Jimmerson resigned from the position of Senior Vice President & Chief Financial Officer (CFO) effective as of the transition to the new CFO in December 2015.

As announced in our Current Report on Form 8-K filed with the SEC on December 8, 2015, Charles Schneider was appointed to serve as CFO in December 2015.

As announced in our Current Report on Form 8-K filed with the SEC on January 7, 2016, Marty Jimmerson, our former CFO, was appointed Interim Chief Executive Officer (CEO) and President, to replace Mark Slaughter, our prior CEO and President effective January 7, 2016. Marty Jimmerson's appointment will continue while we search for a permanent CEO and President.

Our ability to efficiently manage our business and pursue our growth strategy depends on our ability to attract and retain a highly qualified CEO.

***If oil prices experience further price declines, the market price for our stock may be adversely impacted.***

Oil prices have undergone a significant and sustained decline since the recent peak in the second half of 2014. Recent volatility has seen WTI oil prices drop from a high of \$107.26 on June 20, 2014, to a low of \$26.21 on February 11, 2016. During this time, the closing price for our common stock as reported by NASDAQ declined from a high of \$57.04 on July 14, 2014 to a low of \$11.75 on February 11, 2016. This near term volatility may affect future prices in 2016 and beyond. The volatility of the energy markets makes it difficult to predict future oil and natural gas price movements with any certainty. Although we believe our customers will be dependent upon real-time voice and data communication services and systems integration solutions to optimize their oil and gas production and development in an environment with lower energy prices, a prolonged significant reduction in the price of oil and natural gas will likely affect drilling and production levels and therefore could affect demand and pricing for the communication services and systems integration solutions we provide. In addition, a prolonged significant reduction in energy prices could make it more difficult for us to collect outstanding account receivables from our customers. As such, if oil prices face continued stagnation or experience further price declines, our results of operations and the market price of our stock could be adversely impacted which could subject our stockholders to losses and us to takeover bids or lead to action by NASDAQ.

***As oil and gas prices and market activity deteriorate, we may accept riskier contractual terms and conditions***

As oil and gas prices and market prices deteriorate, as mentioned in the previous risk factor, we may accept riskier contractual terms and conditions. Accepting riskier contractual terms and conditions may be necessary to execute on our strategy of defending and expanding our market share in the current macro-economic environment. Examples of such terms and conditions include allowing for the customer to cancel, have reduced bandwidth or have a reduced scope of service under certain conditions. Additional examples of such terms include offering to pay a customer's cancellation fees or remaining term of a remote communications contract with a competitor in exchange for switching to us as their remote communications provider. Such terms and conditions may have an adverse impact on our contractual recourse, financial condition and results of operations.

***We have contractual commitments, under certain conditions, for the purchase of GX space segment, and in the event that the GX Ka band service does not perform as expected or is not accepted by our customers, we may not be able to resell the capacity or may only be able to make sales at prices that impair our margins and financial results.***

We do not own, lease or operate satellites. We acquire space segment capacity from various providers. Historically, we have purchased space segment, on a regional basis, in contract amounts up to \$5.0 million, primarily C band and Ku band. We have historically had multiple contracts with each provider. In 2014, we entered into an agreement with Inmarsat to purchase, under certain conditions, up to \$65.0 million of Ka segment on Inmarsat's GX system over five years. The GX system operates over geo-synchronous orbits rather than medium orbits. This commitment is subject to a number of commercial, technical and other requirements, which if not met, reduce the Company's obligations below \$65.0 million. Some of this capacity is already available but is expected to be fully available sometime in 2016. This Ka band capacity is expected to supplement a portion of existing Ku and C band services. In the event that the new GX service does not perform as expected, is not accepted by a portion of our customers as expected or is not sold at acceptable prices, our margins and financial results could be adversely impacted. The GX system deployment will

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require capital expenditures to place new equipment with our customers, and if the GX system is not successful, we will not be able to earn the financial returns consistent with prior investments and our margins and financial results could be adversely impacted.

***Our revenue and earnings are largely dependent on the award of new contracts that we do not directly control.***

A substantial portion of our revenue and earnings is generated from large-scale and increasingly international project awards. The timing of when project awards will be made is unpredictable and largely outside of our control. We operate in highly competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including financing contingencies, commodity prices, overall market and economic conditions, governmental and environmental approvals. In addition, we may not win contracts that we have bid upon due to price, a client's perception of our ability to perform and/or perceived technology advantages held by others. In these highly competitive times, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem market or acceptable. Because a significant portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement date and progress of work under any awarded contracts. As a result, we are subject to the risk of losing new awards to competitors or the risk that revenue may not be derived from awarded projects as quickly as anticipated.

Delays in the timing of the awards or potential cancellations of such prospects as a result of economic conditions, material and equipment pricing and availability or other factors could impact our long-term projected results. Since a significant portion of our revenues is generated from such projects, our results of operations and cash flows can fluctuate significantly from quarter to quarter depending on the timing of our contract awards and the commencement or progress of work under awarded contracts.

***Many of our contracts with customers may be terminated by our customers on short notice without penalty, which could harm our business, financial condition and results of operations.***

Customers may switch service providers without incurring significant expense relative to the annual cost of the service. Our agreements generally provide that in the event of prolonged loss of service or for other good reasons, our customers may terminate service without penalty. In addition, many of our customer agreements may be terminated by our customers for no reason and upon short notice. Terms of customer agreements typically vary with a range from short-term call out work to three years, with some customer agreement terms as long as five years. Work orders placed under such agreements may have shorter terms than the relevant customer agreement. As a result, we may not be able to retain our customers through the end of the terms specified in the customer agreements. If we are not able to retain our customers, we would not receive expected revenues and may continue to incur costs, such as costs to secure satellite bandwidth under agreements with third-party satellite communication services providers which may not be as easily or as quickly terminated without penalty, resulting in harm to our business, financial condition and results of operations. The loss of a drilling contractor customer site can also limit or eliminate our ability to provide services to other customers on the affected drilling rigs.

***Most of our contracts are on a fixed price basis and if our costs increase, we may not be able to recover these cost increases.***

Most of our contracts provide for a fixed price per month for our communications services and for a fixed price for our TSI projects. If our costs to provide those services increase, such as the cost to secure bandwidth or the cost to secure personnel or labor, we may not be able to offset our increased costs by increasing the rates we charge our



customers until our next contract renewal, which could have a material adverse effect on our business, financial condition and results of operations.

***Our ability to resolve the contractual dispute with a certain TSI customer could harm our business, financial conditions and results of operations.***

As disclosed in Note 10 Commitments and Contingencies in the Consolidated Financial statements included in this Annual Report on form 10-K, our TSI business has a dispute related to a contract associated with a percentage completion project. We believe these amounts, which the customer is disputing, are owed under a customer contract where we have a contractual right to payment for work related to certain change orders. The Company has initiated the dispute resolution process under the contract and is actively working with the customer to resolve the matter.

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Our ability to resolve the dispute could take significant time, management attention and expense. The ultimate outcome of the dispute or actual loss from the project could harm our business, financial conditions and results of operations.

***The TSI line of service brings risks that could adversely affect our business and operations.***

To sustain results from our systems integration business, we must maintain a backlog or pipeline of future projects. Demand for systems integration projects is dependent on the capital expenditure budgets for systems integration projects of our customers in the global business of exploration, development and production of oil and natural gas. Reductions in our customers' capital expenditure budgets for systems integration projects can have an adverse impact on our financial results.

A large portion of our systems integration profits and revenues are accounted for under the percentage of completion accounting methodology which has unique risks described below in the risk factor. Our use of the percentage-of-completion method of accounting could result in a reduction or reversal of previously recorded revenue or profits.

A large portion of systems integration projects are pursuant to fixed price contracts. If we fail to successfully keep costs to the budgeted margin or are unable to purchase or contract for equipment, supplies and labor at budgeted costs and in a timely manner we may suffer losses.

TSI contracts are generally priced based in part on cost and scheduling estimates that are based on assumptions including the price and availability of labor, equipment and materials as well as productivity, performance and future economic conditions. If these estimates prove inaccurate, there are errors or ambiguities as to contract specifications or if circumstances change due to, among other things, unanticipated technical problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, weather delays, changes in the costs of equipment and materials or our suppliers' or subcontractors' inability to perform, then cost overruns may occur. We may not be able to obtain compensation for additional work performed or expenses incurred. Additionally, we may be required to pay liquidated damages upon our failure to meet schedule or performance requirements of our contracts. Our failure to accurately estimate the resources and time required for fixed-price contracts or our failure to complete our contractual obligations within the time frame and costs committed could result in reduced profits or, in certain cases, a loss for that contract. If the contract is significant, or we encounter issues that impact multiple contracts, cost overruns could have a material adverse effect on our business, financial condition and results of operations.

The uncertainty of our contract award timing can also present difficulties in matching workforce size with contract needs. In some cases, we maintain and bear the cost of a ready workforce that is larger than necessary under existing contracts in anticipation of future workforce needs for expected contract awards. If an expected contract award is delayed or not received, we may incur additional costs resulting from reductions in staff or redundancy of facilities which could have a material adverse effect on our business, financial condition and results of operations.

***Our use of the percentage-of-completion method of accounting could result in a reduction or reversal of previously recorded revenue or profits.***

Under our accounting policies, we measure and recognize a large portion of our TSI profits and revenue under the percentage-of-completion accounting methodology. This methodology allows us to recognize revenue and profits ratably over the life of a contract by comparing the amount of the cost incurred to date against the total amount of cost expected to be incurred. The effect of revisions to revenue and estimated cost is recorded when the amounts are known and can be reasonably estimated. These revisions can occur at any time and could result in a material reduction

or reversal of previously recorded revenue or profits.

***Our resource reallocation and restructuring activities may negatively impact our operations.***

In 2015, we instituted a series of measures designed to reduce costs and improve our competitive position. As part of these measures, we incurred pre-tax expense of approximately \$7.4 million in 2015, consisting primarily of employee separation costs and costs associated with closing certain company locations.

Reductions in personnel may adversely affect or delay various sales, marketing and product development programs and operational activities and could have negative effects on our internal control over financial reporting. These resource reallocation activities could be disruptive to our business and have a material adverse effect on our financial results.

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Additionally, the Company may have additional future cost saving activities, which could be disruptive to our business and have a material adverse effect on our financial results.

***Our ability to retain customers depends on many factors, including:***

our successful execution of marketing and sales strategies, including the acceptance of our value proposition; service delivery and customer care activities, including new account set up and billing; and our credit and collection policies;

Our ability to fund necessary capital expenditures as required by our customers

our ability to successfully obtain additional financing for the continued operation and build-out of our systems and networks;

actual or perceived quality and coverage of our networks;

public perception about our brands;

our ability to anticipate and develop new or enhanced technologies, products and services that are attractive to existing or potential customers;

our ability to access additional bandwidth at competitive rates;

our ability to attract, hire and maintain qualified personnel to meet customers' needs;

our ability to maintain and develop new sites for the placement of our equipment to provide our services; and

our ability to anticipate and respond to various competitive factors affecting the industry, including new technologies, products and services that may be introduced by our competitors, changes in consumer preferences, demographic trends, economic conditions, and discount pricing and other strategies that may be implemented by our competitors.

Our failure to retain customers could have a material adverse effect on our business financial condition and results of operations.

***Our industry is highly competitive and if we do not compete successfully, our business, financial condition and results of operations will be harmed.***

The telecommunications industry is highly competitive. We expect both product and pricing competition to persist and intensify. Increased competition could cause reduced revenue, price reductions, reduced profits and loss of market share. Our industry is characterized by competitive pressures to provide enhanced functionality for the same or lower price with each new generation of technology. As the prices of our services decrease, we will need to sell more services and/or reduce the per-site costs to improve or maintain our results of operations. Historically, our primary global competitor has been Harris Corporation's Harris CapRock Communications. Recently ITC Global, backed by a private equity investment firm, as well as Speedcast and Tampnet have begun to expand their presence as active providers of satellite communications services to the oil and gas, mining and maritime markets. We also compete with regional competitors in the countries in which we operate. Some of our competitors have longer operating histories and substantially greater financial resources. Their greater financial resources may also make them better able to withstand downturns in the market, to expand into new areas more aggressively or to operate in developing markets without immediate financial returns. In addition, in certain markets outside of the U.S., we face competition from local competitors that provide their services at a lower price due to lower overhead costs, including lower costs of complying with applicable government regulations and their willingness to provide services for a lower profit margin. Strong competition and significant investments by competitors to develop new and better solutions may make it difficult for us to maintain our customer base, force us to reduce our prices or increase our costs to develop new solutions.

Furthermore, competition may emerge from companies that we have previously not perceived as competitors or consolidation of our industry may cause existing competitors to become bigger and stronger with more resources, market awareness and market share. As we expand into new markets and geographic regions we may experience increased competition from some of our competitors that have prior experience or other business in these markets or geographic regions. In addition, some of our customers may decide to insource some of the communications services

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and managed services solutions that we provide, in particular our terrestrial communication services (e.g., terrestrial Line-of-Sight (LOS) transport, microwave, Worldwide Interoperability for Microwave Access, or WiMAX), which do not require the same level of maintenance and support as our other services. Our success will depend on our ability to adapt to these competitive forces, to adapt to technological advances, to develop more advanced products more rapidly and less expensively than our competitors, to continue to develop and deepen our global sales and business development network, and to educate potential customers about the benefits of using our solutions rather than our competitors' products and services or in sourced solutions. Our failure to successfully respond to these competitive challenges could harm our business, financial condition and results of operations.

***Our industry is characterized by rapid technological change, and if we fail to keep up with these changes or if access to telecommunications in remote locations becomes easier or less expensive, our business, financial condition and results of operations may be harmed.***

The communications industry is characterized by rapid changes in technology, new evolving standards, emerging competition and frequent new product and service introductions. As an example of technological change that could impact our business, some remote communications providers are offering the use of Ka-band satellite service, instead of or in addition to the Ku-band and C-band satellite space segments used today. Ka-band services over medium orbit satellites are already available. This might impair our business if other providers are more successful than us in using Ka-band services to meet customer needs.

Our future business prospects largely depend on our ability to meet changing customer preferences, to anticipate and respond to technological changes and to develop competitive products. If alternative telecommunications services to remote locations becomes more readily accessible or less expensive than our services, our business will suffer. New disruptive technologies could make our VSAT-based networks or other services obsolete or less competitive than they are today, requiring us to reduce the prices that we are able to charge for our services or causing us to undergo expensive transitions to new transport technologies. We may not be able to successfully respond to new technological developments and challenges or identify and respond to new market opportunities, services or products offered by competitors. In addition, our efforts to respond to technological innovations and competition may require significant capital investments and resources. Furthermore, we may not have the necessary resources to respond to new technological changes and innovations and emerging competition. Failure to keep up with future technological changes could harm our business, financial condition and results of operations.

***Many of our potential clients are resistant to new solutions and technologies which may limit our growth.***

Although there is a strong focus on technology development within the oil and gas industry, some of the companies in the upstream oil and gas industry are relatively conservative and risk averse with respect to adopting new solutions and technologies in the area of remote communications due to these services being so integral to highly-complex drilling, completion and production operations. Some drilling contractors, oil and gas companies and oilfield service companies may choose not to adopt new solutions and technology, such as our remote communications and collaboration applications solutions, which may limit our growth potential.

***Our information systems and network are protected by certain cyber security measures, and in the event that the cyber security measures fail or are otherwise not adequate, our systems may be damaged which could harm our business, financial conditions and results of operations.***

We have in place layered cyber security systems designed to protect against certain events, including intentional or unintentional disruption, failure, misappropriation or corruption of our network and information systems. Events of this type might be caused by computer hacking, malware, computer viruses, worms and other destructive or disruptive

software, cyber-attacks and other malicious activity, as well as natural disasters, power outages, terrorist attacks and similar events. Such events could have an adverse impact on us and our customers, including degradation of service, service disruption, excessive call volume to call centers and damage to our facilities, equipment and data. In addition, we could be adversely affected by the theft, destruction, loss, misappropriation or release of confidential customer data or intellectual property. Operational or business delays may result from the disruption of network or information systems and the subsequent remediation activities. Moreover, these events may create negative publicity resulting in reputation or brand damage with customers. In addition, the networks and information systems of our third-party service providers and our customers may be vulnerable to the events described above. Our customer contracts, in general, do not contain provisions which would protect us against liability to third-parties with whom our customers conduct business. Although we have implemented and intend to continue to implement industry standard cyber practices and cyber security systems, these systems may prove to be inadequate and result in the disruption, failure, misappropriation

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or corruption of our network and information systems. We may be required to expend significant resources to protect against these events or to alleviate problems, including reputational harm and litigation, caused by these events or the failure or inadequacy of our security systems, which could have a material adverse effect on our business, financial condition and results of operations.

***Information technology infrastructure and security are critical to supporting our accounting and back office functions; failure of our information technology infrastructure to operate effectively could adversely affect our business, financial conditions and results of operations.***

We depend heavily on information technology infrastructure to achieve our back office functions of accounting, invoicing, purchasing, requisitioning, performing management's analysis of results and payroll. We continue to update and enhance our information systems. If a problem occurs that impairs or compromises this infrastructure, including security breaches or malicious attacks, or problems with systems upgrades and/or new systems implementations, the resulting disruption could impede our ability to perform accounting, invoice, process orders, protect sensitive data of the Company, our customers, our suppliers and business partners, or otherwise carry on business in the normal course. Any such events could cause us to lose customers and/or revenue and could require us to incur significant expense to remediate, including as a result of legal claims or proceedings. Additionally, any such events could adversely harm our legal, accounting and compliance capabilities including but not limited to: our ability to timely file reports with the Securities and Exchange Commission (SEC); timely file financial statements required by certain statutes; timely file compliance reports with our lenders under our credit agreement; and timely file income taxes with the IRS, foreign taxing authorities, and with local taxing authorities.

***The implementation of a new enterprise resource planning (ERP) system could cause disruption to the Company's operations.***

The Company is in the process of implementing a new ERP system. The Company has implemented the ERP in the Western Hemisphere Reportable Segment, excluding Brazil, and expects to fully transition to the new ERP across the entire Company as early as 2016. The Company anticipates that significant internal and external resources will be required. However, if the implementation of the ERP does not proceed as expected, it could negatively impact the Company's current operating service levels, its system of internal controls over financial reporting, require additional resources and significant financial commitments, result in potential transition delays, impede the Company's ability to order materials, generate management reports, invoice customers, and comply with laws and regulations. Any of these types of disruptions could have a material adverse effect on the financial position and the financial results of the Company.

***The termination or non-renewal of the SOIL management agreement could negatively affect financial results we recognize from the SOIL network operations.***

The North Sea consortium of companies who collectively oversee SOIL have contracted with us to operate this private extranet for them. This North Sea consortium of companies may find alternatives to the SOIL service that could cause them to terminate or not renew the current SOIL service with us. If the consortium of companies choose to eliminate the SOIL service, find an alternative communications solution, or if they contract with another provider to manage SOIL operations, our financial results would be harmed.

***We compete for satellite capacity for our services and any capacity constraints could harm our business, financial condition and results of operations.***



We compete for satellite capacity with a number of commercial entities, such as broadcasting companies, and governmental entities, such as the military. In certain markets, the availability and pricing of capacity could be subject to competitive pressure, such as during renewals. There is no guarantee that we will be able to secure the capacity needed to conduct our operations at current rates or levels going forward. The inability to obtain sufficient satellite bandwidth on commercially reasonable terms could harm our business, financial condition and results of operations. In certain markets, the availability of bandwidth may be restricted by local governments when needed to support military operations, and in the event of such an action, there is no guarantee that we will be able to secure the capacity needed to conduct our operations, which could have a material adverse effect on our business, financial condition and results of operations.

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*We rely on third parties to provide products and services for the operation of our business. Failures by third-party providers could harm our business and reputation and result in loss of customers and revenue.*

A significant part of our operations and growth depends on third-party providers delivering reliable communications connections, networks, equipment, maintenance, repair and satellite transponder capacity, subjecting our business, reputation and customer revenue to risks beyond our control, such as:

telecommunications failures;

saturation of communication connection points, networks and third-party facilities;

in-orbit risks for satellites including malfunctions, commonly referred to as anomalies, and collisions with meteoroids, decommissioned spacecraft or other space debris;

satellite manufacturing or control system errors;

lack of communication service alternatives, including failure of satellite providers to timely replace aging satellites with more modern technology and updated capacities;

connecting to faulty equipment;

human error;

natural disasters;

unexpected equipment failure;

power loss;

labor strikes or work stoppages;

unauthorized access or security risks; and

sabotage or other intentional acts of vandalism.

Under most of our contracts with satellite service providers, our satellite service providers do not indemnify us for such loss or damage to our business resulting from certain risks, including satellite failures. If any potential claims result in liabilities, we could be required to pay damages or other penalties, which could harm our business, financial condition and results of operations. Even if we take precautions, the occurrence of any of these risks or other unanticipated problems arising from third-party services could result in interruption in the services we provide to customers. Any of these occurrences could harm our business, financial condition and results of operations.

Additionally, we rely upon and expect to continue to rely upon a limited number of third-party suppliers to supply the equipment required to provide our services, such as the equipment we install on offshore drilling rigs in order to provide remote communication services. Although this equipment is commercially available from more than one supplier, there are a limited number of suppliers of such equipment. Further, price and quality vary among suppliers. If the suppliers enter into competition with us, or if our competitors enter into exclusive or restrictive arrangements with our suppliers, the availability and pricing of the equipment that we purchase could be materially adversely affected. In addition, we prefer to use a small group of suppliers and standardized equipment as much as possible so that we are installing generally the same equipment and therefore can maintain smaller quantities of replacement parts and equipment in our warehouses. If we need to change suppliers for any reason, we will incur additional costs due to the lack of uniformity and need to warehouse a broader array of replacement parts and equipment. In addition, we typically rely on our equipment suppliers to obtain authorizations or type-approvals to operate the supplier's equipment in the various countries we offer services. If, due to a highly protectionist country, our supplier or RigNet is not able to obtain such equipment type-approvals from that country's regulator, we will not be able to operate that particular equipment and our pool of available suppliers will be reduced.

Further, significant portions of the work performed under our systems integration contracts rely upon third-party suppliers for equipment and materials. If the amounts we are required to pay for equipment and supplies exceed what we have estimated, especially in a fixed-price systems integration contract, we may suffer losses on these contracts. If a supplier fails to provide supplies or equipment as required under a negotiated contract for any reason, or provides supplies or equipment that are not an acceptable quality, we may be required to source those supplies or equipment on a delayed basis or at a higher price than anticipated, which could negatively impact contract profitability. In addition, faulty equipment or materials could impact the overall project, resulting in claims against us for failure to meet required project specifications or time tables. These risks may be intensified if these suppliers experience financial difficulties or

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find it difficult to obtain sufficient financing to fund their operations or access to bonding, and are not able to provide the materials or supplies necessary for our business. In addition, in instances where we rely on a single contracted supplier or a small number of contracted suppliers, there can be no assurance that the marketplace can provide these products in a timely manner, or at the costs we had anticipated. A failure by a supplier to comply with applicable laws, rules or regulations could negatively impact our business.

Any failure on our part to perform under our customer service contracts due to the failures of our third-party providers could result in: (i) loss of revenue despite continued obligations under our contractual arrangements; (ii) possible cancellation of customer contracts; (iii) incurrence of additional expenses to reposition customer antennas to alternative satellites or otherwise find alternate service; (iv) incurrence of additional expenses to replace existing equipment due to lack of continued availability of such equipment or repair parts; (v) breach of contract claims; and (vi) damage to our reputation, which could negatively affect our ability to retain existing customers or to gain new business.

***A significant portion of our revenue is derived from a relatively small number of customers and the loss of any of these customers would materially harm our business, financial condition and results of operations.***

We continue to diversify our customer base but still receive a significant portion of our revenue from a relatively small number of large customers, among them being Royal Dutch Shell Plc, EnSCO Plc, Seadrill, Noble Corporation Plc and Paragon Offshore Plc. Although none of these customers represents more than 10% of our annual revenue, should a material customer terminate or significantly reduce its business with us, our business, financial condition and results of operations would be materially harmed.

***Bad weather in the Gulf of Mexico or other areas where we operate could harm our business, financial condition and results of operations.***

Certain areas in and near the Gulf of Mexico and other areas in which our clients operate experience unfavorable weather conditions, including hurricanes and other extreme weather conditions, on a relatively frequent basis. A major storm or threat of a major storm in these areas may harm our business. Our clients' drilling rigs, production platforms and other vessels in these areas are susceptible to damage and/or total loss by these storms, which may cause them to no longer need our communication services. Our equipment on these rigs, platforms or vessels could be damaged causing us to have service interruptions and lose business or incur significant costs for the replacement of such equipment. Even the threat of a very large storm will sometimes cause our clients to limit activities in an area and thus harm our business. Increased unfavorable weather conditions could impair satellite connectivity, cause more sites to be shut down and generally cause activities to be limited so that our business may be harmed. This risk is more pronounced for Line-of-Site (LOS) microwave service, as there is a likely loss of service for multiple subsequent microwave sites in the network relay.

***The microwave network acquired as part of the Inmarsat transaction is a Line-of-Site (LOS) systems and the failure of one site in the microwave network will likely lead to disruption of service for subsequent microwave sites in the network relay.***

A LOS system operates by relaying microwave communications from one microwave site to another that are within visible sight of another in a microwave relay leg. Although the Company makes reasonable attempts to build redundancy into the microwave system, when a microwave site on a microwave relay is rendered inoperable subsequent dependent sites are also rendered inoperable. As such the risk of a microwave site being rendered inoperable by weather, technical failure or other means will likely cascade to other dependent microwave sites. We do not insure for loss of a microwave site or business interruption caused by the loss of such a site as we believe the cost

of such insurance outweighs the risk of potential loss.

***Any loss of a rig on which our equipment is located will likely lead to a complete loss of our equipment on that rig and a loss of the revenue related to that rig.***

At the commencement of a new service contract for a rig, we generally install approximately \$0.1 million to \$0.6 million and as high as \$1.0 million worth of equipment on each offshore drilling rig. If a rig were to sink or incur substantial damage for any reason, we would most likely lose all of our equipment. We do not insure for such losses as we believe the cost of such insurance outweighs the risk of potential loss. In addition to the loss of the equipment, we would likely lose the revenue related to that rig under the terms of most of our existing contracts. Also, we may be committed to paying the costs to secure satellite bandwidth for that rig under agreements with third-party satellite communication providers even after the rig is no longer in service. Losses of rigs can occur as a result of catastrophic events such as hurricanes, fire or sinking. Such catastrophic events can occur without notice, but have historically been infrequent.

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***Changes in the regulatory framework under which we operate could adversely affect our business prospects or results of operations.***

Our U.S. services are provided on a private carrier basis. As such, these services are subject to light or no regulation by the Federal Communications Commission (FCC) and state public utility commissions (PUCs). If the FCC or one or more PUCs determine that these services or the services of our subsidiaries or affiliates constitute common carrier offerings, we may be subject to significant costs to ensure compliance with the applicable provisions of those laws and regulations. We may be subject to enforcement actions including, but not limited to, fines, cease and desist orders, or other penalties if we fail to comply with those requirements.

In 2014, we completed the purchase of Inmarsat's Enterprise Energy business unit which included services, facilities and licenses, including fixed microwave licenses, very small aperture terminal (VSAT) earth station licenses, various private and commercial mobile radio service licenses, broadband radio licenses and leases for wireless communications service licenses. RigNet also acquired authorization to provide intrastate telecommunications services in two states: Texas and Louisiana. As a result of these additional product and service offerings and the multiple licenses acquired from Inmarsat, during 2014, RigNet was subject to more expansive, and in some cases, more stringent regulation by the FCC and state public utility commissions than in the past. As part of the Inmarsat integration process, RigNet rescinded its Competitive Local Exchange Carrier status in Texas and Louisiana and its Interexchange Carrier status in Texas, as well as its international 214 license, to align its regulatory position as a private carrier only.

The following is a summary of the regulatory environment in which we currently operate and does not describe all present and proposed international, federal, state and local legislation and regulations affecting the communications industry, some of which may change the way the industry operates as a result of administrative or judicial proceedings or legislative initiatives. We cannot predict the outcome of any of these matters or the impact on our business.

As an evolving non-dominant international and domestic carrier under the U.S. Communications Act, as amended (the Act), among other requirements, RigNet must pay various fees including contribution of a percentage of its revenues from telecommunications services to the FCC's Universal Service Fund and other federal program funds to subsidize certain user segments, file various reports, comply with rules that protect customer information and the processing of emergency calls, and obtain regulatory approval prior to withdrawing from the provision of regulated service or any assignment of authorization or any transfer of legal or actual control of the Company. RigNet is also subject to the Communications Assistance for Law Enforcement Act (CALEA) and associated FCC regulations which require telecommunications service providers and VoIP providers to configure their networks to facilitate electronic surveillance by law enforcement authorities.

Like the FCC, the state PUCs impose various regulatory fees, universal service, reporting and prior approval requirements for transfer or assignments. The FCC and state PUCs have jurisdiction to hear complaints regarding the compliance or non-compliance with these and other common carrier requirements of the Act and the FCC's rules, and similar state laws.

If the FCC or a state PUCs determines that RigNet has not complied with federal and/or state regulatory requirements, we may be subject to enforcement actions including, but not limited to, fines, cease and desist orders, license revocation, or other penalties.

Our international operations are also regulated by various non-U.S. governments and international bodies. These regulatory regimes frequently require that we maintain licenses for our operations and conduct our operations in accordance with prescribed standards and requirements. The adoption of new laws or regulations, changes to the

existing regulatory framework, new interpretations of the laws that apply to our operations, or the loss of, or a material limitation on, any of our material licenses could materially harm our business, results of operations and financial condition.

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***Changes to the FCC's Universal Service Fund (USF) Regime or state universal service fund regimes or findings that we have not complied with USF requirements or state universal service fund regimes may adversely affect our financial condition.***

Several proceedings pending before the FCC have the potential to significantly alter our Universal Service Fund (USF) contribution obligations. The FCC is considering: (1) changing the basis upon which USF contributions are determined from a revenue percentage measurement, as well as increasing the breadth of the USF contribution base to include certain services now exempt from contribution; (2) the classification of Multi-Protocol Label Switching (MPLS); and (3) the classification of various IP-enabled services. Adoption of these proposals could have a material adverse effect on our costs of providing service. We are unable to predict the timing or outcome of this proceeding.

We cannot predict the application and impact of changes to the federal or state USF contribution requirements on the communications industry generally and on certain of our business activities in particular. Changes in the federal or state USF requirements or findings that we have not met our obligations could materially increase our USF contributions and have a material adverse effect on our business, financial condition and results of operations.

***We may be subject to a variety of regulatory actions that may affect our ability to operate.***

Telecommunications regulators have the right to sanction a service provider or to revoke licenses if a service provider violates applicable laws or regulations. If any regulatory agency were to conclude that we were providing telecommunications services without the appropriate authority or are otherwise not in compliance with applicable regulations, the agency could initiate enforcement actions, which could result in, among other things, revocation of authority, the imposition of fines, a requirement to disgorge revenues, or refusal to grant regulatory authority necessary for the future provision of services.

***If we infringe or if third parties assert that we infringe third-party intellectual property rights we could incur significant costs and incur significant harm to our business.***

Third parties may assert infringement or other intellectual property claims against us, which could result in substantial damages if it is ultimately determined that our services infringe a third-party's proprietary rights. Even if claims are without merit, defending a lawsuit takes significant time, may be expensive and may divert management's attention from our other business concerns.

***Our intellectual property rights are valuable, and any failure or inability to sufficiently protect them could harm our business and our operating results.***

We own, and maintain certain intellectual property assets, including copyright and trademarks, trade secrets, and rights to certain domain names, which we believe are collectively among our most valuable assets. We seek to protect our intellectual property assets through the laws of the U.S. and other countries of the world, and through contractual provisions. However, the efforts we have taken to protect our intellectual property assets and proprietary rights might not be sufficient or effective at stopping unauthorized use of those rights. Protection of the distinctive elements of RigNet might not always be available under copyright law or trademark law, or we might not discover or determine the full extent of any unauthorized use of our copyrights and trademarks in order to protect our rights. In addition, effective trademark, patent, copyright, and trade secret protection might not be available or cost-effective in every country in which our products and services are distributed. With respect to maintaining our trade secrets, we have entered into confidentiality agreements with most of our employees and contractors, and confidentiality agreements with many of the parties with whom we conduct business in order to limit access to and disclosure of our proprietary information. However, these agreements might be breached and our trade secrets might be compromised by outside



parties or by our employees, which could cause us to lose any competitive advantage provided by maintaining our trade secrets. If we are unable to protect our proprietary rights from unauthorized use, the value of our intellectual property assets may be reduced. In addition, protecting our intellectual property and other proprietary rights is expensive and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and consequently harm our operating results.

***Our international operations are subject to additional or different risks than our United States operations, which may harm our business and financial results.***

We operate in approximately 50 countries around the world, including countries in Asia, the Middle East, Africa, Latin America and Europe and intend to continue to expand the number of countries in which we operate. However,

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because operations in some countries may be temporary, the total number of countries fluctuates. There are many risks inherent in conducting business internationally that are in addition to or different than those affecting our United States operations, including:

sometimes vague and confusing regulatory requirements that may be subject to unexpected changes or interpretations;

import and export restrictions;

tariffs and other trade barriers;

difficulty in staffing and managing geographically dispersed operations and culturally diverse work forces;

increased travel, infrastructure and legal compliance costs associated with multiple international locations;

differences in employment laws and practices among different countries, including restrictions on terminating employees;

differing technology standards;

fluctuations in currency exchange rates;

imposition of currency exchange controls;

potential political and economic instability in some regions;

legal and cultural differences in the conduct of business;

lack of traditional concepts of due process and sometimes arbitrary application of laws and sanctions, including criminal charges and arrests;

difficulties in raising awareness of applicable United States laws to our agents and third-party intermediaries;

potentially adverse tax consequences;

difficulties in enforcing contracts and timely collecting receivables;

difficulties and expense of maintaining international sales distribution channels; and

difficulties in maintaining and protecting our intellectual property.

Operating internationally exposes our business to increased regulatory and political risks in some non-U.S. jurisdictions where we operate. In addition to changes in laws and regulations, changes in governments or changes in governmental policies in these jurisdictions may alter current interpretation of laws and regulations affecting our business. We also face increased risk of incidents such as war or other international conflict and nationalization, and possible expropriation of our assets. If a non-U.S. country were to nationalize our industry or expropriate our assets, we could lose not only our investment in the assets that we have in that country, but also all of our contracts and business in that country.

Many of the countries in which we operate have legal systems that are less developed and less predictable than legal systems in Western Europe or the United States. It may be difficult for us to obtain effective legal redress in the courts of some jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute because of: (i) a high degree of discretion on the part of governmental authorities, which results in less predictability; (ii) a lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iii) inconsistencies or conflicts between or within various laws, regulations, decrees, orders and resolutions; (iv) the relative inexperience of the judiciary and courts in such matters or (v) a predisposition in favor of local claimants against United States companies. Similarly, many of our contracts are governed by the laws of these countries, which may create both legal and practical difficulties in case of a dispute or conflict. We operate in regions where the ability to protect contractual and other legal rights may be limited. In addition, having to pursue arbitration or litigation in some countries may be more difficult or expensive than pursuing litigation in the United States.

In certain jurisdictions, the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be unreliable. In particular, agreements may be susceptible to revision or cancellation and legal redress may be uncertain or time-consuming. Actions of governmental authorities or officers may adversely affect joint ventures, licenses, license applications or other legal arrangements, and such arrangements in these jurisdictions may not be effective or enforced.

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The authorities in the countries where we operate may introduce additional regulations for the oil and gas and communications industries with respect to, but not limited to, various laws governing prospecting, development, production, taxes, price controls, export controls, currency remittance, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, labor standards, occupational health network access and other matters. New rules and regulations may be enacted or existing rules and regulations may be applied or interpreted in a manner which could limit our ability to provide our services. Amendments to current laws and regulations governing operations and activities in the oil and gas industry and telecommunications industry could harm our operations and financial results. Compliance with and changes in tax laws or adverse positions taken by taxing authorities could be costly and could affect our operating results.

Compliance related tax issues could also limit our ability to do business in certain countries. Changes in tax laws or tax rates, the resolution of tax assessments or audits by various taxing authorities, disagreements with taxing authorities over our tax positions and the ability to fully utilize our tax loss carry-forwards and tax credits could have a significant financial impact on our future operations and the way we conduct, or if we conduct, business in the affected countries.

***We are subject to the U.S. Foreign Corrupt Practices Act and U.S. Export Control Laws that have stringent compliance standards for us.***

We are subject to a number of applicable export control laws and regulations of the United States as well as comparable laws of other countries. We cannot provide services to certain countries subject to United States trade sanctions administered by the Office of Foreign Asset Control of the United States Department of the Treasury or the United States Department of Commerce unless we first obtain the necessary authorizations. If our customers move their sites into countries subject to certain sanctions, we may not be able to serve them, in which case, our revenues will be adversely impacted and we may have additional costs incurred as well. In addition, we are subject to the Foreign Corrupt Practices Act that, generally, prohibits bribes or unreasonable gifts to non-U.S. governments or officials and may be subject to anti-corruption laws of other countries in which the Company may operate or may otherwise have a substantial business connection. Violations of these laws or regulations could result in significant additional sanctions including fines, more onerous compliance requirements, and more extensive debarments from export privileges or loss of authorizations needed to conduct aspects of our international business. In certain countries, we engage third-party agents or intermediaries to act on our behalf in dealings with government officials, such as customs agents, and if these third-party agents or intermediaries violate applicable laws, their actions may result in penalties or sanctions being assessed against us.

***We may incur additional expenses and not be able to comply with SEC reporting requirements related to conflict minerals.***

In August 2012, the SEC adopted new rules establishing additional disclosure and reporting requirements regarding a company's use of conflict minerals. These SEC rules could result in us incurring additional costs to document and perform supplier due diligence. As these rules will likely impact our suppliers, the availability of raw materials used in our operations could be negatively impacted and or raw material prices could increase. We may also have difficulty verifying the supply of conflict minerals to their source and, therefore, may not be able to comply with the SEC's conflict minerals reporting requirement.

***Many of our contracts are governed by the laws of countries that may make them difficult or expensive to interpret or enforce.***

Many of our contracts are governed by the laws of countries other than the U. S., which may create both legal and practical difficulties in case of a dispute or conflict. We operate in regions where the ability to protect contractual and other legal rights may be limited. In addition, having to pursue arbitration or litigation in some countries may be more difficult or expensive than pursuing litigation in the United States.

***We may face difficulties in obtaining regulatory approvals for our provision of telecommunication services, and we may face changes in regulation, each of which could adversely affect our operations.***

In a number of countries where we operate, the provision of telecommunication services is highly regulated. In such countries, we are required to obtain approvals from national and local authorities in connection with most of the services that we provide. In many jurisdictions, we must maintain such approvals through compliance with license conditions or payment of annual regulatory fees.

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Many of our customers utilize our services on mobile vessels or drilling platforms that may enter into new countries on short notice. If we do not already have a license to provide our service in that country, we may be required to obtain a license or other regulatory approval on short notice, which may not be feasible in some countries. Failure to comply with such regulatory requirements could subject us to various sanctions including fines, penalties, arrests or criminal charges, loss of authorizations and the denial of applications for new authorizations or for the renewal of existing authorizations or cause us to delay or terminate our service to such vessel or platform until such license or regulatory approval may be obtained. In some areas of international waters, it is ambiguous as to which country's regulations apply, if any, and thus difficult and costly for us to determine which licenses or other regulatory approvals we should obtain.

In such areas, we could be subject to various penalties or sanctions if we fail to comply with the applicable country's regulations.

Future changes to the regulations under which we operate could make it difficult for us to obtain or maintain authorizations, increase our costs or make it easier or less expensive for our competitors to compete with us.

### ***Acquisitions bring new risks that could adversely affect our business and operations.***

We expect to acquire and have a history of acquiring businesses, assets, technologies or products to enhance our business in the future if appropriate opportunities become available. In connection with any future acquisitions, we could:

issue additional equity securities which would dilute our current stockholders;

incur substantial debt to fund the acquisitions; or

assume significant liabilities.

Acquisitions involve numerous risks, including difficulties integrating the purchased operations, technologies or products, unanticipated costs and other liabilities, diversion of management's attention from our core business, adverse effects on existing business relationships with current and/or prospective partners, customers and/or suppliers, risks associated with entering markets and business lines in which we have no or limited prior experience and potential loss of key employees. We may not be able to successfully integrate any businesses, assets, products, technologies or personnel that we might acquire in the future without a significant expenditure of operating, financial and management resources, if at all. The integration process could divert management time from focusing on operating our business, result in a decline in employee morale or cause retention issues to arise from changes in compensation, reporting relationships, future prospects or the direction of the business.

Acquisitions may also require us to record goodwill, non-amortizable intangible assets that will be subject to impairment testing on a regular basis and potential periodic impairment charges, incur amortization expenses related to certain intangible assets and incur large and immediate write-offs and restructuring and other related expenses, all of which could harm our operating results and financial condition. In addition, we may acquire companies that have insufficient internal financial controls, which could impair our ability to integrate the acquired company and adversely impact our financial reporting. If we fail in our integration efforts with respect to any of our acquisitions and are unable to efficiently operate as a combined organization, our business, financial condition and results of operations

may be materially harmed.

***The purchase of Inmarsat's Enterprise Energy business unit brings risks that could adversely affect our business and operations.***

Problems integrating the expanded services and technologies acquired in the Inmarsat's Enterprise Energy business unit transaction could adversely impact our financial results. These expanded services and technologies include microwave and WiMAX networks in the U.S. Gulf of Mexico serving drillers, producers and energy vessel owners, VSAT interests in Canada, an M2M SCADA VSAT network in the continental U.S. serving the pipeline industry, a worldwide TSI business and a global L-band MSS retail energy business. Integrating these services and technologies may take considerable expense and management time.

Additionally, we may have to incur amortization expenses related to certain intangible assets and incur large and immediate write-offs and restructuring and other related expenses, all of which could harm our operating results and financial condition. Integrating the accounting and business processes for this transaction may take considerable expense and management time.

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If we are unsuccessful in the integration of Inmarsat's Enterprise Energy business unit acquisition and are unable to efficiently operate as a combined organization, our business, financial condition and results of operations may be materially harmed.

### ***Future adjustments to contingent purchase price related to acquisitions could materially affect our results.***

From time to time we acquire companies with a component of the purchase consideration being delayed and the payment thereof contingent on certain performance or other factors (the contingent purchase price). The accounting principles generally accepted in the United States require that we estimate the amount of the contingent purchase price at the time we complete the acquisition. Each subsequent reporting period (until the contingent purchase price is either paid or no longer potentially payable), we are required to re-evaluate the estimated amount of remaining contingent purchase price that is likely to be paid. If the revised estimate of the future contingent purchase price is higher than the amount accrued, then the difference must be accrued and charged to the statement of comprehensive income in that period. If the revised estimate of the future contingent purchase price is lower than the amount accrued, then the accrual is reduced and the difference is credited to income for the period. Because some of these payments would not be deductible for tax purposes, it is possible that the expense (or income) would not be tax-effected on our income statements. These adjustments, if required, could be material to our future results of operations. There were no purchase price contingencies outstanding as of December 31, 2015. As a result of the Orgtec S.A.P.I. de C.V., d.b.a. TECNOR (TECNOR) transaction that closed in February 2016 we have certain contingent purchase price arrangements.

### ***We may incur substantial due diligence and acquisition costs for acquisitions. If we do not close a transaction, we may not be able to obtain a return on the due diligence and acquisition costs.***

During the course of evaluating potential acquisition opportunities we may incur substantial due diligence and acquisition costs related to certain financial analysis, consulting, legal, investment banking and accounting fees. If we do not close a transaction, we may not be able to recoup these due diligence and acquisition costs through the expected return on investment from the potential acquisition opportunity. This may have an adverse impact on financial results.

### ***If during our due diligence of an acquisition opportunity we do not discover legal, regulatory, accounting, finance or other adverse matters and close on the acquisition, it may have an adverse impact on financial results and the ability to operate an acquisition as part of a combined entity.***

During our due diligence of an acquisition opportunity we attempt to identify legal, regulatory, financial, internal controls or accounting problems that may prevent a successful integration that may include but are not limited to: Foreign Corrupt Practice Act (FCPA) matters, regulatory hurdles, fraudulent legal, internal controls, financial and accounting representations of the business to be purchased, undisclosed side agreements, undisclosed liabilities, potential liabilities, commitments, contingencies, future cash outflows, identity and role of key employees, state of customer relationships, major contractual arrangements and going-concern issues. If we do not discover material adverse legal, regulatory, accounting, finance or other matters and close, it may adversely impact financial results and the ability to operate as a combined entity.

### ***Growth in strategic initiatives, emergence into new or adjacent market segments or the addition of strategic acquisitions may result in reduced consolidated financial margins.***

As we continue to pursue organic growth opportunities in targeted remote communications market adjacencies and expand our competitive market position through strategic acquisitions, financial margins for these new operations may



be less than our current operations. The consolidation of these financial margins could result in reduced margins on a consolidated level.

***We may need to raise additional funds to pursue our growth strategy or continue our operations, and if we are unable to do so, our growth may be impaired.***

Notwithstanding our action in response to reduced oil and gas activity, we plan to pursue a growth strategy in the future. We have made significant investments to grow our business. Additional investments will be required to pursue further growth in the future and to respond to technological innovations and competition. There is no guarantee that we

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will be able to obtain additional financing or financing on favorable terms. If financing is not available on satisfactory terms, or at all, we may be unable to expand our business or to develop new business at the rate desired and our business, financial condition and results of operations may be harmed.

***Our credit agreement places financial restrictions and operating restrictions on our business, which may limit our flexibility to respond to opportunities and may harm our business, financial condition and results of operations.***

The restrictions and financial covenants in our credit agreement, and any future financing agreements, could restrict our ability to finance future operations or capital needs or to engage, expand or pursue our business activities.

For example, our credit agreement restricts our ability to, among other things:

dispose of property;

enter into a merger, consolidate or acquire capital in or assets of other entities;

incur additional indebtedness;

incur liens on property;

make certain investments;

enter into transactions with affiliates;

pay cash dividends; and

enter into sales and lease back transactions.

These limitations are subject to a number of important qualifications and exceptions. Our credit agreement also requires us to maintain specified financial ratios. Our compliance with these provisions may materially adversely affect our ability to react to changes in market conditions, take advantage of business opportunities we believe to be desirable, obtain future financing, fund needed capital expenditures, finance acquisitions, equipment purchases and development expenditures, or withstand a future downturn in our business.

Our ability to comply with the covenants and restrictions contained in our credit agreement may be affected by events beyond our control. If market or other economic conditions deteriorate, our ability to comply with these covenants may be impaired. If we violate any of the restrictions, covenants, ratios or tests in our credit agreement, a significant portion of our indebtedness may become immediately due and payable, and our lenders' commitment to make further loans to us may terminate. We might not have, or be able to obtain, sufficient funds to make these accelerated payments. Even if we could obtain alternative financing, that financing may not be on terms that are favorable or

acceptable to us. If we are unable to repay amounts borrowed, the holders of the debt could initiate a bankruptcy proceeding or liquidation proceeding against the collateral. In addition, our obligations under our credit agreement are secured by substantially all of our assets and if we are unable to repay our indebtedness under our credit agreement, the lenders could seek to foreclose on our assets.

***If we experience delays and/or defaults in client payments, we could suffer liquidity problems or we could be unable to recover all expenditures.***

Because of the nature of our contracts, we sometimes commit resources to projects prior to receiving payments from the client in amounts sufficient to cover expenditures as they are incurred. In difficult economic times, some of our clients may find it increasingly difficult to pay invoices for our services timely, increasing the risk that our accounts receivable could become uncollectible and ultimately be written off. Delays in client payments may require us to make a working capital investment, which could impact our cash flows and liquidity. If a client fails to pay invoices on a timely basis or defaults in making its payments on a project in which we have devoted significant resources, there could be a material adverse effect on our results of operations or liquidity.

***Changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our operating results and financial condition.***

Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated earnings in countries where we have higher statutory rates;

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changes in the valuation of our deferred tax assets;

repatriation of cash; or

expiration or non-utilization of net operating losses or credits.

We conduct our worldwide operations through various subsidiaries. Tax laws and regulations are highly complex and subject to interpretation. Consequently, we are subject to changing tax laws, treaties and regulations in and between countries in which we operate, including treaties between the United States and other nations. Our income tax expense is based upon our interpretation of the tax laws in effect in various countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations, including those in and involving the United States, or in the interpretation thereof, could result in a materially higher tax expense or a higher effective tax rate on our worldwide earnings. Repatriation of cash from worldwide operations could increase the tax burden on those funds, lowering the amount of after tax cash available for operations.

In addition, tax returns filed are subject to examination by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. Outcomes from these continuous examinations could have a material adverse effect on our financial condition, results of operations or cash flows.

***We are subject to fluctuations in currency exchange rates and limitations on the expatriation or conversion of currencies, which may result in significant financial charges, increased costs of operations or decreased demand for our products and services.***

During the year ended December 31, 2015, 15.4% of our revenues were earned in non-U.S. currencies, while a significant portion of our capital and operating expenditures and all of our outstanding debt, was priced in U.S. dollars. In addition, we report our results of operations in U.S. dollars. Accordingly, fluctuations in exchange rates relative to the U.S. dollar could have a material effect on our earnings or the value of our assets. Additionally, we may incur foreign exchange risk due to certain intercompany financing and other transactions. In the future, a greater portion of our revenues may be earned in non-U.S. currencies, increasing this risk of fluctuations in exchange rates.

Any depreciation of local currencies in the countries in which we conduct business may result in increased costs to us for imported equipment and may, at the same time, decrease demand for our products and services in the affected markets. If our operating companies distribute dividends in local currencies in the future, the amount of cash we receive will also be affected by fluctuations in exchange rates. In addition, some of the countries in which we have operations do or may restrict the expatriation or conversion of currency.

We have not implemented any hedging strategies to mitigate risks related to the impact of fluctuations in exchange rates. Even if we were to implement hedging strategies, not every exposure can be hedged, and, where hedges are put in place based on expected non-U.S. exchange exposure, they are based on forecasts which may vary or which may later prove to have been inaccurate. Failure to hedge successfully or anticipate currency risks accurately could harm our business, financial condition and results of operations.

***Some of our stockholders could exert control over our Company.***

As of February 20, 2016, funds associated with Kohlberg Kravis Roberts & Co. L.P., or KKR, owned in the aggregate shares representing approximately 27.7% of our outstanding voting power. Additionally, as of February 20, 2016,

funds associated with Arrowpoint Asset Management, LLC, owned in the aggregate shares representing approximately 13.8% of our outstanding voting power. As a result, any of these stockholders could potentially have significant influence over all matters presented to our stockholders for approval, including election or removal of our directors and change of control transactions. The interests of these stockholders may not always coincide with the interests of the other holders of our common stock.

We have entered into a standstill agreement with Digital Oilfield Investments LP, or Digital, an affiliate of KKR, that prevents Digital and any of its affiliates engaged in the private equity business of KKR from taking certain actions through August 26, 2016, including participating in any sale transaction or tender offer that is not approved by our Board or any proposal to seek representation on our Board in excess of one board member or otherwise seeking to control or influence our management, Board or policies. There is no restriction, however, on Digital's or KKR's ability to vote against a sale transaction that is approved by our Board.

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Upon expiration of the term of the standstill agreement, there will no longer be restrictions on Digital s or KKR s ability to buy additional shares, vote or participate in sale transactions or tender offers or otherwise control or influence our management, Board or policies. As a result, KKR will have the ability to exert influence on our management and operations, and matters requiring approval of its stockholders, including the approval of significant corporate transactions, such as a merger or other sale of us or our assets.

***Provisions in our organizational documents and in the Delaware General Corporation Law may prevent takeover attempts that could be beneficial to our stockholders.***

Provisions in our certificate of incorporation and bylaws and in the Delaware General Corporation Law may make it difficult and expensive for a third-party to pursue a takeover attempt we oppose even if a change in control of our Company would be beneficial to the interests of our stockholders. Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock. In our certificate of incorporation, our board of directors has the authority to issue up to 10,000,000 shares of preferred stock in one or more series and to fix the powers, preferences and rights of each series without stockholder approval. The ability to issue preferred stock could discourage unsolicited acquisition proposals or make it more difficult for a third-party to gain control of our Company, or otherwise could adversely affect the market price of our common stock. Further, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. This section generally prohibits us from engaging in mergers and other business combinations with stockholders that beneficially own 15% or more of our voting shares, or with their affiliates, unless our directors or stockholders approve the business combination in the prescribed manner. Our bylaws require that any stockholder proposals or nominations for election to our board of directors must meet specific advance notice requirements and procedures, which make it more difficult for our stockholders to make proposals or director nominations.

***We have a small market capitalization and lower trading volume compared to most publicly traded companies. If, due to our size, securities analysts do not publish research or reports about our business or if they publish negative evaluations of our stock, the price of our stock could decline.***

The trading market for our common stock depends in part on the research and reports that industry or financial analysts publish about us or our business. If one or more of the analysts covering our business downgrade their evaluations of or recommendations regarding our stock, or if one or more of the analysts cease providing research coverage on our stock due to our small market capitalization or low trading volume, the price of our stock could decline. If one or more of these analysts cease providing research coverage on our stock, we could lose visibility in the market for our stock, which in turn could cause our stock price to decline.

***The trading price of our common stock has been and may continue to be volatile and may not reflect our actual operations and performance.***

Market and industry factors may seriously harm the market price of our common stock, regardless of our actual operations and performance. Stock price volatility and sustained decreases in our share price could subject our stockholders to losses and us to takeover bids or lead to action by NASDAQ. The trading price of our common stock has been, and may continue to be, subject to fluctuations in price in response to various factors, some of which are beyond our control, including, but not limited to:

quarterly announcements and variations in our results of operations or those of our competitors, either alone or in comparison to analysts' expectations or prior Company estimates, including announcements of subscriber counts, rates of churn, and operating margins that would result in downward pressure on our stock price; changes in the valuation of our deferred tax assets;

the cost and availability or perceived availability of additional capital and market perceptions relating to our access to this capital;

seasonality or other variations in our subscriber base;

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announcements by us or our competitors of acquisitions, new products or technologies;

our GX commitment;

disruption to our operations or those of other companies critical to our network operations;

market speculation or announcements by us regarding the entering into, or termination of, material transactions;

our ability to develop and market new and enhanced technologies, products and services on a timely and cost-effective basis;

recommendations by securities analysts or changes in their estimates concerning us;

the incurrence of additional debt, dilutive issuances of our stock, short sales or hedging of, and other derivative transactions, in our common stock;

any significant change in our board of directors or management;

litigation;

changes in governmental regulations or approvals; and

perceptions of general market conditions in the technology and communications industries, the U.S. economy and global market conditions.

***An impairment of goodwill, intangibles, property, plant and equipment could reduce our earnings and stockholders equity.***

As of December 31, 2015, our consolidated balance sheet includes \$18.1 million in goodwill and \$19.0 million of intangible assets. Refer to Note 5 Goodwill and Intangibles in our consolidated financial statements included in this Annual Report on Form 10-K. Goodwill is reviewed for impairment at least annually with additional evaluations being performed when events or circumstances indicate that the carrying value of these assets may not be recoverable. Similarly, impairment testing is performed on intangibles when events or circumstances indicate that the carrying value of the assets may not be recoverable. If we were to determine that any of our remaining balance of goodwill or intangibles was impaired, we would record an immediate non-cash charge to earnings with a corresponding reduction in goodwill or intangibles, as applicable, which could reduce our earnings and stockholders equity.



As a result of the July 2015 annual impairment test, we recognized \$12.6 million in impairment consisting of \$10.9 million in impairment of goodwill and \$1.7 million in impairment of intangibles, the full amounts within our North America Land reporting unit, which reports through our Western Hemisphere reportable segment. Our North America Land reporting unit has been adversely impacted by a significant decline in U.S. land rig counts since December 2014. This decline has resulted in reduced internal cash flow projections causing the estimated fair value of our North America Land reporting unit to be below its carrying value.

In December 2015, we assessed that the fair value of property, plant and equipment was impaired by \$1.7 million, as the carrying value exceeded fair value, as a result of further declines in the U.S. land rig counts since July 2015.

In 2014, we recognized \$2.7 million in impairment of goodwill related to the TSI reporting unit. Such impairment was a result of a significant decline in oil prices and global oil and gas activity for which an impairment test was performed as of December 31, 2014. This circumstance resulted in a reduction in our cash flow projections in the revision of internal forecasts. Specifically the TSI segment was impacted by declining contracted backlog, which reduced the estimated fair value of our TSI reporting unit below its carrying value.

Any future downturn in our business could adversely impact the key assumptions in our impairment test. While we believe that there appears to be no indication of current or future impairment, historical operating results may not be indicative of future operating results and events and circumstances may occur causing a triggering event in a period as short as three months.

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**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

**Facilities**

Our headquarters are located in Houston, Texas. We lease our headquarters facility, which comprises approximately 34,611 square feet of office space. The term of this lease runs through August 31, 2018. We also own a custom built, approximately 26,000 square foot facility in Aberdeen, Scotland through which we provide, among other services, our TSI solutions and that serves as one of our regional offices.

We have other regional offices under lease in Lafayette, Louisiana; Stavanger, Norway; Doha, Qatar and Singapore, and additional leased offices, warehouses and service centers in the United States, Brazil, Nigeria, Malaysia, Australia, United Arab Emirates and Saudi Arabia. We believe our current facilities are adequate for our current needs and for the foreseeable future.

**Item 3. Legal Proceedings**

From time to time, we have been subject to various claims and legal actions in the ordinary course of our business. We are not currently involved in any legal proceeding the ultimate outcome of which, in our judgment based on information currently available, would have a material impact on our business, financial condition or results of operations.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

RigNet's common stock, \$0.001 par value, is traded on the NASDAQ Global Select Market (NASDAQ), under the ticker symbol RNET. The following table sets forth the high and low sales price of RigNet's common stock by quarter, for the two most recent fiscal years.

**QUARTERLY COMMON STOCK SALES PRICE (HIGH & LOW SALES PRICE)**

	<b>High</b>	<b>Low</b>
<b>Year Ended December 31, 2015</b>		
Fourth Quarter	\$ 31.95	\$ 19.33
Third Quarter	\$ 30.64	\$ 23.85
Second Quarter	\$ 39.33	\$ 29.43
First Quarter	\$ 40.53	\$ 26.66
<b>Year Ended December 31, 2014</b>		
Fourth Quarter	\$ 46.79	\$ 34.91
Third Quarter	\$ 57.04	\$ 39.51
Second Quarter	\$ 53.82	\$ 45.51
First Quarter	\$ 55.99	\$ 42.08

There were approximately 224 holders of RigNet's common stock on record as of February 20, 2016.

**Dividends**

We have not paid any cash dividends on our common stock and do not intend to do so in the foreseeable future. Further, our term loan agreement restricts our ability to pay cash dividends. We currently intend to retain all available funds and any future earnings to support the operation of and to finance the growth and development of our business.

**Table of Contents****Stockholder Return Performance Presentation**

The following graph compares the change in the cumulative total stockholder return on our common stock during the period from December 15, 2010 (the first day our stock began trading on NASDAQ) through December 31, 2015, with the cumulative total return on the NASDAQ Composite Index, the PHLX Oil Service Sector Index and the NASDAQ Telecommunications Index. The Oil Service Sector Index is a price-weighted index composed of the common stocks of 15 companies that provide oil drilling and production services, oil field equipment, support services, and geophysical/reservoir services. The comparison assumes that \$100 was invested on December 15, 2010 in our common stock and in each of the foregoing indices and assumes reinvestment of dividends, if any.

**Comparison of Cumulative Total Return**

	<b>12/15/2010</b>	<b>12/31/2010</b>	<b>12/31/2011</b>	<b>12/31/2012</b>	<b>12/31/2013</b>	<b>12/31/2014</b>	<b>12/31/2015</b>
RigNet, Inc. <sup>(1)</sup>	\$ 100	\$ 109	\$ 133	\$ 163	\$ 382	\$ 327	\$ 165
NASDAQ	\$ 100	\$ 101	\$ 100	\$ 115	\$ 160	\$ 181	\$ 191
Oil Service Sector	\$ 100	\$ 104	\$ 92	\$ 93	\$ 119	\$ 89	\$ 67
NASDAQ Telecommunications	\$ 100	\$ 102	\$ 89	\$ 91	\$ 113	\$ 123	\$ 113

(1) Based on the last reported sale price of the Company's stock as reported by NASDAQ on the disclosed date or nearest date prior to disclosed date on which a sales occurred.

Investors are cautioned against drawing any conclusions from the data contained in the graph as past results are not necessarily indicative of future performance.

Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate this Annual Report on Form 10-K or future filings with the SEC, in whole or in part, the preceding performance information shall not be deemed to be soliciting material or to be filed with the SEC or incorporated by reference into any filing except to the extent this performance presentation is specifically incorporated by reference therein.

**Table of Contents****Item 6. Selected Financial Data**

The following table sets forth our selected consolidated financial data for the periods indicated. Data was derived from RigNet, Inc.'s audited consolidated financial statements. The data set forth should be read together with Item 7.

Management's Discussion and Analysis of Financial Condition and Results of Operations and with Item 8. Financial Statements and Supplementary Data. Our historical results for any prior period are not necessarily indicative of the results to be expected in the future.

We have never declared or paid any cash dividends on our common stock.

	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(in thousands, except per share amounts)				
<b>Consolidated Statements of Comprehensive Income (Loss) Data:</b>					
Revenue	\$ 271,260	\$ 330,174	\$ 220,710	\$ 161,669	\$ 109,355
<b>Expenses:</b>					
Cost of revenue (excluding depreciation and amortization)	163,238	188,209	118,881	81,071	48,645
Depreciation and amortization	32,471	29,462	21,049	17,534	14,584
Impairment of goodwill, intangibles, and property, plant and equipment	14,262	2,719			
Selling and marketing	9,449	9,298	5,829	4,197	3,356
General and administrative	63,192	66,402	46,726	36,068	25,880
<b>Total expenses</b>	<b>282,612</b>	<b>296,090</b>	<b>192,485</b>	<b>138,870</b>	<b>92,465</b>
Operating income (loss)	(11,352)	34,084	28,225	22,799	16,890
Interest expense	(2,054)	(2,185)	(2,283)	(1,552)	(1,249)
Other income (expense), net	(845)	(516)	(240)	(493)	613
<b>Income (loss) before income taxes</b>	<b>(14,251)</b>	<b>31,383</b>	<b>25,702</b>	<b>20,754</b>	<b>16,254</b>
Income tax expense	(2,409)	(15,400)	(9,158)	(8,733)	(6,502)
<b>Net income (loss)</b>	<b>(16,660)</b>	<b>15,983</b>	<b>16,544</b>	<b>12,021</b>	<b>9,752</b>
<b>Less: Net income attributable to:</b>					
Non-redeemable, non-controlling interest	314	348	208	139	234
<b>Net income (loss) attributable to RigNet, Inc. stockholders</b>	<b>\$ (16,974)</b>	<b>\$ 15,635</b>	<b>\$ 16,336</b>	<b>\$ 11,882</b>	<b>\$ 9,518</b>
<b>Net income (loss) per share attributable to RigNet, Inc. common stockholders:</b>					
Basic	\$ (0.97)	\$ 0.90	\$ 1.00	\$ 0.76	\$ 0.62

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Diluted	\$ (0.97)	\$ 0.87	\$ 0.93	\$ 0.70	\$ 0.57
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Weighted average shares outstanding:

Basic	17,534	17,321	16,268	15,591	15,387
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Diluted	17,534	17,899	17,557	17,017	16,814
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**Other Non-GAAP Data:**

Gross Profit (excluding depreciation and amortization)	\$ 108,022	\$ 141,965	\$ 101,829	\$ 80,598	\$ 60,710
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Unlevered Free Cash Flow	\$ 14,217	\$ 33,333	\$ 25,085	\$ 22,500	\$ 13,689
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Adjusted EBITDA	\$ 46,907	\$ 73,735	\$ 56,178	\$ 43,583	\$ 33,456
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Cash Earnings	\$ 42,444	\$ 56,150	\$ 44,737	\$ 33,298	\$ 25,705
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Cash EPS	\$ 2.42	\$ 3.14	\$ 2.55	\$ 1.96	\$ 1.53
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	<b>December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(in thousands, except per share amounts)				
<b>Consolidated Balance Sheets Data:</b>					
Cash and cash equivalents	\$ 60,468	\$ 66,576	\$ 59,822	\$ 59,744	\$ 53,106
Restricted cash - current portion	543	1,200	509	987	
Restricted cash - long-term portion		62	1,321	1,809	
Total assets	258,116	299,837	238,803	215,932	140,922
Current maturities of long-term debt	8,421	8,405	8,388	9,422	8,735
Long-term debt	69,238	77,706	51,175	51,871	14,785
Long-term deferred revenue	359	516	621	302	457
<b>Non-GAAP Financial Measures</b>					

Generally accepted accounting principles, or GAAP, defines gross profit as revenue less cost of revenue, and includes in costs of revenue depreciation and amortization expenses related to revenue-generating long-lived and intangible assets. We define Gross Profit (excluding depreciation and amortization) as revenue less cost of revenue (excluding depreciation and amortization). This measure differs from the GAAP definition of gross profit as we do not include the impact of depreciation and amortization expenses related to revenue-generating long-lived and intangible assets which represent non-cash expenses. We use this measure to evaluate operating margins and the effectiveness of cost management.

The following table presents a reconciliation of gross profit to Gross Profit (excluding depreciation and amortization) for each of the periods presented. Gross profit is the most comparable GAAP measure to Gross Profit (excluding depreciation and amortization). Gross Profit (excluding depreciation and amortization) should not be considered as an alternative to gross profit, operating income (loss) or any other measure of financial performance calculated and presented in accordance with GAAP. Our Gross Profit (excluding depreciation and amortization) may not be comparable to similarly titled measures of other companies because other companies may not calculate Gross Profit (excluding depreciation and amortization) or similarly titled measures in the same manner as we do. We prepare Gross Profit (excluding depreciation and amortization) to eliminate the impact of items that we do not consider indicative of our core operating performance. We encourage you to evaluate these adjustments and the reasons we consider them appropriate.

	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(in thousands)				
<b>Reconciliation of Gross Profit to Gross Profit (excluding depreciation and amortization):</b>					
Gross profit	\$ 76,928	\$ 113,868	\$ 81,950	\$ 63,964	\$ 46,890
Depreciation and amortization related to cost of revenue	31,094	28,097	19,879	16,634	13,820
Gross Profit (excluding depreciation and amortization)	\$ 108,022	\$ 141,965	\$ 101,829	\$ 80,598	\$ 60,710

We define Adjusted EBITDA as net income (loss) plus interest expense, income tax expense (benefit), depreciation and amortization, impairment of goodwill, intangibles, property, plant and equipment, foreign exchange impact of intercompany financing activities, (gain) loss on retirement of property, plant and equipment, change in fair value of derivatives, stock-based compensation, IPO or merger/acquisition costs and related bonuses, executive departure costs, restructuring charges and non-recurring items. Adjusted EBITDA is a financial measure that is not calculated in accordance with GAAP.

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance for the following reasons:

Investors and securities analysts use Adjusted EBITDA as a supplemental measure to evaluate the overall operating performance of companies, and we understand our investor and analyst presentations include Adjusted EBITDA;



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By comparing our Adjusted EBITDA in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year; and

Adjusted EBITDA is an integral component of the financial ratio covenants of our debt agreement. Our management uses Adjusted EBITDA:

To indicate profit contribution;

For planning purposes, including the preparation of our annual operating budget and as a key element of annual incentive programs;

To allocate resources to enhance the financial performance of our business; and

In communications with our Board of Directors concerning our financial performance. Although Adjusted EBITDA is frequently used by investors and securities analysts in their evaluations of companies, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Some of these limitations are:

Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;

Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

Adjusted EBITDA does not reflect interest expense;

Adjusted EBITDA does not reflect cash requirements for income taxes;

Adjusted EBITDA does not reflect impairment of goodwill, intangibles, property, plant and equipment;

Adjusted EBITDA does not reflect foreign exchange impact of intercompany financing activities;

Adjusted EBITDA does not reflect (gain) loss on retirement of property, plant and equipment;

Adjusted EBITDA does not reflect the stock based compensation component of employee compensation;

Adjusted EBITDA does not reflect acquisition costs;

Adjusted EBITDA does not reflect executive departure costs;

Adjusted EBITDA does not reflect restructuring charges;

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for these replacements; and

Other companies in our industry may calculate Adjusted EBITDA or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

We define Unlevered Free Cash Flow as Adjusted EBITDA less capital expenditures. We believe Unlevered Free Cash Flow is useful to investors in evaluating our operating performance for the following reasons:

Investors and securities analysts use Unlevered Free Cash Flow as a supplemental measure to evaluate the overall operating performance of companies, and we understand our investor and analyst presentations include Unlevered Free Cash Flow; and

By comparing our Unlevered Free Cash Flow in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year.

Although Unlevered Free Cash Flow is frequently used by investors and securities analysts in their evaluations of companies, Unlevered Free Cash Flow has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Some of these limitations are:

Unlevered Free Cash Flow does not reflect changes in, or cash requirements for, our working capital needs;

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Unlevered Free Cash Flow does not reflect interest expense;

Unlevered Free Cash Flow does not reflect cash requirements for income taxes;

Unlevered Free Cash Flow does not reflect impairment of goodwill, intangibles, property, plant and equipment;

Unlevered Free Cash Flow does not reflect foreign exchange impact of intercompany financing activities;

Unlevered Free Cash Flow does not reflect (gain) loss on retirement of property, plant and equipment;

Unlevered Free Cash Flow does not reflect acquisition costs;

Unlevered Free Cash Flow does not reflect executive departure costs;

Unlevered Free Cash Flow does not reflect restructuring charges;

Unlevered Free Cash Flow does not reflect depreciation and amortization;

Unlevered Free Cash Flow does not reflect the stock based compensation component of employee compensation; and

Other companies in our industry may calculate Unlevered Free Cash Flow or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

We define Cash Earnings as net income (loss), plus depreciation and amortization, impairment of goodwill, intangibles, property, plant and equipment, foreign exchange impact of intercompany financing activities, (gain) loss on retirement of property and equipment, change in fair value of derivatives, stock-based compensation, IPO or merger/acquisition costs and related bonuses, executive departure costs, restructuring charges and non-recurring items. We define Cash EPS as Cash Earnings divided by diluted shares. Cash Earnings and Cash EPS are financial measures that are not calculated in accordance with GAAP.

We believe Cash Earnings and Cash EPS are useful to investors in evaluating our operating performance for the following reasons:

Investors and securities analysts use Cash Earnings and Cash EPS as supplemental measures to evaluate the overall operating performance of companies, and we understand our investor and analyst presentations

include Cash Earnings and Cash EPS;

By comparing our Cash Earnings and Cash EPS in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year; and

Although Cash Earnings and Cash EPS are frequently used by investors and securities analysts in their evaluations of companies, Cash Earnings and Cash EPS have limitations as analytical tools, and you should not consider them in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Some of these limitations are:

Cash Earnings and Cash EPS do not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;

Cash Earnings and Cash EPS do not reflect changes in, or cash requirements for, our working capital needs;

Cash Earnings and Cash EPS do not reflect the stock based compensation component of employee compensation;

Cash Earnings and Cash EPS do not reflect impairment of goodwill, intangibles, property, plant and equipment;

Cash Earnings and Cash EPS do not reflect foreign exchange impact of intercompany financing activities;

Cash Earnings and Cash EPS do not reflect (gain) loss on retirement of property, plant and equipment;

Cash Earnings and Cash EPS do not reflect acquisition costs;

Cash Earnings and Cash EPS do not reflect cash taxes;

Cash Earnings and Cash EPS do not reflect executive departure costs;

Cash Earnings and Cash EPS do not reflect restructuring charges;

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Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Cash Earnings and Cash EPS do not reflect any cash requirements for these replacements; and

Other companies in our industry may calculate Cash Earnings and Cash EPS or similarly titled measures differently than we do, limiting their usefulness as comparative measures.

Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS should not be considered as alternatives to net income (loss), operating income (loss), basic or diluted earnings per share or any other measure of financial performance calculated and presented in accordance with GAAP. Our Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS may not be comparable to similarly titled measures of other companies because other companies may not calculate Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings, Cash EPS or similarly titled measures in the same manner as we do. We prepare Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS to eliminate the impact of items that we do not consider indicative of our core operating performance. We encourage you to evaluate these adjustments and the reasons we consider them appropriate.

The following table presents a reconciliation of net income (loss) to Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS for each of the periods presented. Net income (loss) is the most comparable GAAP measure to Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS.

	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(in thousands)				
<b>Reconciliation of Net Income (Loss) to Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS:</b>					
Net income (loss)	\$ (16,660)	\$ 15,983	\$ 16,544	\$ 12,021	\$ 9,752
Interest expense	2,054	2,185	2,283	1,552	1,249
Depreciation and amortization	32,471	29,462	21,049	17,534	14,584
Impairment of goodwill, intangibles, and property, plant and equipment	14,262	2,719			
Foreign exchange impact of intercompany financing activities		856			
(Gain) loss on sales of property, plant and equipment, net of retirements	(41)	(44)	66	(131)	(165)
Stock-based compensation	3,660	4,252	2,963	2,502	1,534
Restructuring costs	7,410				
Executive departure costs	1,000				
Acquisition costs	342	2,922	4,115	1,372	
Income tax expense	2,409	15,400	9,158	8,733	6,502
<b>Adjusted EBITDA (non-GAAP measure)</b>	<b>\$ 46,907</b>	<b>\$ 73,735</b>	<b>\$ 56,178</b>	<b>\$ 43,583</b>	<b>\$ 33,456</b>
Interest expense	(2,054)	(2,185)	(2,283)	(1,552)	(1,249)
Income tax expense	(2,409)	(15,400)	(9,158)	(8,733)	(6,502)

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Cash Earnings (non-GAAP measure)	\$ 42,444	\$ 56,150	\$ 44,737	\$ 33,298	\$ 25,705
Diluted Shares	17,534	17,899	17,557	17,017	16,814
Cash EPS (non-GAAP measure)	\$ 2.42	\$ 3.14	\$ 2.55	\$ 1.96	\$ 1.53
Adjusted EBITDA (non-GAAP measure)	\$ 46,907	\$ 73,735	\$ 56,178	\$ 43,583	\$ 33,456
Capital expenditures	32,690	40,402	31,093	21,083	19,767
Unlevered Free Cash Flow (non-GAAP measure)	\$ 14,217	\$ 33,333	\$ 25,085	\$ 22,500	\$ 13,689

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**Item 7. Management's Discussion And Analysis Of Financial Condition And Results Of Operations**  
**General**

*The following discussion should be read together with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements about our business and operations. Our future results may differ materially from those we currently anticipate as a result of the factors we describe under Risk Factors and elsewhere in this Annual Report on Form 10-K.*

**Executive Overview**

We, along with our wholly and majority-owned subsidiaries, provide information and communication technology for the oil and gas industry through a controlled and managed IP/MPLS global network, enabling drilling contractors, oil companies and oilfield service companies to communicate more effectively. We enable our customers to deliver voice, fax, video and data, in real-time, between remote sites and home offices throughout the world while we manage and operate the infrastructure from our land-based network operations center. We serve offshore drilling rigs and production platforms, land rigs and other remote locations including offices and supply bases, in approximately 50 countries on six continents.

**Our Operations**

We are a global provider of managed remote communications, TSI (project management of turn-key engineered telecommunications solutions) and collaborative applications dedicated to the oil and gas industry, focusing on offshore and onshore drilling rigs, energy production facilities and maritime. We focus on developing customer relationships in the oil and gas industry resulting in a significant portion of our revenue being concentrated in a few customers. In addition, due to the concentration of our customers in the oil and gas industry, we face the challenge of service demands fluctuating with the exploration and development plans and capital expenditures of that industry.

Network service customers are primarily served under fixed-price, day-rate contracts, which are based on the concept of pay-per-day of use and are consistent with other service terms used in the oil and gas industry. Our contracts are generally in the form of Master Service Agreements, or MSAs, with specific services being provided under individual service orders that have a term of one to three years with renewal options, while land-based locations are generally shorter term or terminable on short notice without a penalty. Service orders are executed under the MSA for individual remote sites or groups of sites, and generally may be terminated early on short notice without penalty in the event of force majeure, breach of the MSA or cold stacking of a drilling rig (when a rig is taken out of service and is expected to be idle for a protracted period of time).

Profitability increases at a site as we add customers and value-added services. Assumptions used in developing the day rates for a site may not cover cost variances from inherent uncertainties or unforeseen obstacles, including both physical conditions and unexpected problems encountered with third-party service providers.

Segment information is prepared consistent with the components of the enterprise for which separate financial information is available and regularly evaluated by the chief operating decision-maker for the purpose of allocating resources and assessing performance. Certain operating segments are aggregated into one reportable segment based on similar economic characteristics.

We operate three reportable segments, which are managed as distinct business units by our chief operating decision-maker.

***Eastern Hemisphere.*** Our Eastern Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. Our Eastern Hemisphere segment services are primarily performed out of our Norway, United Kingdom, Qatar, and Singapore based offices for customers and rig sites located on the eastern side of the Atlantic Ocean primarily off the coasts of the United Kingdom, Norway, West Africa, around the Indian Ocean in Qatar, Saudi Arabia and India, around the Pacific Ocean near Australia, and within the South China Sea.

***Western Hemisphere.*** Our Western Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. Our Western Hemisphere segment services are primarily performed out of our United States and Brazil based offices for onshore and offshore customers and rig sites located on the western side of the Atlantic Ocean primarily in the United States, Canada, Mexico and Brazil, and within the Gulf of Mexico.

***TSI.*** Our TSI segment designs, assembles, installs and commissions turn-key solutions for customer telecommunications systems. TSI segment solutions are custom designed and engineered turn-key solutions based on the customer's specifications, as well as, international industry standards and best practices. TSI projects include consultancy services, design, engineering, project management, procurement, testing, installation, commissioning and after-sales service. Our TSI segment services are primarily performed out of our United Kingdom and United States based offices for customers globally.



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**Recent Developments**

On February 4, 2016, we completed our acquisition of Orgtec S.A.P.I. de C.V., d.b.a TECNOR (TECNOR) for an aggregate purchase price of \$14.0 million. Of this aggregate purchase price, we paid \$4.8 million in cash in the first quarter of 2016 and estimate paying \$9.2 million in an earn-out payable in 2018 subject to the achievement of certain post-closing performance targets under the acquisition agreement. The estimate of the earn-out payable is preliminary and subject to change. TECNOR provides telecommunications solutions for remote sites on land, sea and air, including a wide array of equipment, voice and data services, satellite coverage and bandwidth options in Mexico. These services are provided to industrial, commercial and private users in diverse activity segments from mission critical military and government applications, oil and gas operations, commercial fishing and leisure. TECNOR is based in Monterrey, Mexico.

On January 7, 2016, Marty Jimmerson, our former CFO, was appointed Interim Chief Executive Officer (CEO) and President, to replace Mark Slaughter, our prior CEO and President effective January 7, 2016. Marty Jimmerson's appointment will continue while we search for a permanent CEO and President. In connection with the executive departure of our prior CEO, we will incur a pre-tax executive departure charge of approximately \$1.9 million in the first quarter of 2016.

**Restructuring Costs Cost Reduction Plans**

In 2015, we instituted certain resource reallocation and additional cost reduction plans to vacate and eliminate redundant facilities and eliminate certain positions in response to deteriorating oil and gas industry market conditions including declining oil and gas prices, increased stacking and scrapping of offshore drilling rigs and declines in the Baker Hughes U.S. land rig count. We are undertaking these plans to reduce costs and improve our competitive position.

For the year ended December 31, 2015, we incurred pre-tax expense of approximately \$7.4 million in the corporate segment related to restructuring activities. For the year ended December 31, 2015, the restructuring costs included \$4.5 million associated with the reduction of 123 employees, of which \$3.4 million and \$1.1 million were reported as general and administrative expense and cost of revenue, respectively, in the Consolidated Statements of Comprehensive Income (Loss). For the year ended December 31, 2015, the restructuring costs also included \$2.9 million associated with ceasing the use of and vacating nine facilities, of which \$1.4 million and \$1.5 million were reported as general and administrative expense and cost of revenue, respectively, in the Consolidated Statements of Comprehensive Income (Loss).

**Known Trends and Uncertainties**

***Operating Matters***

Uncertainties and negative trends in the oil and gas industry could continue to impact our profitability. The fundamentals of the oil and gas industry we serve have deteriorated. Oil prices have declined significantly throughout 2015 and into early 2016 from the recent high in mid-year 2014 due to lower-than-expected global oil demand growth and increased supply from U.S. unconventional sources and increased production from several other international countries. Generally, a prolonged lower oil price environment restrains increases in exploration and development drilling investment, utilization of drilling rigs and the activity of the global oil and gas industry that we serve. Several global exploration and production companies have reduced their 2016 capital budgets compared to 2015 and 2014 as a result of lower oil prices.



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Although management has observed a recent and sustained decline in demand, the global oil and gas industry that we serve is moving towards higher specification drilling rigs to perform contract drilling services either as a response to increased technical challenges or for the safety, reliability and efficiency typical of the newer, more capable rigs. This trend is commonly referred to as the bifurcation of the drilling fleet. Bifurcation is occurring in both the jackup and floater rig classes and is evidenced by the higher specification drilling rigs operating at generally higher overall utilization levels and day rates than the lower specification or standard drilling rigs. As the offshore drilling sector continues to construct and deliver newer, higher specification drilling units, we expect lower specification drilling units to experience reduced overall utilization and day rates leading to a significant number of rigs being either warm or cold-stacked or scrapped. Although management has observed the pace of cold stacking and scrapping of offshore lower specification drilling rigs recently increasing, management plans to aggressively pursue opportunities to provide our services on the higher specification new build offshore rigs.

As of December 31, 2015, we were serving 238 jack up, semi-submersible and drillship rigs, a decrease of 40 rigs since December 31, 2014. We calculate our market share to be based on an IHS-Petrodata RigBase Current Activity report as of December 31, 2015 excluding cold-stacked rigs, rigs under construction, rigs out of service and rigs in sanctioned countries, as we do not consider these rigs to be addressable. We approximate our addressable market share to be 32.3% as of December 31, 2015, which is down compared to 35.5% as of December 31, 2014. As of December 31, 2015, we were serving 519 strategic initiative sites, a decrease of 43 sites since December 31, 2014. Strategic initiative sites include production facilities, support vessels and international onshore rigs. As of December 31, 2015, we were also serving 373 other sites, a decrease of 303 sites since December 31, 2014. Other sites include U.S. onshore drilling rigs, completion facilities, remote support offices and supply bases. We had approximately a 13.8% market share for U.S. onshore drilling rigs based on Baker Hughes North America Rotary Rig Count for December 2015.

Several drilling rig owners have recently announced and begun to cold stack and scrap drilling rigs which generally are older and not expected to be competitive. We expect that additional announcements are likely in the near future as a result of the overall lower global demand for offshore drilling rigs and expectations that many of the scheduled new build drilling rigs will be delivered and compete for global rig activity. Since October 1, 2014, we have been notified directly by customers or through public announcements that 63 offshore drilling rigs we served will be cold-stacked or scrapped. Revenue earned in the recent peak year of 2014 from these 63 offshore drilling rigs was \$15.3 million. Revenue earned in 2015 from these 63 offshore drilling rigs was \$7.4 million. As of December 31, 2015, we have stopped providing communication services on 57 of the 63 offshore drilling rigs as a result of being cold-stacked or scrapped. Revenue earned in 2015 and 2014 from these 57 offshore drilling rigs was \$4.7 million and \$12.7 million, respectively.

In addition, uncertainties that could impact our profitability include service responsiveness to remote locations, communication network complexities, political and economic instability in certain regions, export restrictions, licenses and other trade barriers. These uncertainties may result in the delay of service initiation, which may negatively impact our results of operations.

Additional uncertainties that could impact our operating cash flows include the availability and cost of satellite bandwidth, timing of collecting our receivables, and our ability to increase our contracted services through sales and marketing efforts while leveraging the contracted satellite and other communication service costs.

***Regulatory Matter***

We cannot predict the ultimate outcome of the OFAC and BIS investigation (described in this Item under the heading *Regulatory Matter* ), the total costs to be incurred in completing the investigation, the potential impact on personnel,

the effect of implementing any further measures that may be necessary to ensure full compliance with applicable laws or to what extent, if at all, we could be subject to fines, sanctions or other penalties.

***Contractual Dispute***

Our TSI business has a dispute related to a contract associated with a percentage of completion project. We believe amounts, which the customer is disputing, are owed to us under a customer contract where we have a contractual right to payment for work related to certain unsigned change orders. We have initiated the dispute resolution process under the contract and are actively working with the customer to resolve the matter. As a result of the ongoing dispute, we have recorded a loss of \$14.3 million for this project, which represents the total evident probable and estimable loss that we expect to incur over the life of this project. To arrive at this loss, we recorded negative income adjustments of \$15.6 million during the fourth quarter of 2015. These adjustments include negative revenue adjustments of \$9.6 million, project costs

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incurred of \$5.1 million and a future evident loss charge of \$0.9 million, as a result of a change in estimate associated with a claim. We expect remaining estimated project completion costs of \$2.2 million. We will continue incurring costs and recognizing revenue related to this unsigned change order, as the project is not yet complete and is expected to continue incurring costs into the second quarter of 2016. We cannot predict the ultimate outcome of the dispute or actual loss from the project, the total costs to be incurred in defending the dispute or the potential impact on personnel. The ultimate actual loss may be more or less than the estimated \$14.3 million.

We have incurred legal expense of \$0.5 million in connection with the dispute for the year ended December 31, 2015. We may continue to incur significant legal fees and related expenses and in the future management may be required to devote significant time to resolve the dispute.

## **Critical Accounting Policies**

Certain of our accounting policies require judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, observance of trends in the industry, information provided by our customers, and information available from other outside sources, as appropriate. Future results may differ from these judgments under different assumptions or conditions. Our accounting policies that require management to apply significant judgment include:

### ***Revenue Recognition - General***

All revenue, excluding TSI contracts, is recognized when persuasive evidence of an arrangement exists, the service is complete, the amount is fixed or determinable and collectability is reasonably assured. Network service fee revenue is based on fixed-price, day-rate contracts and recognized monthly as the service is provided. Generally, customer contracts also provide for installation and maintenance services. Installation services are paid upon initiation of the contract and recognized over the life of the respective contract. Maintenance charges are recognized as specific services are performed. Deferred revenue consists of deferred installation billings, customer deposits and other prepayments for which services have not yet been rendered. Revenue is reported net of any tax or regulatory fees assessed and collected on behalf of a governmental authority. Such tax or fee is then remitted directly to the appropriate jurisdictional entity.

### ***Revenue Recognition TSI***

Revenues related to long-term TSI contracts for customized network solutions are recognized using the percentage-of-completion method. At any point, RigNet has numerous contracts in progress, all of which are at various stages of completion. Accounting for revenues and profits on long-term contracts requires estimates of total estimated contract costs and estimates of progress toward completion to determine the extent of revenue and profit recognition. Progress towards completion on fixed price contracts is measured based on the ratio of costs incurred to total estimated contract costs (the cost-to-cost method). These estimates may be revised as additional information becomes available or as specific project circumstances change.

We review all of our material contracts on a monthly basis and revise the estimates as appropriate for developments such as, providing services and purchasing third-party materials and equipment at costs differing from those previously estimated and incurring or expecting to incur schedule issues. Changes in estimated final contract revenues and costs can either increase or decrease the final estimated contract profit or loss. Profits are recorded in the period in which a change in estimate is recognized, based on progress achieved through the period of change. Anticipated losses on contracts are recorded in full in the period in which they become evident. Revenue recognized in excess of amounts

billed is classified as a current asset under costs and estimated earnings in excess of billings on uncompleted contracts. As of December 31, 2015 and 2014, the amount of costs and estimated earnings in excess of billings on uncompleted contracts related to TSI projects was \$6.8 million and \$13.8 million, respectively. Amounts billed to clients in excess of revenue recognized to date are classified as a current liability under deferred revenue. Under long-term contracts, amounts recorded in costs and estimated earnings in excess of billings on uncompleted contracts may not be realized or paid, respectively, within a one-year period.

When estimating the amount of final contract profit or loss, we include certain probable claims and unapproved change orders to customers as adjustments to final estimated revenues and probable claims to vendors, subcontractors and others as adjustments to final estimated costs.

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We record revenue on contracts relating to certain probable claims and unapproved change orders by including in revenue an amount less than or equal to the amount of costs incurred to date relating to these probable claims and unapproved change orders, thus recognizing no profit until such time as claims are finalized or change orders are approved. The amount of unapproved change orders and claim revenues is included in our Consolidated Balance Sheets as part of costs and estimated earnings in excess of billings on uncompleted contracts. As new facts become known, an adjustment to the estimated recovery is made and reflected in the current period.

Besides the TSI contractual dispute issue discussed above, there were no material contract penalties, claims, settlements or changes in contract estimates and no amounts were netted in revenue during the years ended 2015, 2014, and 2013.

***Accounts Receivable***

Trade accounts receivable are recognized as customers are billed in accordance with customer contracts. We report an allowance for doubtful accounts for probable credit losses existing in accounts receivable. Management determines the allowance based on a review of currently outstanding receivables and our historical collection experience. Significant individual receivables and balances which have been outstanding greater than 90 days are reviewed individually. Account balances, when determined to be uncollectible, are charged against the allowance.

***Property, Plant and Equipment***

Property, plant and equipment consists of (i) telecommunication and computer equipment, (ii) furniture and other, (iii) building and (iv) land. All property, plant and equipment, excluding land, is depreciated and stated at acquisition cost net of accumulated depreciation. Depreciation is provided using the straight-line method over the expected useful lives of the respective assets, which range from one to ten years. We assess property, plant and equipment for impairment when events indicate the carrying value exceeds fair value. During the year ended December 31, 2015, we impaired fixed assets by \$1.7 million, as the carrying value exceeded fair value, as a result of further declines in the U.S. land rig counts since July 2015. No impairment to fixed assets was recorded in the years ended December 31, 2014. During the year ended December 31, 2013, we impaired fixed assets by \$0.5 million. Maintenance and repair costs are charged to expense when incurred.

Any future downturn in our business could adversely impact the key assumptions in our impairment test. While we believe that there appears to be no indication of current or future impairment, historical operating results may not be indicative of future operating results and events and circumstances may occur causing a triggering event in a period as short as three months.

***Intangibles***

Intangibles consist of customer relationships acquired as part of the LandTel Communications LLC (LandTel), OilCamp AS (OilCamp), Nessco and Inmarsat's Enterprise Energy business unit acquisitions, as well as brand name and covenants not-to-compete acquired as part of the Nessco acquisition, backlog acquired as part of the Nessco and Inmarsat's Enterprise Energy business unit acquisitions, licenses acquired as part of the Inmarsat's Enterprise Energy business unit acquisition. Intangibles also include internal-use software. Intangibles have useful lives ranging from 1.7 to 9.0 years and are amortized on a straight-line basis. Impairment testing is performed when events or circumstances indicate that the carrying value of the assets may not be recoverable.

In July 2015, we identified a triggering event in the North America Land reporting unit associated with a significant decline in U.S. land rig counts since December 2014. This circumstance resulted in a reduction in the Company's cash

flow projections during the revision of internal forecasts. In July 2015, the Company conducted an intangibles impairment test and as a result of such test, recognized a \$1.7 million impairment of customer relationships, the full amount within the North America Land reporting unit, which reports through the Western Hemisphere reportable segment. No other impairment indicators have been identified in any reporting unit as of December 31, 2015.

Any future downturn in our business could adversely impact the key assumptions in our impairment test. While we believe that there appears to be no indication of current or future impairment, historical operating results may not be indicative of future operating results and events and circumstances may occur causing a triggering event in a period as short as three months.



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***Goodwill***

Goodwill resulted from prior acquisitions as the consideration paid for the acquired businesses exceeded the fair value of acquired identifiable net tangible and intangible assets. Goodwill is reviewed for impairment at least annually, as of July 31st, with additional evaluations being performed when events or circumstances indicate that the carrying value of these assets may not be recoverable.

Goodwill impairment is determined using a two-step process. The first step of the impairment test is used to identify potential impairment by comparing the fair value of each reporting unit to the book value of the reporting unit, including goodwill. Fair value of the reporting unit is determined using a combination of the reporting unit's expected present value of future cash flows and a market approach. The present value of future cash flows is estimated using our most recent forecast and our weighted average cost of capital. The market approach uses a market multiple on the reporting unit's cash generated from operations. Significant estimates for each reporting unit included in our impairment analysis are cash flow forecasts, our weighted average cost of capital, projected income tax rates and market multiples. Changes in these estimates could affect the estimated fair value of our reporting units and result in an impairment of goodwill in a future period.

If the fair value of a reporting unit is less than its book value, goodwill of the reporting unit is considered to be impaired and the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit's goodwill with the book value of that goodwill. If the book value of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined by allocating the reporting unit's fair value to all of its assets and liabilities other than goodwill in the same manner as a purchase price allocation.

Any impairment in the value of goodwill is charged to earnings in the period such impairment is determined.

In 2015, as a result of the July 2015 annual impairment test, we recognized \$10.9 million in impairment of goodwill, the full amount within our North America Land reporting unit, which reports through our Western Hemisphere reportable segment. Our North America Land reporting unit has been adversely impacted by a significant decline in U.S. land rig counts since December 2014. This decline has resulted in reduced internal cash flow projections causing the estimated fair value of our North America Land reporting unit to be below its carrying value. The fair value of all other reporting units substantially exceeded the carrying value plus goodwill of that reporting unit. No other impairment indicators have been identified in any reporting unit as of December 31, 2015.

In 2014, we recognized \$2.7 million in impairment of goodwill related to the TSI reporting unit. Such impairment was a result of a significant decline in oil prices and global oil and gas activity for which an impairment test was performed as of December 31, 2014. This circumstance resulted in a reduction in the cash flow projections in our revision of internal forecasts. Specifically the TSI segment was impacted by declining contracted backlog, which reduced the estimated fair value of our TSI reporting unit below its carrying value.

Any future downturn in our business could adversely impact the key assumptions in our goodwill impairment test. While we believe that there appears to be no indication of current or future impairment, historical operating results may not be indicative of future operating results and events and circumstances may occur causing a triggering event in a period as short as three months.

We recorded no goodwill impairments in 2013.

***Stock-Based Compensation***

We have three stock-based compensation plans: the 2010 Omnibus Incentive Plan (2010 Plan), the RigNet, Inc. 2006 Long-Term Incentive Plan (2006 Plan) and the RigNet Inc. 2001 Performance Stock Option Plan (2001 Plan). All equity instruments granted under either the 2001 Plan or the 2006 Plan are settled in stock. All equity instruments currently outstanding under the 2010 Plan will be settled in stock, however future awards granted subsequent to December 31, 2015 may be settled in stock or cash and may be classified as equity or liability instruments, as determined by the type of award granted.

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Our policy is to recognize compensation expense for service-based awards on a straight-line basis over the requisite service period for the entire award. Expense for stock-based compensation related to equity awards is recorded using the calculated fair value of options on the grant date of the awards. Fair value of options on the grant date is determined using the Black-Scholes model, which requires judgment in estimating the expected term of the option, risk-free interest rate, expected volatility of our stock and dividend yield of the option.

The fair value of each option award is estimated on the grant date using a Black-Scholes option valuation model, which uses certain assumptions as of the date of grant:

***Expected Volatility*** based on peer group price volatility for periods equivalent to the expected term of the options

***Expected Term*** expected life adjusted based on management's best estimate for the effects of non-transferability, exercise restriction and behavioral considerations

***Risk-free Interest Rate*** risk-free rate, for periods within the contractual terms of the options, is based on the U.S. Treasury yield curve in effect at the time of grant

***Dividend Yield*** expected dividends based on the Company's historical dividend rate at the date of grant. The fair value of restricted stock on the grant date is equal to the market price of RigNet's common stock on the date of grant.

Stock-based compensation expense is based on awards ultimately expected to vest. We did not issue fractional shares nor pay cash in lieu of fractional shares.

## ***Taxes***

Current income taxes are determined based on the tax laws and rates in effect in the jurisdictions and countries that we operate in and revenue is earned. Deferred income taxes reflect the tax effect of net operating losses, foreign tax credits and the tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under enacted tax laws and rates. Valuation allowances are established when management determines that it is more likely than not that some portion or the entire deferred tax asset will not be realized. U.S. Federal deferred tax liabilities are recorded for the unremitted earnings of foreign subsidiaries that are not permanently reinvested, net of potential foreign tax credits; otherwise, no U.S. Federal deferred taxes are provided on foreign subsidiaries. The financial effect of changes in tax laws or rates is accounted for in the period of enactment.

From time to time, we engage in transactions in which the tax consequences may be subject to uncertainty. In the normal course of business, the Company prepares and files tax returns based on interpretation of tax laws and regulations, which are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. We evaluate our tax positions and recognize only tax benefits for financial purposes that, more likely than not, will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position.

The Company has elected to include income tax related interest and penalties as a component of income tax expense.

Changes in tax laws and rates may affect recorded deferred tax assets and liabilities and our effective tax rate in the future. In addition, Norway's corporate income tax rate is decreasing 2% in 2016 and Malaysia's and Canada's corporate income tax rates are decreasing 1% in 2016.

***New Accounting Pronouncements***

No standard implemented during 2015 or 2014 had a material effect on our financial position, cash flow or results of operations. See our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more details regarding our implementation and assessment of new accounting standards.

**Table of Contents****Results of Operations**

The following table sets forth selected financial and operating data for the periods indicated.

	Year Ended December 31,			Percentage Change	
	2015	2014	2013	2014 to 2015	2013 to 2014
	(in thousands, except percentages)				
Revenue	\$ 271,260	\$ 330,174	\$ 220,710	(17.8)%	49.6%
Expenses:					
Cost of revenue (excluding depreciation and amortization)	163,238	188,209	118,881	(13.3)%	58.3%
Depreciation and amortization	32,471	29,462	21,049	10.2%	40.0%
Impairment of goodwill, intangibles, and property, plant and equipment	14,262	2,719		424.5%	*
Selling and marketing	9,449	9,298	5,829	1.6%	59.5%
General and administrative	63,192	66,402	46,726	(4.8)%	42.1%
Total expenses	282,612	296,090	192,485	(4.6)%	53.8%
Operating income (loss)	(11,352)	34,084	28,225	(133.3)%	20.8%
Other expense, net	(2,899)	(2,701)	(2,523)	7.3%	7.1%
Income (loss) before income taxes	(14,251)	31,383	25,702	(145.4)%	22.1%
Income tax expense	(2,409)	(15,400)	(9,158)	(84.4)%	68.2%
Net income (loss)	(16,660)	15,983	16,544	(204.2)%	(3.4)%
Less: Net income attributable to non-controlling interests	314	348	208	(9.8)%	67.3%
Net income (loss) attributable to RigNet, Inc. stockholders	\$ (16,974)	\$ 15,635	\$ 16,336	(208.6)%	(4.3)%

**Other Non-GAAP Data:**

Gross Profit (excluding depreciation and amortization)	\$ 108,022	\$ 141,965	\$ 101,829	(23.9)%	39.4%
Unlevered Free Cash Flow	\$ 14,217	\$ 33,333	\$ 25,085	(57.3)%	32.9%
Adjusted EBITDA	\$ 46,907	\$ 73,735	\$ 56,178	(36.4)%	31.3%
Cash Earnings	\$ 42,444	\$ 56,150	\$ 44,737	(24.4)%	25.5%
Cash EPS	\$ 2.42	\$ 3.14	\$ 2.55	(22.8)%	23.1%

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Our business operations are managed through three reportable operating segments: Eastern Hemisphere, Western Hemisphere and TSI. The following represents selected financial operating results for our segments:

	Year Ended December 31,			Percentage Change	
	2015	2014	2013	2014 to 2015	2013 to 2014
(in thousands, except percentages)					
<b>Eastern Hemisphere:</b>					
Revenue	\$ 147,100	\$ 163,935	\$ 128,987	(10.3)%	27.1%
Cost of revenue (excluding depreciation and amortization)	72,053	76,842	58,826	(6.2)%	30.6%
Gross Profit (non-GAAP measure)	75,047	87,093	70,161	(13.8)%	24.1%
Depreciation and amortization	15,386	13,249	8,701	16.1%	52.3%
Selling, general and administrative	13,428	14,750	14,948	(9.0)%	(1.3)%
Eastern Hemisphere operating income	\$ 46,233	\$ 59,094	\$ 46,512	(21.8)%	27.1%
<b>Western Hemisphere:</b>					
Revenue	\$ 102,621	\$ 112,956	\$ 54,221	(9.1)%	108.3%
Cost of revenue (excluding depreciation and amortization)	50,364	58,996	25,062	(14.6)%	135.4%
Gross Profit (non-GAAP measure)	52,257	53,960	29,159	(3.2)%	85.1%
Depreciation and amortization	11,581	11,261	7,149	2.8%	57.5%
Impairment of goodwill, intangibles, property, plant and equipment	14,262			*	*
Selling, general and administrative	15,425	16,144	7,847	(4.5)%	105.7%
Western Hemisphere operating income	\$ 10,989	\$ 26,555	\$ 14,163	(58.6)%	87.5%
<b>Telecoms Systems Integration:</b>					
Revenue	\$ 21,539	\$ 53,283	\$ 37,502	(59.6)%	42.1%
Cost of revenue (excluding depreciation and amortization)	30,762	42,644	29,569	(27.9)%	44.2%
Gross Profit (non-GAAP measure)	(9,223)	10,639	7,933	(186.7)%	34.1%
Depreciation and amortization	3,104	3,806	4,369	(18.4)%	(12.9)%
Impairment of goodwill		2,719		*	*
Selling, general and administrative	4,120	3,829	1,057	7.6%	262.3%
Telecoms Systems Integration operating income (loss)	\$ (16,447)	\$ 285	\$ 2,507	(5,870.9)%	(88.6)%

NOTE: Consolidated balances include the three segments above along with corporate activities and intercompany eliminations.

***Years Ended December 31, 2015 and 2014***

***Revenue.*** Revenue decreased by \$58.9 million, or 17.8%, to \$271.3 million for the year ended December 31, 2015 from \$330.2 million for the year ended December 31, 2014. This decrease was driven by lower revenues in all reportable segments. TSI segment revenue decreased \$31.7 million, or 59.6%, due to a \$17.6 million decrease in revenue from the TSI project under contractual dispute coupled with decreased demand for our TSI service. The Eastern and Western Hemisphere segments decreased \$16.8 million, or 10.3% and \$10.3 million, or 9.1%, respectively. The decreased revenue in the Eastern and Western Hemisphere segments is primarily due to decreased offshore sites served and decreased revenue-per-site from offshore drilling rigs. The decrease in sites served is primarily due to 43 offshore drilling rigs we served last year being cold-stacked or scrapped partially offset by new sales wins. Additionally, Western Hemisphere segment revenue decreased due to decreased US Land sites served. The decreased revenue-per-site from offshore drilling rigs is primarily due to decreased multi-tenancy ratios from operators on offshore drilling rigs. As rigs that we serve increasingly hot-stack (when a rig is taken out of service but is ready to mobilize on short notice) due to the current economic environment, the opportunity to serve the operator and earn additional revenue is lost until the drilling rig is subsequently contracted for service.

***Cost of Revenue.*** Cost of revenue consists primarily of satellite charges, voice and data termination costs, network operations expenses, internet connectivity fees, equipment purchases for TSI projects and direct service labor. Satellite charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of service to and from leased satellites. Direct service labor consists of field technicians, our Network

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Operations Center employees, and other employees who directly provide services to customers. Network operations expenses consist primarily of costs associated with the operation of our network operations center, which is maintained 24 hours a day, seven days a week. Cost of revenue decreased by \$25.0 million, or 13.3%, to \$163.2 million for the year ended December 31, 2015 from \$188.2 million for the year ended December 31, 2014. Cost of revenue decreased in all segments primarily due to declining TSI segment costs associated with decreased demand for TSI services, and cost savings associated with the cost savings plans coupled with decreased costs from separate cost savings initiatives focused on reducing third-party spend.

Gross Profit (excluding depreciation and amortization) decreased by \$33.9 million, or 23.9%, to \$108.0 million for the year ended December 31, 2015 from \$142.0 million for the year ended December 31, 2014. Gross Profit (excluding depreciation and amortization) as a percentage of revenue, or Gross Profit Margin, decreased to 39.8% for the year ended December 31, 2015 compared to 43.0% for the year ended December 31, 2014. The decreased Gross Profit (excluding depreciation and amortization) and Gross Profit Margin is primarily attributable to decreased revenues and the TSI contractual dispute partially offset by savings associated with our cost reduction plans coupled with decreased costs from separate cost savings initiatives focused on reducing third-party spend.

***Depreciation and Amortization.*** Depreciation and amortization is recognized on all property, plant and equipment either installed at a customer's site or held at our corporate and regional offices, as well as intangibles arising from acquisitions and internal use software. Depreciation and amortization expenses increased by \$3.0 million, or 10.2%, to \$32.5 million for the year ended December 31, 2015 from \$29.5 million for the year ended December 31, 2014. This increase is primarily attributable to additions to property, plant and equipment and intangibles from capital expenditures and prior acquisitions.

***Impairment of goodwill, intangibles, and property, plant and equipment.*** We recognized \$14.3 million in impairment for the year ended December 31, 2015. As a result of the July 2015 annual impairment test, we recognized \$10.9 million in impairment of goodwill and \$1.7 million in impairment of intangibles, the full amounts reported within our North America Land reporting unit, which reports through our Western Hemisphere reportable segment. Our North America Land reporting unit has been adversely impacted by a significant decline in U.S. land rig counts since December 2014. This decline has resulted in reduced internal cash flow projections causing the estimated fair value of our North America Land reporting unit to be below its carrying value. Additionally, in December 2015, we assessed that the fair value of property, plant and equipment was impaired by \$1.7 million, as the carrying value exceeded fair value, as a result of further declines in the U.S. land rig counts since July 2015.

During the year ended December 31, 2014, a \$2.7 million impairment of goodwill was reported in our TSI reporting unit resulting from declining contracted backlog that reduced the estimated fair value of our TSI reporting unit below its carrying value.

***Selling and Marketing.*** Selling and marketing expenses consist primarily of salaries and commissions, travel costs and marketing communications. Selling and marketing expenses were \$9.4 million and \$9.3 million for the years ended December 31, 2015 and 2014, respectively.

***General and Administrative.*** General and administrative expenses consist of expenses associated with our management, finance, contract, support and administrative functions. General and administrative expenses decreased by \$3.2 million, or 4.8%, to \$63.2 million for the year ended December 31, 2015 from \$66.4 million for the year ended December 31, 2014. Excluding \$4.8 million of restructuring charges and \$1.0 million of executive departure costs, general and administrative expenses would have been \$57.4 million for the year ended December 31, 2015. Excluding the restructuring charges and executive departure costs, general and administrative costs decreased primarily due to savings associated with cost reduction plans executed in 2015 coupled with separate cost savings



initiatives focused on reducing third-party spend.

***Income Tax Expense.*** Our effective income tax rate was (16.9)% and 49.1% for the years ended December 31, 2015 and 2014, respectively. Our effective tax rates are affected by factors including changes in the valuation allowance related to operating in loss jurisdictions for which a benefit cannot be claimed, fluctuations in income across international jurisdictions with varying tax rates, and changes in income tax reserves. See Note 14 Income Taxes, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information regarding the items comprising our effective tax rates.

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**Revenue.** Revenue increased by \$109.5 million, or 49.6%, to \$330.2 million for the year ended December 31, 2014 from \$220.7 million for the year ended December 31, 2013. The acquisition of Inmarsat's Enterprise Energy business unit contributed \$80.2 million in revenue across all three reportable segments. Excluding Inmarsat's Enterprise Energy business unit's revenue, revenue increased by \$29.3 million or 13.3%. This organic increase was driven by the Eastern Hemisphere segment which increased \$22.4 million, or 17.4%, and the Western Hemisphere segment which increased \$13.8 million, or 25.5%. These increases are primarily due to increased revenue-per-site and increased sites served across the Eastern and Western Hemisphere segments. Revenue-per-site increased as a result of increased services per site and the growing bandwidth needs of our customers across the Eastern and Western Hemisphere segments.

**Cost of Revenue.** Cost of revenue consists primarily of satellite charges, voice and data termination costs, network operations expenses, internet connectivity fees, equipment purchases for TSI projects and direct service labor. Satellite charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of service to and from leased satellites. Direct service labor consists of field technicians, our Network Operations Center employees, and other employees who directly provide services to customers. Network operations expenses consist primarily of costs associated with the operation of our network operations center, which is maintained 24 hours a day, seven days a week. Cost of revenue increased by \$69.3 million, or 58.3%, to \$188.2 million for the year ended December 31, 2014 from \$118.9 million for the year ended December 31, 2013. The acquisition of Inmarsat's Enterprise Energy business unit added \$58.3 million to costs across all three reportable segments. Excluding Inmarsat's Enterprise Energy business unit, costs increased by \$11.0 million, or 9.2%, to \$129.9 million from \$118.9 million. This increase is primarily due to incremental network services and satellite charges to support growing bandwidth needs of our customers across the Eastern and Western Hemisphere segments.

Gross Profit (excluding depreciation and amortization) increased by \$40.1 million, or 39.4%, to \$142.0 million for the year ended December 31, 2014 from \$101.8 million for the year ended December 31, 2013. Gross Profit (excluding depreciation and amortization) as a percentage of revenue decreased to 43.0% for the year ended December 31, 2014 compared to 46.1% for the year ended December 31, 2013. Excluding Inmarsat's Enterprise Energy business unit, Gross Profit (excluding depreciation and amortization) increased by \$18.3 million, or 18.0%, to \$120.1 million for the year ended December 31, 2014 from \$101.8 million for the year ended December 31, 2013. Excluding Inmarsat's Enterprise Energy business unit, Gross Profit (excluding depreciation and amortization) as a percentage of revenue increased to 48.1% for the year ended December 31, 2014 compared to 46.1% for the year ended December 31, 2013. The increased Gross Profit (excluding depreciation and amortization) is primarily attributable to growing bandwidth needs of our customers across the Eastern and Western Hemisphere segments and partially offset by increased costs, which have supported our growing revenues.

**Depreciation and Amortization.** Depreciation and amortization is recognized on all property, plant and equipment either installed at a customer's site or held at our corporate and regional offices, as well as intangibles arising from acquisitions and internal use software. Depreciation and amortization expenses increased by \$8.4 million, or 40.0%, to \$29.5 million for the year ended December 31, 2014 from \$21.0 million for the year ended December 31, 2013. This increase is primarily attributable to the continued increase in our capital expenditures and the acquisition of depreciable property, plant and equipment and amortizable intangibles as part of the Inmarsat's Enterprise Energy business unit acquisition.

**Impairment of Goodwill.** In December 2014 we performed an interim impairment test of goodwill as a result of a significant decline in oil prices and global oil and gas activity. As a result of this interim impairment test we recognized \$2.7 million in impairment of goodwill in our TSI reporting unit, which was impacted by declining contracted backlog that reduced the estimated fair value of our TSI reporting unit below its carrying value.

***Selling and Marketing.*** Selling and marketing expenses consist primarily of salaries and commissions, travel costs and marketing communications. Selling and marketing expenses increased by \$3.5 million, or 59.5%, to \$9.3 million for the year ended December 31, 2014 from \$5.8 million for the year ended December 31, 2013.

***General and Administrative.*** General and administrative expenses consist of expenses associated with our management, finance, contract, support and administrative functions. General and administrative expenses increased by \$19.7 million, or 42.1%, to \$66.4 million for the year ended December 31, 2014 from \$46.7 million for the year ended December 31, 2013. General and administrative costs increased primarily due to costs and increased office space and acquisition related to the acquisition of Inmarsat's Enterprise Energy business unit, increased compensation resulting from non-acquisition related headcount additions and increased stock-based compensation.

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**Income Tax Expense.** Our effective income tax rate was 49.1% and 35.6% for the years ended December 31, 2014 and 2013, respectively. Our effective tax rates are affected by factors including changes in the valuation allowance related to operating in loss jurisdictions for which a benefit cannot be claimed, fluctuations in income across international jurisdictions with varying tax rates, and changes in income tax reserves. See Note 14 Income Taxes, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information regarding the items comprising our effective tax rates.

**Liquidity and Capital Resources**

At December 31, 2015, we had working capital of \$94.0 million, consisting of cash and cash equivalents of \$60.5 million, restricted cash of \$0.5 million, accounts receivable of \$62.1 million, costs in excess of billings of \$6.8 million and other current assets of \$7.1 million, offset by \$6.8 million in accounts payable, \$19.9 million in accrued expenses, \$8.4 million in current maturities of long-term debt, \$3.1 million in tax related liabilities and \$4.7 million in deferred revenue.

Over the past three years, annual capital expenditures have ranged from \$30.2 million to \$40.2 million due to sites served. Based on our current expectations, we believe our liquidity and capital resources will be sufficient for the conduct of our business and operations for the foreseeable future. We may also use a portion of our available cash to finance growth through the acquisition of, or investment into, businesses, products, services or technologies complementary to our current business, through mergers, acquisitions, and joint ventures or otherwise.

Cash in foreign subsidiaries that is available for repatriation to our domestic parent, after settlement of intercompany payables and notes, is \$10.5 million. If the entire \$10.5 million were repatriated, we would be liable for an additional \$2.9 million of taxes. A federal deferred tax liability has already been recognized as of December 31, 2015 of \$1.6 million for those earnings that are not considered permanently reinvested.

During the next twelve months, we expect our principal sources of liquidity to be cash flows from operating activities, cash and cash equivalents on hand and availability under our credit facility. In forecasting our cash flows we have considered factors including contracted services related to long-term deepwater drilling programs, U.S. land rig count trends, projected oil and natural gas prices, contracted and available satellite bandwidth.

While we believe we have sufficient liquidity and capital resources to meet our current operating requirements and expansion plans, we may want to pursue additional expansion opportunities within the next year which could require additional financing, either debt or equity.

Beyond the next twelve months, we expect our principal sources of liquidity to be cash flows provided by operating activities, cash and cash equivalents on hand, availability under our credit facility and additional financing activities we may pursue, which may include debt or equity offerings.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
<b>Consolidated Statements of Cash Flows Data:</b>			
Cash and cash equivalents, January 1,	\$ 66,576	\$ 59,822	\$ 59,744
Net cash provided by operating activities	37,034	43,763	28,045
Net cash used in investing activities	(33,325)	(65,334)	(28,844)

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Net cash provided by (used in) financing activities	(7,247)	30,536	3,202
Changes in foreign currency translation	(2,570)	(2,211)	(2,325)
Cash and cash equivalents, December 31,	\$ 60,468	\$ 66,576	\$ 59,822

Currently, the Australian dollar, the Norwegian kroner and the British pound sterling are the foreign currencies that could materially impact our liquidity. Our historical experience with exchange rates for these currencies has been relatively stable and, consequently, we do not currently hedge these risks, but evaluate these risks on a continual basis and may put financial instruments in place in the future if deemed necessary. During the years ended December 31, 2015, 2014 and 2013, 84.6%, 78.7% and 63.6% of our revenue was denominated in U.S. dollars, respectively.

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### **Operating Activities**

Net cash provided by operating activities was \$37.0 million for the year ended December 31, 2015 compared to \$43.8 million for the year ended December 31, 2014. The decrease in cash provided by operating activities during 2015 of \$6.7 million was primarily due to the lower operating income (loss) and decreased accrued expenses partially offset by the timing of collection of our accounts receivable coupled with the timing of paying our accounts payable.

Net cash provided by operating activities was \$43.8 million for the year ended December 31, 2014 compared to \$28.0 million for the year ended December 31, 2013. The increase in cash provided by operating activities during 2014 of \$15.8 million was primarily due to increased operating income from our core operations coupled with increased accrued expenses partially offset by the timing of collections of our accounts receivable and paying our accounts payable.

Our cash provided by operations is subject to many variables, the most significant of which is the volatility of the oil and gas industry and, therefore, the demand for our services. Other factors impacting operating cash flows include the availability and cost of satellite bandwidth, as well as the timing of collecting our receivables. Our future cash flow from operations will depend on our ability to increase our contracted services through our sales and marketing efforts while leveraging the contracted satellite and other communication service costs.

### **Investing Activities**

Net cash used in investing activities was \$33.3 million, \$65.3 million and \$28.8 million in the years ended December 31, 2015, 2014 and 2013, respectively. Of these amounts \$34.3 million, \$40.2 million, and \$30.2 million, respectively, were for capital expenditures, a decrease of \$5.9 million and an increase of \$10.0 million for the years ended December 31, 2015 and 2014, respectively, compared to each of the respective prior periods. We expect capital expenditures for 2016 to be slightly lower due to declining global oil and gas drilling activity. We believe our 2016 capital expenditures will primarily be focused on growth opportunities arising from new build high specification deepwater drilling rigs and, to a lesser extent, our ERP system.

For the year ended December 31, 2014, net cash used in investing activities also included cash used for the acquisition of Inmarsat's Enterprise Energy business unit, totaling \$26.1 million.

### **Financing Activities**

Net cash used in financing activities was \$7.2 million in the year ended December 31, 2015. Net cash provided by financing activities was \$30.5 million and \$3.2 million in the years ended December 31, 2014 and 2013, respectively.

Cash used in financing activities includes \$8.6 million in principal payments on our long-term debt for the year ended December 31, 2015 partially offset by \$1.1 million in proceeds from the issuance of common stock upon the exercise of stock options.

Cash provided by financing activities during the year ended December 31, 2014 consisted primarily of \$35.0 million in draws on our revolving credit facility, which was used, along with cash on hand, to finance our acquisition of Inmarsat's Enterprise Energy business unit and for other general corporate purposes. We also received \$1.6 million in proceeds from the issuance of common stock upon the exercise of stock options. These inflows were partially offset by \$8.6 million of principal payments on our long-term debt for the year ended December 31, 2014.

### ***Credit Agreement***

The Company has a \$60.0 million term loan (Term Loan) and \$125.0 million revolving credit facility, which includes a \$15 million sublimit for the issuance of standby letters of credit.

The Term Loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5%, based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure defined in the agreement. Interest is payable monthly along with quarterly principal installments of \$2.1 million, with the balance due October 2018. The weighted average interest rate for the years ended December 31, 2015 and 2014 was 2.0% and 2.1%, respectively, with an interest rate of 2.2% at December 31, 2015. The Term Loan is secured by substantially all the assets of the Company. As of December 31, 2015, the outstanding principal amount of the term loan was \$42.9 million.

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Our credit agreement imposes certain restrictions including our ability to obtain additional debt financing and on our payment of cash dividends. It also requires us to maintain certain financial covenants such as a funded debt to Adjusted EBITDA ratio of less than or equal to 2.5 to 1.0 and a fixed charge coverage ratio of not less than 1.25 to 1.0 as of December 31, 2015. As of December 31, 2015, we had a funded debt to Adjusted EBITDA ratio of 1.24 and a fixed charge coverage ratio of 1.97. At December 31, 2015, we believe we were in compliance with all covenants.

In February 2016, we amended our credit agreement with the most significant changes being the definition of consolidated EBITDA, the calculation of the fixed charge coverage ratio and the timing associated with delivery of financial statements and compliance certificates to the administrative agent.

The revolving credit facility (RCF) matures in October 2018 with any outstanding borrowings then payable. Borrowings under the RCF carry an interest rate of LIBOR plus an applicable margin ranging from 1.5% to 2.5%, which varies as a function of the Company's leverage ratio. As of December 31, 2015, \$35.0 million in draws have been made on the RCF and remain outstanding. The weighted average interest rate for the years ended December 31, 2015 and 2014 was 2.0% and 1.9%, respectively, with an interest rate of 2.2% at December 31, 2015.

**Off-Balance Sheet Arrangements**

We have not engaged in any off-balance sheet arrangements.

**Contractual Obligations and Commercial Commitments**

At December 31, 2015, we had contractual obligations and commercial commitments as follows:

	Total	2016	2017 - 2018	2019 - 2020	2021 and Beyond
	(in thousands)				
<b>Contractual Obligations:</b>					
Debt obligations					
Term loan	\$ 42,535	\$ 8,421	\$ 34,114	\$	\$
Revolving loan	35,000		35,000		
Equipment notes	124		124		
Interest (1)	4,376	1,660	2,716		
Operating leases	8,361	3,568	4,061	732	
<b>Commercial Commitments:</b>					
Satellite and network services	108,913	36,675	38,238	34,000	
	\$ 199,309	\$ 50,324	\$ 114,253	\$ 34,732	\$

(1) Computed on the expected outstanding principal balance through the term of the Credit Agreement, at the interest rate in effect at December 31, 2015.

As of December 31, 2015, the Company's other noncurrent liabilities in the Consolidated Balance Sheet consist primarily of deferred tax liabilities (\$0.2 million), gross unrecognized tax benefits (\$19.3 million) and the related gross interest and penalties. At this time, the Company is unable to make a reasonably reliable estimate of the timing



of payments in individual years in connection with these liabilities; therefore, such amounts are not included in the above contractual obligations table.

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In 2013, our internal compliance program detected potential violations of U.S. sanctions regulations by one of our foreign subsidiaries in connection with certain of our customers' rigs that were moved into the territorial waters of countries sanctioned by the United States. We estimate that we received total revenue of approximately \$0.1 million during the period related to the potential violations. These countries are subject to a number of economic regulations, including sanctions administered by OFAC, and comprehensive restrictions on the export and re-export of U.S.-origin items to these countries administered by BIS. Our customers that are not based in the U.S. are not subject to the same restrictions on operating in these countries as we are, but we are prohibited from providing services or facilitating the provision of services to their rigs in transit to or while operating in a sanctioned country.

Failure to comply with applicable laws and regulations relating to sanctions and export restrictions may subject us to criminal sanctions and civil remedies, including fines, denial of export privileges, injunctions or seizures of our assets. We have voluntarily self-reported the potential violations to OFAC and BIS and retained outside counsel who conducted an investigation of the matter and submitted a report to OFAC and BIS. We continue to cooperate with these agencies with respect to resolution of the matter.

We incurred legal expenses of \$0.1 million and \$0.1 million for the years ended December 31, 2015 and 2014, respectively, relating to this investigation. We may continue to incur significant legal fees and related expenses, and the investigations may involve management time in the future in order to cooperate with OFAC and BIS. We cannot predict the ultimate outcome of the investigation, the total costs to be incurred in completing the investigation, the potential impact on personnel, the effect of implementing any further measures that may be necessary to ensure full compliance with applicable laws or to what extent, if at all, we could be subject to fines, sanctions or other penalties.

**Non-GAAP Measures**

Our Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS may not be comparable to similarly titled measures of other companies because other companies may not calculate Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings, Cash EPS or similarly titled measures in the same manner as we do. Therefore, these non-GAAP measures should be considered in conjunction with net income (loss) and other performance measures prepared in accordance with GAAP, such as gross profit, operating income (loss) or net cash provided by operating activities. Further, Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS should not be considered in isolation or as a substitute for GAAP measures such as net income (loss), gross profit, operating income (loss) or any other GAAP measure of liquidity or financial performance. We prepare Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS to eliminate the impact of items that we do not consider indicative of our core operating performance. We encourage you to evaluate these adjustments and the reasons we consider them appropriate.

The following table presents a reconciliation of gross profit under GAAP to Gross Profit (excluding depreciation and amortization).

<b>Year Ended December 31,</b>		
<b>2015</b>	<b>2014</b>	<b>2013</b>
(in thousands)		

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Gross profit	\$ 76,928	\$ 113,868	\$ 81,950
Depreciation and amortization related to cost of revenue	31,094	28,097	19,879
Gross Profit (excluding depreciation and amortization)	\$ 108,022	\$ 141,965	\$ 101,829

GAAP defines gross profit as revenue less cost of revenue, and includes in costs of revenue depreciation and amortization expenses related to revenue-generating long-lived and intangible assets. We define Gross Profit (excluding depreciation and amortization) as revenue less cost of revenue (excluding depreciation and amortization). This measure differs from the GAAP definition of gross profit as we do not include the impact of depreciation and amortization expenses related to revenue-generating long-lived and intangible assets which represent non-cash expenses. We believe this measure is useful to investors because management uses it to evaluate operating margins and the effectiveness of cost management.

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The following table presents a reconciliation of our net income (loss) to Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
Net income (loss)	\$ (16,660)	\$ 15,983	\$ 16,544
Interest expense	2,054	2,185	2,283
Depreciation and amortization	32,471	29,462	21,049
Impairment of goodwill, intangibles, and property, plant and equipment	14,262	2,719	
Foreign exchange impact of intercompany financing activities		856	
(Gain) loss on sales of property, plant and equipment, net of retirements	(41)	(44)	66
Stock-based compensation	3,660	4,252	2,963
Restructuring costs	7,410		
Executive departure costs	1,000		
Acquisition costs	342	2,922	4,115
Income tax expense	2,409	15,400	9,158
<b>Adjusted EBITDA (non-GAAP measure)</b>	<b>\$ 46,907</b>	<b>\$ 73,735</b>	<b>\$ 56,178</b>
Interest expense	(2,054)	(2,185)	(2,283)
Income tax expense	(2,409)	(15,400)	(9,158)
<b>Cash Earnings (non-GAAP measure)</b>	<b>\$ 42,444</b>	<b>\$ 56,150</b>	<b>\$ 44,737</b>
Diluted Shares	17,534	17,899	17,557
<b>Cash EPS (non-GAAP measure)</b>	<b>\$ 2.42</b>	<b>\$ 3.14</b>	<b>\$ 2.55</b>
<b>Adjusted EBITDA (non-GAAP measure)</b>	<b>\$ 46,907</b>	<b>\$ 73,735</b>	<b>\$ 56,178</b>
<b>Capital expenditures</b>	<b>32,690</b>	<b>40,402</b>	<b>31,093</b>
<b>Unlevered Free Cash Flow (non-GAAP measure)</b>	<b>\$ 14,217</b>	<b>\$ 33,333</b>	<b>\$ 25,085</b>

We evaluate Adjusted EBITDA, Unlevered Free Cash Flow, Cash Earnings and Cash EPS generated from our operations and operating segments to assess the potential recovery of historical capital expenditures, determine timing and investment levels for growth opportunities, extend commitments of satellite bandwidth cost to expand our offshore production platform and vessel market share, invest in new products and services, expand or open new offices, service centers and SOIL nodes, and assist purchasing synergies.

During the year ended December 31, 2015, Adjusted EBITDA decreased by \$26.8 million, or 36.4%, from \$73.7 million in 2014 to \$46.9 million in 2015. The decrease resulted from decreased revenue coupled with the TSI

contractual dispute partially offset by cost savings from the cost reduction plans and separate cost savings initiatives focused on reducing third-party spend.

During the year ended December 31, 2014, Adjusted EBITDA increased by \$17.6 million, or 31.3%, from \$56.2 million in 2013 to \$73.7 million in 2014. The increase resulted from organic growth in our core offshore operations and, to a lesser extent, results from our acquisition of Inmarsat's Enterprise Energy business unit partially offset by increased compensation associated with headcount additions.

Unlevered Free Cash Flow was \$14.2 million for the year ended December 31, 2015, a decrease of \$19.1 million, or 57.3%, over the prior year. The 2015 decrease in Unlevered Free Cash Flow was due to decreased Adjusted EBITDA partially offset by a decline in capital expenditures during the year ended December 31, 2015, as we execute on an increased capital discipline initiative.

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Unlevered free cash flow was \$33.3 million for the year ended December 31, 2014, an increase of \$8.2 million, or 32.9%, over the prior year. The 2014 increase in Unlevered Free Cash Flow was due primarily to increased EBITDA.

During the year ended December 31, 2015, Cash Earnings decreased by \$13.7 million, or \$0.72 per diluted share, or 24.4%, from \$56.2 million, or \$3.14 per diluted share, in 2014 to \$42.4 million, or \$2.42 per diluted share, in 2015. These decreases resulted from decreased revenue and the TSI contractual dispute partially offset by savings from our cost reduction plans coupled with decreased costs from separate cost savings initiatives focused on reducing third-party spend.

During the year ended December 31, 2014, Cash Earnings increased by \$11.4 million, or \$0.59 per diluted share, or 25.5%, from \$44.7 million, or \$2.55 per diluted share, in 2013 to \$56.2 million, or \$3.14 per diluted share, in 2014. The increase resulted from organic growth in our core offshore operations and, to a lesser extent, results from our acquisition of Inmarsat's Enterprise Energy business unit partially offset by increased compensation associated with headcount additions.

**Table of Contents****Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We are subject to a variety of risks, including foreign currency exchange rate fluctuations relating to foreign operations and certain purchases from foreign vendors. In the normal course of business, we assess these risks and have established policies and procedures to manage our exposure to fluctuations in foreign currency values.

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in earnings and cash flows associated with foreign currency exchange rates. We do not currently use foreign currency forward contracts to hedge our exposure on firm commitments denominated in foreign currencies, but evaluate this on a continual basis and may put financial instruments in place in the future if deemed necessary. During the years ended December 31, 2015 and 2014, 15.4% and 21.3%, respectively of our revenues were earned in non-U.S. currencies. At December 31, 2015 and 2014, we had no significant outstanding foreign exchange contracts.

Our results of operations and cash flows are subject to fluctuations due to changes in interest rates primarily from our variable interest rate long-term debt. We do not currently use financial instruments to hedge these interest risk exposures, but evaluate this on a continual basis and may put financial instruments in place in the future if deemed necessary. The following analysis reflects the annual impacts of potential changes in our interest rate to net income attributable to us and our total stockholders' equity based on our outstanding long-term debt on December 31, 2015 and 2014, assuming those liabilities were outstanding for the entire year.

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
<b>Effect on Net Income (Loss) and Equity - Increase/Decrease:</b>		
1% Decrease/increase in rate	\$ 777	\$ 511
2% Decrease/increase in rate	\$ 1,553	\$ 1,022
3% Decrease/increase in rate	\$ 2,330	\$ 1,533

**Item 8. Financial Statements and Supplementary Data**

Our consolidated financial statements, together with the related notes and report of independent registered public accounting firm, are set forth on the pages indicated in Item 15.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2015. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange

Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2015, our Chief Executive Officer and



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Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective and provide reasonable assurance that information required to be disclosed by the Company is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

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

Except as discussed below, there were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the quarter ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Management's Annual Report on Internal Control over Financial Reporting**

The management report called for by Item 308(a) of Regulation S-K is provided below.

#### ***ERP Implementation***

We are in the process of implementing an ERP system, SAP (B1), as part of a multi-year plan to integrate and upgrade our systems and processes. We substantially completed the migration of our Western Hemisphere (excluding Brazil) and Corporate segments to SAP during 2015, and we are currently in the process of executing the migration of our remaining segments to SAP, which is expected to be completed during the Company's fiscal year ending December 31, 2016.

As the phased implementation of this system occurs, we are experiencing certain changes to our processes and procedures which, in turn, result in changes to our internal control over financial reporting. While we expect SAP to strengthen our internal financial controls by automating certain manual processes and standardizing business processes and reporting across our organization, management will continue to evaluate and monitor our internal controls as processes and procedures in each of the affected areas evolve. For a discussion of risks related to the implementation of new systems, see Part I, Item 1A. Risk Factors in this Annual Report on Form 10-K.

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of RigNet, Inc. and its subsidiaries (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to management and the Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

All internal control systems, no matter how well designed, have inherent limitations. Even those systems determined to be effective can provide only reasonable assurance with respect to financial statement presentation and preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

As of December 31, 2015, our management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, management determined that we maintained effective internal control over financial reporting as of December 31, 2015, based on those criteria.

Deloitte & Touche LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of internal control over financial reporting as of December 31, 2015 which is included in Item 8. Financial Statements and Supplementary Data.

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**Attestation Report of the Registered Accounting Firm**

The independent auditor's attestation report called for by Item 308(b) of Regulation S-K is incorporated herein by reference to Report of Independent Registered Public Accounting Firm (Internal Control Over Financial Reporting), included in Item 8. Financial Statements and Supplementary Data.

**Limitations of the Effectiveness of Internal Control**

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, internal control over financial reporting may not detect or prevent misstatements. Projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may deteriorate.

**Item 9B. Other Information**

None.

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**PART III**

Certain information required by Part III is omitted from this Annual Report on Form 10-K as we intend to file our definitive Proxy Statement for the 2016 Annual Meeting of Stockholders (the 2016 Proxy Statement ) pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, and certain information included in the Proxy Statement is incorporated herein by reference.

**Item 10. Directors, Executive Officers and Corporate Governance**

Certain information in response to this item is incorporated herein by reference to Our Board of Directors and Nominees, Our Executive Officers and Corporate Governance in the 2016 Proxy Statement to be filed with the SEC. Information on compliance with Section 16(a) of the Exchange Act is incorporated herein by reference to Section 16(a) Beneficial Ownership Reporting Compliance in the 2016 Proxy Statement to be filed with the SEC.

**Code of Business Conduct and Ethics**

We have adopted a code of business conduct and ethics (code of conduct) applicable to our principal executive, financial and accounting officers. Copies of both the code of conduct, as well as any waiver of a provision of the code of conduct granted to any principal executive, financial and accounting officers or material amendment to the code of conduct, if any, are available, without charge, on our website at [www.rig.net](http://www.rig.net).

**Item 11. Executive Compensation**

Information in response to this item is incorporated herein by reference to Corporate Governance and Executive Compensation in the 2016 Proxy Statement to be filed with the SEC.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information in response to this item is incorporated herein by reference to Securities Authorized for Issuance under Equity Compensation Plans and Security Ownership of Certain Beneficial Owners and Management in the 2016 Proxy Statement to be filed with the SEC.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information in response to this item is incorporated herein by reference to Certain Relationships and Related Transactions and Director Independence in the 2016 Proxy Statement to be filed with the SEC.

**Item 14. Principal Accounting Fees and Services**

Information in response to this item is incorporated herein by reference to Fees Paid to Independent Registered Public Accounting Firm in the 2016 Proxy Statement to be filed with the SEC.



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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

**(A) Consolidated Financial Statements**

1. Consolidated Financial Statements. The consolidated financial statements listed in the accompanying Index to Consolidated Financial Information are filed as part of this Annual Report.
2. Consolidated Financial Statement Schedules. All schedules have been omitted because the information required to be presented in them is not applicable or is shown in the financial statements or related notes.

**(B) Exhibits**

The exhibits listed in the Index to Exhibits are filed as part of this Annual Report for Form 10-K.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**RIGNET, INC.**

By: /s/ MARTIN L. JIMMERSON, JR.

February 29, 2016

Martin L. Jimmerson, Jr.

*Interim Chief Executive Officer and President*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ MARTIN L. JIMMERSON, JR. Martin L. Jimmerson, Jr.	Interim Chief Executive Officer and President (Principal Executive Officer)	February 29, 2016
/s/ CHARLES E. SCHNEIDER Charles E. Schneider	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 29, 2016
/s/ KEVIN M. GERLAND Kevin M. Gerland	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 29, 2016
/s/ JAMES H. BROWNING James H. Browning	Chairman of the Board	February 29, 2016
/s/ MATTIA CAPRIOLI Mattia Caprioli	Director	February 29, 2016
/s/ CHARLES L. DAVIS IV Charles L. Davis IV	Director	February 29, 2016
/s/ DITLEF DE VIBE Ditlef de Vibe	Director	February 29, 2016
/s/ KEVIN MULLOY Kevin Mulloy	Director	

Kevin Mulloy		February 29, 2016
/s/ KEVIN J. O HARA	Director	February 29, 2016
Kevin J. O Hara		
/s/ KEITH OLSEN	Director	February 29, 2016
Keith Olsen		
/s/ BRENT K. WHITTINGTON	Director	February 29, 2016
Brent K. Whittington		



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**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of RigNet, Inc.

Houston, Texas

We have audited the accompanying consolidated balance sheets of RigNet, Inc. and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income (loss), cash flows, and equity for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of RigNet, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 14 to the consolidated financial statements, the Company has changed its method of accounting for Income Taxes in 2015 due to the adoption of Accounting Standards Update No. 2015-17, Income Taxes (Topic 740).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 29, 2016 expressed an unqualified opinion on the Company's internal control over financial reporting.

*/s/ DELOITTE & TOUCHE LLP*

Houston, Texas

February 29, 2016

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of RigNet, Inc.

Houston, Texas

We have audited the internal control over financial reporting of RigNet, Inc. and subsidiaries (the Company) as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2015 of the Company and our report dated February 29, 2016 expressed an unqualified opinion on those financial statements and included an

explanatory paragraph regarding the Company's adoption of Accounting Standards Update No. 2015-17, Income Taxes (Topic 740).

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

February 29, 2016

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**RIGNET, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands, except share amounts)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 60,468	\$ 66,576
Restricted cash	543	1,200
Accounts receivable, net	62,105	74,625
Costs and estimated earnings in excess of billings on uncompleted contracts	6,757	13,831
Prepaid expenses and other current assets	7,142	7,422
<b>Total current assets</b>	<b>137,015</b>	<b>163,654</b>
Property, plant and equipment, net	72,547	76,195
Goodwill	18,058	30,128
Intangibles, net	18,974	21,051
Deferred tax and other assets	11,522	8,809
<b>TOTAL ASSETS</b>	<b>\$ 258,116</b>	<b>\$ 299,837</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 6,849	\$ 13,560
Accrued expenses	19,946	23,230
Current maturities of long-term debt	8,421	8,405
Income taxes payable	3,091	4,978
Deferred revenue	4,670	4,780
<b>Total current liabilities</b>	<b>42,977</b>	<b>54,953</b>
Long-term debt	69,238	77,706
Deferred revenue	359	516
Deferred tax liability	220	228
Other liabilities	22,009	24,343
<b>Total liabilities</b>	<b>134,803</b>	<b>157,746</b>
Commitments and contingencies (Note 10)		
<b>Equity:</b>		
<b>Stockholders equity</b>		
Preferred stock - \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding at December 31, 2015 and 2014	18	18

Common stock - \$0.001 par value; 190,000,000 shares authorized; 17,757,945 and 17,629,830 shares issued and outstanding at December 31, 2015 and 2014, respectively		
Additional paid-in capital	143,012	137,662
Retained Earnings (Accumulated Deficit)	(6,043)	10,931
Accumulated other comprehensive loss	(13,836)	(6,682)
<b>Total stockholders equity</b>	<b>123,151</b>	<b>141,929</b>
Non-redeemable, non-controlling interest	162	162
<b>Total equity</b>	<b>123,313</b>	<b>142,091</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 258,116</b>	<b>\$ 299,837</b>

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

Table of Contents**RIGNET, INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands, except per share amounts)		
<b>Revenue</b>	<b>\$ 271,260</b>	<b>\$ 330,174</b>	<b>\$ 220,710</b>
<b>Expenses:</b>			
Cost of revenue (excluding depreciation and amortization)	163,238	188,209	118,881
Depreciation and amortization	32,471	29,462	21,049
Impairment of goodwill, intangibles, and property, plant and equipment	14,262	2,719	
Selling and marketing	9,449	9,298	5,829
General and administrative	63,192	66,402	46,726
<b>Total expenses</b>	<b>282,612</b>	<b>296,090</b>	<b>192,485</b>
<b>Operating income (loss)</b>	<b>(11,352)</b>	<b>34,084</b>	<b>28,225</b>
<b>Other expense:</b>			
Interest expense	(2,054)	(2,185)	(2,283)
Other expense, net	(845)	(516)	(240)
Income (loss) before income taxes	(14,251)	31,383	25,702
Income tax expense	(2,409)	(15,400)	(9,158)
<b>Net income (loss)</b>	<b>(16,660)</b>	<b>15,983</b>	<b>16,544</b>
Less: Net income attributable to:			
Non-redeemable, non-controlling interest	314	348	208
<b>Net income (loss) attributable to RigNet, Inc. stockholders</b>	<b>\$ (16,974)</b>	<b>\$ 15,635</b>	<b>\$ 16,336</b>
<b>COMPREHENSIVE INCOME (LOSS)</b>			
Net income (loss)	\$ (16,660)	\$ 15,983	\$ 16,544
Foreign currency translation	(7,154)	(7,117)	(2,394)
<b>Comprehensive income (loss)</b>	<b>(23,814)</b>	<b>8,866</b>	<b>14,150</b>
Less: Comprehensive income attributable to non-controlling interest	314	348	208
<b>Comprehensive income (loss) attributable to RigNet, Inc. stockholders</b>	<b>\$ (24,128)</b>	<b>\$ 8,518</b>	<b>\$ 13,942</b>
<b>INCOME (LOSS) PER SHARE - BASIC AND DILUTED</b>			
Net income (loss) attributable to RigNet, Inc. common stockholders	\$ (16,974)	\$ 15,635	\$ 16,336

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Net income (loss) per share attributable to RigNet, Inc. common stockholders, basic	\$ (0.97)	\$ 0.90	\$ 1.00
Net income (loss) per share attributable to RigNet, Inc. common stockholders, diluted	\$ (0.97)	\$ 0.87	\$ 0.93
Weighted average shares outstanding, basic	17,534	17,321	16,268
Weighted average shares outstanding, diluted	17,534	17,899	17,557

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

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Table of Contents**RIGNET, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ (16,660)	\$ 15,983	\$ 16,544
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization	32,471	29,462	21,049
Impairment of goodwill and intangibles	12,592	2,719	
Stock-based compensation	3,660	4,252	2,963
Amortization of deferred financing costs	171	197	525
Deferred taxes	(1,995)	(2,664)	(2,760)
Impairment of property, plant and equipment	1,670		502
(Gain) loss on sales of property, plant and equipment, net of retirements	(41)	(44)	66
Changes in operating assets and liabilities, net of effect of acquisition:			
Accounts receivable	10,868	(15,054)	(5,507)
Costs and estimated earnings in excess of billings on uncompleted contracts	3,803	6,631	(10,168)
Prepaid expenses and other assets	(769)	(4,908)	2,307
Accounts payable	(4,916)	(7,643)	1,413
Accrued expenses	(1,404)	11,260	3,240
Deferred revenue	(82)	(1,549)	(3,383)
Other liabilities	(2,334)	5,121	1,254
<b>Net cash provided by operating activities</b>	<b>37,034</b>	<b>43,763</b>	<b>28,045</b>
<b>Cash flows from investing activities:</b>			
Acquisitions, net of cash acquired		(26,483)	(85)
Capital expenditures	(34,262)	(40,173)	(30,187)
Proceeds from sales of property, plant and equipment	280	754	462
Decrease in restricted cash	657	568	966
<b>Net cash used in investing activities</b>	<b>(33,325)</b>	<b>(65,334)</b>	<b>(28,844)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from issuance of common stock	1,055	1,585	4,998
Subsidiary distributions to non-controlling interest	(314)	(294)	(217)
Proceeds from borrowings		35,000	5,457
Repayments of long-term debt	(8,623)	(8,649)	(7,157)
Excess tax benefits from stock-based compensation	635	2,894	922
Payments of financing fees			(801)
<b>Net cash provided by (used in) financing activities</b>	<b>(7,247)</b>	<b>30,536</b>	<b>3,202</b>

<b>Net change in cash and cash equivalents</b>	<b>(3,538)</b>	<b>8,965</b>	<b>2,403</b>
<b>Cash and cash equivalents:</b>			
Balance, January 1,	66,576	59,822	59,744
Changes in foreign currency translation	(2,570)	(2,211)	(2,325)
<b>Balance, December 31,</b>	<b>\$ 60,468</b>	<b>\$ 66,576</b>	<b>\$ 59,822</b>
<b>Supplemental disclosures:</b>			
Income taxes paid	\$ 9,766	\$ 10,596	\$ 10,623
Interest paid - other	\$ 1,862	\$ 2,004	\$ 1,662
Non-cash investing - capital expenditures accrued	\$ 824	\$ 2,396	\$ 2,167
Liabilities assumed - Inmarsat's Enterprise Energy business unit	\$	\$ 10,969	\$

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

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## RIGNET, INC.

## CONSOLIDATED STATEMENTS OF EQUITY

	Common Shares	Common Amount	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Non-Redeemable, Non-Controlling Interest	Total Equity
	(in thousands)							
<b>Balance, January 1, 2013</b>	<b>15,702</b>	<b>\$ 16</b>	<b>\$ 120,050</b>	<b>\$ (21,040)</b>	<b>\$ 2,829</b>	<b>\$ 101,855</b>	<b>\$ 117</b>	<b>\$ 101,972</b>
Issuance of common stock upon the exercise of stock options and warrants	1,458	1	4,997			4,998		4,998
Issuance of restricted common stock, net of share repurchase from employees and share cancellations	77							
Stock-based compensation			2,963			2,963		2,963
Excess tax benefits from stock-based compensation			922			922		922
Foreign currency translation					(2,394)	(2,394)		(2,394)
Non-controlling owner distributions							(217)	(217)
Net income				16,336		16,336	208	16,544
<b>Balance, December 31, 2013</b>	<b>17,237</b>	<b>17</b>	<b>128,932</b>	<b>(4,704)</b>	<b>435</b>	<b>124,680</b>	<b>108</b>	<b>124,788</b>
Issuance of common stock upon the exercise of stock options and warrants	334	1	1,584			1,585		1,585
Issuance of restricted common stock, net of share cancellations	59							
Stock-based compensation			4,252			4,252		4,252

Excess tax benefits from stock-based compensation			2,894			<b>2,894</b>		<b>2,894</b>
Foreign currency translation				(7,117)		<b>(7,117)</b>		<b>(7,117)</b>
Non-controlling owner distributions							(294)	<b>(294)</b>
Net income			15,635			<b>15,635</b>	348	<b>15,983</b>
<b>Balance, December 31, 2014</b>	<b>17,630</b>	<b>18</b>	<b>137,662</b>	<b>10,931</b>	<b>(6,682)</b>	<b>141,929</b>	<b>162</b>	<b>142,091</b>
Issuance of common stock upon the exercise of stock options and warrants	79		1,055			<b>1,055</b>		<b>1,055</b>
Issuance of restricted common stock, net of share cancellations	49							
Stock-based compensation			3,660			<b>3,660</b>		<b>3,660</b>
Excess tax benefits from stock-based compensation			635			<b>635</b>		<b>635</b>
Foreign currency translation				(7,154)		<b>(7,154)</b>		<b>(7,154)</b>
Non-controlling owner distributions							(314)	<b>(314)</b>
Net income (loss)			(16,974)			<b>(16,974)</b>	314	<b>(16,660)</b>
<b>Balance, December 31, 2015</b>	<b>17,758</b>	<b>\$ 18</b>	<b>\$ 143,012</b>	<b>\$ (6,043)</b>	<b>\$ (13,836)</b>	<b>\$ 123,151</b>	<b>\$ 162</b>	<b>\$ 123,313</b>

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

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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Business and Summary of Significant Accounting Policies**

***Nature of Business***

RigNet, Inc. (the Company or RigNet) provides remote communication services for the oil and gas industry through a controlled and managed Internet Protocol/Multiprotocol Label Switching (IP/MPLS) global network, enabling drilling contractors, oil companies and oilfield service companies to communicate more effectively. The Company provides its customers with voice, fax, video and data services in real-time between remote sites and home offices throughout the world, while the Company manages and operates the infrastructure from its land-based Network Operations Center.

The Company's corporate offices are located in Houston, Texas. The Company serves the owners and operators of offshore drilling rigs and production facilities, land rigs, remote offices and supply bases in approximately 50 countries including the United States, Brazil, Norway, the United Kingdom, Nigeria, Qatar, Saudi Arabia, Singapore and Australia.

***Basis of Presentation***

The Company presents its financial statements in accordance with generally accepted accounting principles in the United States (U.S. GAAP).

Subsequent to the issuance of the Company's 2014 consolidated financial statements, the Company identified a misclassification in the presentation of operating expenses between selling and marketing expense and general and administrative expense in the Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2014 and 2013. This error resulted in the understatement of selling and marketing expense of \$2.7 million and \$2.0 million and an offsetting overstatement of general and administrative expense, in the same amounts, for the years ended December 31, 2014 and 2013. The prior period amounts have been revised to reflect the correct classification. The correction had no impact on total expenses or net income for the years ended December 31, 2014 and 2013.

***Principles of Consolidation and Reporting***

The Company's consolidated financial statements include the accounts of RigNet, Inc. and all subsidiaries thereof. All intercompany accounts and transactions have been eliminated in consolidation. As of December 31, 2015, 2014 and 2013, non-controlling interest of subsidiaries represents the outside economic ownership interest of Qatar, WLL of less than 3.0%.

***Use of Estimates in Preparation of Financial Statements***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods, as well as certain financial statement disclosures. The estimates that are particularly significant to the financial statements include estimates related to the Company's use of the percentage-of-completion method, as well as the

Company's valuation of goodwill, intangibles, stock-based compensation, income tax valuation allowance and uncertain tax positions. While management believes that the estimates and assumptions used in the preparation of the financial statements are appropriate, future results could differ from these estimates. Further, volatile equity and energy markets combine to increase uncertainty in such estimates and assumptions. As such, estimates and assumptions are adjusted when facts and circumstances dictate and any changes will be reflected in the financial statements in future periods.

***Cash and Cash Equivalents***

Cash and cash equivalents consist of cash on-hand and highly-liquid investments purchased with original maturities of three months or less.

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Restricted Cash***

As of December 31, 2015, the Company had restricted cash of \$0.5 million in current assets. As of December 31, 2014, the Company had restricted cash of \$1.2 million and \$0.1 million, in current and long-term assets, respectively. This restricted cash is being used to collateralize outstanding performance bonds, related to Nessco Group Holdings Ltd. (Nessco) TSI which were in effect prior to RigNet acquiring Nessco (see Note 7 Long-Term Debt ).

***Accounts Receivable***

Trade accounts receivable are recognized as customers are billed in accordance with customer contractual agreements. The Company reports an allowance for doubtful accounts for probable credit losses existing in accounts receivable. Management determines the allowance based on a review of currently outstanding receivables and the Company's historical write-off experience. Significant individual receivables and balances which have been outstanding greater than 90 days are reviewed individually. Account balances, when determined to be uncollectible, are charged against the allowance.

***Property, Plant and Equipment***

Property, plant and equipment consists of (i) telecommunication and computer equipment, (ii) furniture and other, (iii) building and (iv) land. All property, plant and equipment, excluding land, is depreciated and stated at acquisition cost net of accumulated depreciation. Depreciation is provided using the straight-line method over the expected useful lives of the respective assets, which range from one to ten years. The Company assesses property, plant and equipment for impairment when events indicate the carrying value exceeds fair value. During the year ended December 31, 2015, the Company impaired fixed assets by \$1.7 million, as the carrying value exceeded fair value, as a result of further declines in the U.S. land rig counts since July 2015. No impairment to fixed assets was recorded in the years ended December 31, 2014. During the year ended December 31, 2013, the Company impaired fixed assets by \$0.5 million.

Maintenance and repair costs are charged to expense when incurred.

***Derivatives***

All contracts are evaluated for embedded derivatives which are bifurcated when (i) the economic characteristics and risks of such instruments are not clearly and closely related to the economic characteristics and risks of the agreement, (ii) the contract is not already reported at fair value and (iii) such instruments meet the definition of a derivative instrument and are not scope exceptions under the Financial Accounting Standards Board's (FASB) guidance on derivatives and hedging. No derivatives were outstanding as of December 31, 2015 or 2014.

***Intangibles***

Intangibles consist of customer relationships acquired as part of the LandTel Communications LLC (LandTel), OilCamp AS (OilCamp), Nessco and Inmarsat's Enterprise Energy business unit acquisitions, as well as brand name and covenants not-to-compete acquired as part of the Nessco acquisition, backlog acquired as part of the Nessco and

Inmarsat's Enterprise Energy business unit acquisitions, licenses acquired as part of the Inmarsat's Enterprise Energy business unit acquisition. Intangibles also include internal-use software. The Company's intangibles have useful lives ranging from 1.7 to 9.0 years and are amortized on a straight-line basis. Impairment testing is performed when events or circumstances indicate that the carrying value of the assets may not be recoverable.

In July 2015, the Company identified a triggering event in the North America Land reporting unit associated with a significant decline in U.S. land rig counts since December 2014. This circumstance resulted in a reduction in the Company's cash flow projections during the revision of internal forecasts. In July 2015, the Company conducted an intangibles impairment test and as a result of such test, recognized a \$1.7 million impairment of customer relationships, the full amount within the North America Land reporting unit, which reports through the Western Hemisphere reportable segment. No other impairment indicators have been identified in any reporting unit as of December 31, 2015.



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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

***Goodwill***

Goodwill resulted from prior acquisitions as the consideration paid for the acquired businesses exceeded the fair value of acquired identifiable net tangible and intangible assets. Goodwill is reviewed for impairment at least annually, as of July 31, with additional evaluations being performed when events or circumstances indicate that the carrying value of these assets may not be recoverable.

Goodwill impairment is determined using a two-step process. The first step of the impairment test is used to identify potential impairment by comparing the fair value of each reporting unit to the book value of the reporting unit, including goodwill. Fair value of the reporting unit is determined using a combination of the reporting unit's expected present value of future cash flows and a market approach. The present value of future cash flows is estimated using the Company's most recent forecast and the weighted average cost of capital. The market approach uses a market multiple on the reporting unit's cash generated from operations. Significant estimates for each reporting unit included in the Company's impairment analysis are cash flow forecasts, the Company's weighted average cost of capital, projected income tax rates and market multiples. Changes in these estimates could affect the estimated fair value of the reporting units and result in an impairment of goodwill in a future period.

If the fair value of a reporting unit is less than its book value, goodwill of the reporting unit is considered to be impaired and the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit's goodwill with the book value of that goodwill. If the book value of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined by allocating the reporting unit's fair value to all of its assets and liabilities other than goodwill in the same manner as a purchase price allocation.

Any impairment in the value of goodwill is charged to earnings in the period such impairment is determined.

The Company performs its annual impairment test on July 31<sup>st</sup>, with the most recent annual test being performed as of July 31, 2015. As a result of the July 2015 annual impairment test, the Company recognized \$10.9 million of impairment of goodwill, the full amounts within the North America Land reporting unit, which reports through the Western Hemisphere reportable segment. The North America Land reporting unit has been adversely impacted by a significant decline in U.S. land rig counts since December 2014. This decline has resulted in reduced internal cash flow projections causing the estimated fair value of the North America Land reporting unit to be below its carrying value. The fair value of all other reporting units substantially exceeded the carrying value plus goodwill of that reporting unit. No other impairment indicators have been identified in any reporting unit as of December 31, 2015.

The July 31, 2014 test resulted in no impairment as the fair value of each reporting unit exceeded the carrying value plus goodwill of that reporting unit. During December 2014, the Company identified a triggering event associated with the significant decline in oil prices and global oil and gas activity for which an impairment test was performed as of December 31, 2014. This circumstance resulted in a reduction in the Company's cash flow projections during the revision of internal forecasts. Specifically the TSI segment was impacted by declining contracted backlog, which reduced the estimated fair value of the TSI reporting unit below its carrying value. The Company recognized a \$2.7

million impairment of goodwill within the TSI reporting unit as a result of such test.

As of December 31, 2015 and 2014, goodwill was \$18.1 million and \$30.1 million, respectively. In addition to the impact of acquisitions, goodwill increases or decreases in value due to the effect of foreign currency translation.

***Long-Term Debt***

Long-term debt is recognized in the consolidated balance sheets, net of costs incurred, in connection with obtaining debt financing. Debt financing costs are deferred and reported as a reduction to the principal amount of the debt. Such costs are amortized over the life of the debt using the effective interest rate method and included in interest expense in the Company's consolidated financial statements.

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Revenue Recognition General***

All revenue, excluding Telecoms Systems Integration (TSI) contracts, is recognized when persuasive evidence of an arrangement exists, the service is complete, the amount is fixed or determinable and collectability is reasonably assured. Network service fee revenue is based on fixed-price, day-rate contracts and recognized monthly as the service is provided. Generally, customer contracts also provide for installation and maintenance services. Installation services are paid upon initiation of the contract and recognized over the life of the respective contract. Maintenance charges are recognized as specific services are performed. Deferred revenue consists of deferred installation billings, customer deposits and other prepayments for which services have not yet been rendered. Revenue is reported net of any tax or regulatory fees assessed and collected on behalf of a governmental authority. Such tax or fee is then remitted directly to the appropriate jurisdictional entity.

***Revenue Recognition TSI***

Revenues related to long-term, fixed-price TSI contracts for customized network solutions are recognized using the percentage-of-completion method. At any point, RigNet has numerous contracts in progress, all of which are at various stages of completion. Accounting for revenues and profits on long-term contracts requires estimates of total estimated contract costs and estimates of progress toward completion to determine the extent of revenue and profit recognition. Progress towards completion on fixed price contracts is measured based on the ratio of costs incurred to total estimated contract costs (the cost-to-cost method). These estimates may be revised as additional information becomes available or as specific project circumstances change.

The Company reviews all material contracts on a monthly basis and revises the estimates as appropriate for developments such as, providing services, purchasing third-party materials and equipment at costs differing from those previously estimated, and incurring or expecting to incur schedule issues. Changes in estimated final contract revenues and costs can either increase or decrease the final estimated contract profit or loss. Profits are recorded in the period in which a change in estimate is recognized, based on progress achieved through the period of change. Anticipated losses on contracts are recorded in full in the period in which they become evident. Revenue recognized in excess of amounts billed is classified as a current asset under costs and estimated earnings in excess of billings on uncompleted contracts. As of December 31, 2015 and 2014, the amount of costs and estimated earnings in excess of billings on uncompleted contracts related to TSI projects was \$6.8 million and \$13.8 million, respectively. Amounts billed to customers in excess of revenue recognized to date are classified as a current liability under deferred revenue. Under long-term contracts, amounts recorded in costs and estimated earnings in excess of billings on uncompleted contracts may not be realized or paid, respectively, within a one-year period.

When estimating the amount of final contract profit or loss, the Company includes certain probable claims and unapproved change orders to customers as adjustments to final estimated revenues and probable claims to vendors, subcontractors and others as adjustments to final estimated costs.

The Company records revenue on contracts relating to certain probable claims and unapproved change orders by including in revenue an amount less than or equal to the amount of costs incurred to date relating to these probable claims and unapproved change orders, thus recognizing no profit until such time as claims are finalized or change

orders are approved. The amount of unapproved change orders and claim revenues is included in the Company's Consolidated Balance Sheets as part of costs and estimated earnings in excess of billings on uncompleted contracts. As new facts become known, an adjustment to the estimated recovery is made and reflected in the current period.

Besides the TSI contractual dispute issue discussed in Note 10, there were no material contract penalties, claims, settlements or changes in contract estimates and no amounts were netted in revenue during the years ended 2015, 2014, and 2013.

***Stock-Based Compensation***

The Company recognizes expense for stock-based compensation based on the fair value of options and restricted stock on the grant date of the awards. Fair value of options on the grant date is determined using the Black-Scholes model, which requires judgment in estimating the expected term of the option, risk-free interest rate, expected volatility

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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

of the Company's stock and dividend yield of the option. Fair value of restricted stock on the grant date is equal to the market price of RigNet's common stock on the date of grant. The Company's policy is to recognize compensation expense for service-based awards on a straight-line basis over the requisite service period of the entire award. Stock-based compensation expense is based on awards ultimately expected to vest.

***Taxes***

Current income taxes are determined based on the tax laws and rates in effect in the jurisdictions and countries that the Company operates in and revenue is earned. Deferred income taxes reflect the tax effect of net operating losses, foreign tax credits and the tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under enacted tax laws and rates. Valuation allowances are established when management determines that it is more likely than not that some portion or the entire deferred tax asset will not be realized. U.S. federal deferred tax liabilities are recorded for the unremitted earnings of foreign subsidiaries that are not permanently reinvested, net of potential foreign tax credits; otherwise, no U.S. federal deferred taxes are provided on foreign subsidiaries. The financial effect of changes in tax laws or rates is accounted for in the period of enactment.

From time to time, the Company engages in transactions in which the tax consequences may be subject to uncertainty. In the normal course of business, the Company prepares and files tax returns based on interpretation of tax laws and regulations, which are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. The Company evaluates its tax positions and recognizes only tax benefits for financial purposes that, more likely than not, will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position.

The Company has elected to include income tax related interest and penalties as a component of income tax expense.

Changes in tax laws and rates may affect recorded deferred tax assets and liabilities and the Company's effective tax rate in the future. In addition, Norway's corporate income tax rate is decreasing 2% in 2016 and Malaysia's and Canada's corporate income tax rates are decreasing 1% in 2016.

***Foreign Currency Translation***

The U.S. dollar serves as the currency of measurement and reporting for the Company's consolidated financial statements. The Company has certain subsidiaries with functional currencies of Norwegian kroner, British pound sterling or Brazilian real. Functional currencies of all the Company's other subsidiaries are U.S. dollar.

Transactions occurring in currencies other than the functional currency of a subsidiary have been converted to the functional currency of that subsidiary at the exchange rate in effect at the transaction date with resulting gains and losses included in current earnings. Carrying values of monetary assets and liabilities in functional currencies other than U.S. dollars have been translated to U.S. dollars based on the U.S. exchange rate at the balance sheet date and the resulting foreign currency translation gain or loss is included in comprehensive income in the consolidated financial statements.

***Recently Issued Accounting Pronouncements***

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-02 (ASU 2013-02), Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This update amends Accounting Standards Updates Nos. 2011-05 and 2011-12. This update requires the presentation of the components of amounts reclassified out of accumulated other comprehensive income either on the face of the statement of comprehensive income or in the notes to the financial statements. The Company adopted ASU 2013-02 as of January 1, 2013. The adoption of ASU 2013-02 did not have any impact on the Company's consolidated financial statements.

In July 2013, the FASB issued Accounting Standards Update No. 2013-11 (ASU 2013-11), Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit when a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This update defines the criteria as to when an unrecognized tax benefit should be

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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

presented as a liability and when it should be netted against a deferred tax asset on the face of the balance sheet. ASU 2013-11 is effective for fiscal years beginning after December 15, 2013. The Company adopted ASU 2014-11 as of January 1, 2014. The adoption of ASU 2013-11 did not have any impact to the Company's consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers (Topic 606). The core principle of this amendment is that an entity should recognize revenue to depict the transfer of promised 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. In August 2015, the FASB issued Accounting Standards Update No. 2015-14 (ASU 2015-14), Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. This ASU is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently in the process of evaluating the impact the adoption of this ASU will have on the Company's consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03 (ASU 2015-03), Interest - Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs (Topic 835), which requires that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability, consistent with debt discounts. In August 2015, the FASB issued Accounting Standards Update No. 2015-15 (ASU 2015-15), in which the SEC staff clarified its position on presenting and measuring debt issuance costs in connection with a line of credit arrangement. The SEC staff would not object to deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line of credit arrangement. ASU 2015-03 is effective for annual and interim periods for fiscal years beginning after December 15, 2015. Early adoption is permitted. The Company will adopt ASU 2015-03 as of January 1, 2016. The Company does not expect the adoption of ASU 2015-03 to have a significant impact on the Company's consolidated financial statements.

In September 2015, the FASB issued Accounting Standards Update No. 2015-16 (ASU (2015-16), Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. This new standard specifies that an acquirer should recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined, eliminating the current requirement to retrospectively account for these adjustments. Additionally, the full effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts should be recognized in the same period as the adjustments to the provisional amounts. The Company will adopt this new standard beginning January 1, 2016. The Company does not expect the adoption of ASU 2015-16 to have a significant impact on the Company's consolidated financial statements.

In November 2015, the FASB issued Accounting Standards Update No. 2015-17 (ASU 2015-17), Income Taxes (Topic 740), to simplify the presentation of deferred income taxes. During the fourth quarter of 2015, the Company elected to prospectively adopt this standard. Additional information regarding the Company's adoption of this standard is contained in Note 14 of the Notes to consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-2 (ASU 2016-2), Leases. This ASU is effective for annual reporting periods beginning after December 15, 2018. This ASU introduces a new lessee model that generally brings leases on the balance sheet. The Company is currently in the process of evaluating the impact the adoption of this ASU will have on the Company's consolidated financial statements.

**Note 2 Preferred Stock and Warrants**

*Preferred Stock*

RigNet is authorized to issue ten million shares of preferred stock. As of December 31, 2015 and 2014, no shares of preferred stock were outstanding.



**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Warrants***

The Company issued warrants in conjunction with certain financing arrangements, which were exercisable upon issuance. Detachable warrants are accounted for separately from the debt security as additional paid-in capital. The allocation is based on the relative fair value of the warrant compared to the total fair value of the two securities at the time of issuance. Fair values of instruments were determined using a combination of the expected present value of future cash flows and a market approach. The present value of future cash flows is estimated using the Company's most recent forecast and the weighted average cost of capital. The market approach uses a market multiple on the related cash generated from operations. Significant estimates for determining fair value included cash flow forecasts, the Company's weighted average cost of capital, projected income tax rates and market multiples. Fair value calculations also consider the fair value of the Company's common stock at the grant date, exercise price of the warrants, expected volatility, expected term, risk-free interest rate and dividend yield.

No warrants were issued in the years ended December 31, 2015, 2014 or 2013.

RigNet has no warrants outstanding as of December 31, 2015 or 2014. The following table summarizes the Company's warrant activity for the years ended December 31, 2015, 2014 and 2013:

	<b>Number of Underlying Shares</b> (in thousands)	<b>Weighted Average Exercise Price</b>
Outstanding, January 1, 2013	1,534	\$ 4.79
Issued		\$
Exercised	(1,329)	\$ 4.51
Outstanding, December 31, 2013	205	\$ 6.60
Issued		\$
Exercised	(205)	\$ 6.60
Outstanding, December 31, 2014		\$
Issued		\$
Exercised		\$
Outstanding, December 31, 2015		\$

There were no warrants outstanding as of December 31, 2015 or 2014. The weighted average remaining life in years of outstanding warrants as of December 31, 2013 was 2.0.

**Note 3 Business and Credit Concentrations**

The Company is exposed to various business and credit risks including interest rate, foreign currency, credit and liquidity risks.

***Interest Rate Risk***

The Company has significant interest-bearing liabilities at variable interest rates which generally price monthly. The Company's variable borrowing rates are tied to LIBOR resulting in interest rate risk (see Note 7 - Long-Term Debt ). The Company does not currently use financial instruments to hedge these interest risk exposures, but evaluates this on a continual basis and may put financial instruments in place in the future if deemed necessary by management.

Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Foreign Currency Risk***

The Company has exposure to foreign currency risk, as a portion of the Company's activities are conducted in currencies other than U.S. dollars. Currently, the Australian dollar, the Norwegian kroner and the British pound sterling are the currencies that could materially impact the Company's financial position and results of operations. The Company's historical experience with exchange rates for these currencies has been relatively stable, and, consequently, the Company does not use financial instruments to hedge this risk, but evaluates it on a continual basis and may put financial instruments in place in the future if deemed necessary. Foreign currency translations are reported as accumulated other comprehensive income in the Company's consolidated financial statements.

***Credit Risk***

Credit risk, with respect to accounts receivable, is due to the limited number of customers concentrated in the oil and gas industry. The Company mitigates the risk of financial loss from defaults through defined collection terms in each contract or service agreement and periodic evaluations of the collectability of accounts receivable. The evaluations include a review of customer credit reports and past transaction history with the customer. The Company provides an allowance for doubtful accounts which is adjusted when the Company becomes aware of a specific customer's inability to meet its financial obligations or as a result of changes in the overall aging of accounts receivable.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
Accounts receivable	\$ 66,077	\$ 78,201	\$ 47,235
Allowance for doubtful accounts, January 1,	(3,576)	(1,847)	(1,807)
Current year provision for doubtful accounts	(912)	(1,819)	(602)
Write-offs	516	90	562
Allowance for doubtful accounts, December 31,	(3,972)	(3,576)	(1,847)
Accounts receivable, net	\$ 62,105	\$ 74,625	\$ 45,388

Although during 2015 and 2014 no single customer comprised greater than 10% of revenue, the top 5 customers generated 21.3% and 22.9% of the Company's 2015 and 2014 revenue, respectively. During 2013, the Company had one significant customer comprising 9.2% of its revenue.

***Liquidity Risk***

The Company maintains cash and cash equivalent balances with major financial institutions which, at times, exceed federally insured limits. The Company monitors the financial condition of the financial institutions and has not

experienced losses associated with these accounts during 2015, 2014 or 2013. Liquidity risk is managed by continuously monitoring forecasted and actual cash flows and by matching the maturity profiles of financial assets and liabilities (see Note 7 Long-Term Debt ).

#### **Note 4 Business Combinations**

##### ***Inmarsat s Enterprise Energy Business Unit***

On January 31, 2014, RigNet closed the acquisition of Inmarsat Plc s Enterprise Energy business unit for an aggregate purchase price of \$26.1 million, including \$12.9 million of working capital. Of this aggregate purchase price, RigNet paid \$23.3 million to Inmarsat on January 31, 2014 and an additional \$2.8 million on July 31, 2014. Under the terms of the deal, Inmarsat sold to RigNet substantially all of its energy broadband assets, which include: microwave and WiMAX networks in the U.S. Gulf of Mexico and the North Sea serving drillers, producers and energy vessel owners; Very Small Aperture Terminal (VSAT) interests in the United Kingdom, U.S. and Canada; an M2M SCADA VSAT network in the continental U.S. serving the pipeline industry; a TSI business operating worldwide; and a global L-band MSS retail energy business.

**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The assets and liabilities of Inmarsat's Enterprise Energy business unit have been recorded at their estimated fair values at the date of acquisition.

	<b>Weighted Average Estimated Useful Life (Years)</b>	<b>Fair Market Values (in thousands)</b>
Current assets		\$ 23,871
Property, plant and equipment		8,381
Identifiable intangible assets:		
Backlog	2	\$ 1,800
Licenses	7	2,000
Customer relationships	7	240
<b>Total identifiable intangible assets</b>		<b>4,040</b>
Other assets		760
Liabilities		(10,969)
 Total purchase price		 \$ 26,083

RigNet financed the transaction with the credit facility announced on October 3, 2013, and existing cash on hand (see Note 7 Long-Term Debt).

For the years ended December 31, 2014 and 2013, RigNet has spent \$2.9 million and \$4.1 million, respectively, on acquisition-related costs, which are reported as general and administrative expense in the Consolidated Statements of Comprehensive Income.

*Actual and Pro Forma Impact of the Inmarsat's Enterprise Energy Business Unit Acquisition*

Inmarsat's Enterprise Energy business unit revenue and net income included in the Consolidated Statements of Comprehensive Income for the year ended December 31, 2014 are presented in the following table. These amounts represent operations commencing immediately after the acquisition, February 1, 2014, through the year ended December 31, 2014 (in thousands):

	<b>Year Ended December 31, 2014</b>
Revenue	\$ 80,159
Net Income	\$ 4,204

For the years ended December 31, 2014 and 2013, RigNet's supplemental pro forma revenue was \$335.9 million and \$293.4 million, respectively, calculated as if the Inmarsat's Enterprise Energy business unit acquisition had occurred on January 1, 2013.

RigNet has not disclosed supplemental pro-forma earnings for the years ended December 31, 2014 and 2013 as there is no practicable method to calculate pro-forma earnings. After making every reasonable effort, RigNet was unable to retrospectively allocate indirect costs, including over-head to the assets that were purchased in the asset carve out. To do so would require RigNet to make assumptions about the intents of the management of Inmarsat's Enterprise Energy business unit prior to the acquisition which cannot be independently substantiated. Such retrospective application requires significant estimates of amounts, and it is impossible to distinguish objectively information about those estimates.

Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Orgtec S.A.P.I. de C.V., d.b.a TECNOR (TECNOR)***

On February 4, 2016, RigNet completed its acquisition of Orgtec S.A.P.I. de C.V., d.b.a TECNOR (TECNOR) for an estimated aggregate purchase price of \$14.0 million. Of this aggregate purchase price, RigNet paid \$4.8 million in cash in the first quarter of 2016 and estimates paying \$9.2 million in an earn-out payable in 2018 subject to the achievement of certain post-closing performance targets under the agreement. The estimate of the earn-out payable is preliminary and subject to change. TECNOR provides telecommunications solutions for remote sites on land, sea and air, including a wide array of equipment, voice and data services, satellite coverage and bandwidth options in Mexico. These services are provided to industrial, commercial and private users in diverse activity segments from mission critical military and government applications, oil and gas operations, commercial fishing and leisure. TECNOR is based in Monterrey, Mexico.

RigNet has not yet finalized the analysis required to complete the purchase price accounting for this acquisition and the related disclosures.

For the year ended December 31, 2015, RigNet incurred \$0.3 million on acquisition-related costs, which are reported as general and administrative expense in the Consolidated Statements of Comprehensive Income (Loss).

***Pro Forma Impact of the TECNOR Acquisition***

The following table represents supplemental pro forma information as if the TECNOR acquisition had occurred on January 1, 2015. Pro forma adjustments include

Adjust interest expense to remove interest on debt instrument previously held by TECNOR

Remove nonrecurring transaction costs incurred in 2015 prior to acquisition

	<b>December 31, 2015</b>
	(in thousands)
Revenue	\$ 285,329
Expenses	299,879
Net loss	\$ (14,550)
Net loss attributable to RigNet, Inc. common stockholders	\$ (14,864)

Net loss per share attributable to RigNet, Inc. common stockholders:		
Basic	\$	(0.85)
Diluted	\$	(0.85)

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****Note 5 Goodwill and Intangibles****Goodwill**

Goodwill resulted from prior acquisitions as the consideration paid for the acquired businesses exceeded the fair value of acquired identifiable net tangible and intangible assets. The goodwill primarily relates to the growth prospects foreseen for the companies acquired, synergies between existing business and the acquirees and the assembled workforce of the acquired companies. Goodwill balances and changes therein, by reportable segment, as of and for the years ended December 31, 2015 and 2014 are presented below.

	<b>Eastern Hemisphere</b>	<b>Western Hemisphere</b>	<b>Telecoms Systems Integration</b>	<b>Total</b>
	(in thousands)			
Balance, January 1, 2014	\$ 20,920	\$ 10,893	\$ 2,707	\$ 34,520
Impairment of Goodwill	\$	\$	\$ (2,719)	\$ (2,719)
Foreign currency translation	(1,685)		12	(1,673)
Balance, December 31, 2014	19,235	10,893		30,128
Impairment of Goodwill		(10,893)		(10,893)
Foreign currency translation	(1,177)			(1,177)
Balance, December 31, 2015	\$ 18,058	\$	\$	\$ 18,058

The impairment loss of \$10.9 million reported in 2015 equals the excess of the carrying amount of goodwill over its implied fair value as calculated in Step 2 of the annual impairment test conducted as of July 31, 2015. The impairment loss of \$2.7 million reported in 2014 equals the excess of the carrying amount of goodwill over its implied fair value as calculated in Step 2 of the interim impairment test conducted as of December 31, 2014. As part of the annual goodwill impairment assessment, we estimated the fair value of the reporting unit using a combination of the income and market approaches. The key assumption in the fair value analysis was forecasted future cash flows and an EBITDA multiple. The accumulated goodwill impairment losses are represented in the table above.

**Intangibles**

Intangibles consist of customer relationships acquired as part of the LandTel, OilCamp, Nessco and Inmarsat's Enterprise Energy business unit acquisitions, brand name and covenants not-to-compete acquired as part of the Nessco acquisition, backlog acquired as part of the Nessco and Inmarsat's Enterprise Energy business unit acquisitions, licenses acquired as part of the Inmarsat's Enterprise Energy business unit acquisition and internal-use software. The following table reflects intangibles activities for the years ended December 31, 2015 and 2014:

	<b>Covenant Not To</b>		<b>Customer Relation-</b>	<b>ships</b>	<b>Software</b>	<b>Licenses</b>	<b>Total</b>
	<b>Brand Name</b>	<b>Compete</b>	<b>Backlog</b>				
	(in thousands, except estimated lives)						
Intangibles Acquired	4,353	151	1,116	21,484	2,456		29,560
Accumulated amortization and foreign currency translation, January 1, 2014	(741)	(135)	(998)	(8,608)	(1,498)		(11,980)
Balance, January 1, 2014	3,612	16	118	12,876	958		17,580
Additions			1,800	240	4,751	2,400	9,191
Amortization expense	(620)	(16)	(943)	(2,564)	(661)	(267)	(5,071)
Foreign currency translation	(202)			(447)			(649)
Balance, December 31, 2014	2,790		975	10,105	5,048	2,133	21,051
Additions					5,264	100	5,364
Impairment				(1,699)			(1,699)
Amortization expense	(590)		(900)	(2,304)	(1,249)	(357)	(5,400)
Foreign currency translation	(135)			(373)	166		(342)
Balance, December 31, 2015	\$ 2,065	\$	\$ 75	\$ 5,729	\$ 9,229	\$ 1,876	\$ 18,974
Weighted average estimated lives (years)	7.0		1.7	7.9	5.0	7.0	

**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The following table sets forth amortization expense for intangibles over the next five years (in thousands):

2016	4,444
2017	4,425
2018	4,425
2019	3,336
2020	2,248
Thereafter	96
	<b>\$ 18,974</b>

**Note 6 Property, Plant and Equipment**

Property, plant and equipment consists of the following:

	<b>Estimated Lives (in years)</b>	<b>December 31, 2015</b>	<b>2014</b>
		<b>(in thousands)</b>	
Telecommunication and computer equipment	1-5	\$ 164,204	\$ 178,914
Furniture and other	5-7	8,753	9,841
Building	10	4,597	4,937
Land		1,463	1,401
		179,017	195,093
Less: Accumulated depreciation		(106,470)	(118,898)
		<b>\$ 72,547</b>	<b>\$ 76,195</b>

Depreciation expense associated with property, plant and equipment was \$27.1 million, \$24.4 million and \$16.7 million for the years ended December 31, 2015, 2014 and 2013, respectively. During the year ended December 31, 2015, the Company impaired fixed assets by \$1.7 million. No impairment to fixed assets was recorded in the year ended December 31, 2014. During the year ended December 31, 2013, the Company impaired fixed assets by \$0.5 million.

**Note 7 Long-Term Debt**

As of December 31, 2015 and 2014, the following credit facilities and long-term debt arrangements with financial institutions were in place:

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Term loan, net of unamortized deferred financing costs	\$ 42,659	\$ 51,111
Revolving loan	\$ 35,000	\$ 35,000
	77,659	86,111
Less: Current maturities of long-term debt	(8,421)	(8,405)
	\$ 69,238	\$ 77,706

***Term Loan***

The Company has a term loan (Term Loan) issued under the amended and restated credit agreement (credit agreement) with four participating financial institutions. On October 3, 2013, the Company amended its Term Loan, which increased the principal balance to \$60.0 million from \$54.6 million and extended the maturity of the loan from July 2017 to October 2018.

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The amended Term Loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5% based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the credit agreement. Interest is payable monthly along with quarterly principal installments of \$2.1 million, with the balance due October 2018. The weighted average interest rate for the years ended December 31, 2015, 2014 and 2013 were 2.0%, 2.1% and 2.8%, respectively, with an interest rate of 2.2% at December 31, 2015.

The Term Loan is secured by substantially all the assets of the Company. As of December 31, 2015, the Term Loan had outstanding principal of \$42.9 million.

***Revolving Loans***

Under the amended and restated credit agreement with four participating financial institutions dated October 3, 2013, the Company secured a \$125.0 million revolving credit facility, which includes a \$15 million sublimit for the issuance of standby letters of credit. As of December 31, 2015, \$35.0 million in draws remain outstanding. The revolving credit facility matures in October 2018 with any outstanding borrowings then payable.

During the year ended December 31, 2014, RigNet drew \$35.0 million of this credit facility which was primarily related to the acquisition of Inmarsat's Enterprise Energy business unit (see Note 4 Business Combinations) and for other general corporate purposes.

The revolving loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5% based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the agreement. The weighted average interest rate for the years ended December 31, 2015 and 2014 were 2.0% and 1.9%, respectively, with an interest rate of 2.2% at December 31, 2015.

***Covenants and Restrictions***

The Company's credit agreement contains certain covenants and restrictions, including restricting the payment of cash dividends under default and maintaining certain financial covenants such as a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the credit agreement, of less than or equal to 2.5 to 1.0 and a fixed charge coverage ratio of not less than 1.25 to 1.0 as of December 31, 2015. If any default occurs related to these covenants, the unpaid principal and any accrued interest shall be declared immediately due and payable. As of December 31, 2015 and 2014, the Company believes it was in compliance with all covenants.

In February 2016, the Company amended its credit agreement with the most significant changes being the definition of consolidated EBITDA, the calculation of the fixed charge coverage ratio and the timing associated with delivery of financial statements and compliance certificates to the administrative agent.

***Performance Bonds***

On September 14, 2012, NesscoInvsat Limited, a subsidiary of RigNet Inc., secured a performance bond facility with a lender in the amount of £4.0 million, or \$5.9 million. This facility has a maturity date of June 30, 2017. As of

December 31, 2015, the amount available under this facility was £1.7 million or \$2.5 million.

Certain legacy Nessco performance bonds also require the Company to maintain restricted cash balances on a dollar of restricted cash for a dollar of performance bond basis to collateralize outstanding performance bonds. As of December 31, 2015, the Company had restricted cash of \$0.5 million in current assets to satisfy this requirement. As of December 31, 2014, the Company had restricted cash of \$1.2 million and \$0.1 million, in current and long-term assets, respectively, to satisfy this requirement.

Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Deferred Financing Costs***

The Company incurred legal and bank fees associated with the Term Loan, and certain amendments thereto, which were capitalized and reported as a reduction to long-term debt. Deferred financing costs are expensed using the effective interest method over the life of the agreement. For the years ended December 31, 2015 and 2014, deferred financing cost amortization of \$0.2 million and \$0.2 million, respectively, is included in interest expense in the Company's consolidated financial statements.

***Debt Maturities***

The following table sets forth the aggregate principal maturities of long-term debt, net of deferred financing cost amortization (in thousands):

2016	\$ 8,421
2017	8,561
2018	60,677
Total debt, including current maturities	\$ 77,659

**Note 8 Related Party Transactions**

The Company utilized a consulting vendor, KKR Capstone, which performs services exclusively for portfolio companies of Kohlberg Kravis Roberts & Co. L.P. (KKR). KKR is a significant stockholder of the Company. The Company purchased consulting services in the ordinary course of business totaling \$0.3 million, \$0.5 million and \$0.3 million from KKR Capstone during the years ended December 31, 2015, 2014 and 2013, respectively.

**Note 9 Fair Value Measurements**

The Company uses the following methods and assumptions to estimate the fair value of financial instruments:

***Cash and Cash Equivalents*** Reported amounts approximate fair value based on quoted market prices (Level 1).

***Restricted Cash*** Reported amounts approximate fair value.

**Accounts Receivable** Reported amounts, net of the allowance for doubtful accounts, approximate fair value due to the short term nature of these assets.

**Accounts Payable, Including Income Taxes Payable and Accrued Expenses** Reported amounts approximate fair value due to the short term nature of these liabilities.

**Long-Term Debt** The carrying amount of the Company's floating-rate debt approximates fair value since the interest rates paid are based on short-term maturities and recent quoted rates from financial institutions. The estimated fair value of debt was calculated based upon observable (Level 2) inputs regarding interest rates available to the Company at the end of each respective period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For items that are not actively traded, fair value reflects the price in a transaction with a market participant, including an adjustment for risk, not just the mark-to-market value. The fair value measurement standard establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. As presented in the table below, the hierarchy consists of three broad levels:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority.



**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Level 2 Inputs are observable inputs other than quoted prices considered Level 1. Level 2 inputs are market-based and are directly or indirectly observable, including quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or valuation techniques whose inputs are observable. Where observable inputs are available, directly or indirectly, for substantially the full term of the asset or liability, the instrument is categorized in Level 2.

Level 3 Inputs are unobservable (meaning they reflect the Company's assumptions regarding how market participants would price the asset or liability based on the best available information) and therefore have the lowest priority. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. RigNet believes it uses appropriate valuation techniques, such as market-based valuation, based on the available inputs to measure the fair values of its assets and liabilities. The Company's valuation technique maximizes the use of observable inputs and minimizes the use of unobservable inputs.

The Company had no derivatives as of December 31, 2015 or 2014.

The Company's non-financial assets, such as goodwill, intangibles and property, plant and equipment, are measured at fair value, based on level 3 inputs, when there is an indicator of impairment and recorded at fair value only when an impairment charge is recognized.

**Note 10 Commitments and Contingencies*****Operating Leases***

The Company leases office space under lease agreements expiring on various dates through 2020. The Company recognized expense under operating leases of \$3.7 million, \$2.8 million and \$2.4 million for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015, future minimum lease obligations were as follows (in thousands):

2016	3,568
2017	2,626
2018	1,435
2019	460
2020	272
Thereafter	
	\$ 8,361

***Commercial Commitments***

The Company enters into contracts for satellite bandwidth and other network services with certain providers.

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

As of December 31, 2015, the Company had the following commercial commitments related to satellite and network services (in thousands):

2016	\$ 36,675
2017	22,900
2018	15,338
2019	16,000
2020	18,000
	\$ 108,913

On January 31, 2014, RigNet finalized an agreement with Inmarsat to become a distributor of Inmarsat's Global Xpress (GX) and L-band satellite communications network services. RigNet agreed, under certain conditions, to purchase up to \$65.0 million of capacity from the high-throughput GX network during the five years after it becomes operational. The Company expects to utilize GX and L-band services across RigNet's legacy operations as well as the operations acquired from Inmarsat. The portion of this agreement expected to be committed through 2020, assuming the GX network is commercially available in 2016, is reflected in the table above.

***Litigation***

The Company, in the ordinary course of business, is a claimant or a defendant in various legal proceedings, including proceedings as to which the Company has insurance coverage and those that may involve the filing of liens against the Company or its assets. The Company does not consider its exposure in these proceedings, individually or in the aggregate, to be material.

***Contractual Dispute***

The Company's TSI business has a dispute related to a contract associated with a percentage of completion project. The Company believes amounts, which the customer is disputing, are owed to the Company under a customer contract where the Company has a right to payment for work related to certain unsigned change orders. The Company has initiated the dispute resolution process under the contract and is actively working with the customer to resolve the matter. As a result of the ongoing dispute, the Company has recorded a loss of \$14.3 million for this project, which represents the total evident probable and estimable loss expected to be incurred over the life of this project. To arrive at this loss, the Company recorded negative income adjustments of \$15.6 million during the fourth quarter of 2015. These adjustments include negative revenue adjustments of \$9.6 million, project costs incurred of \$5.1 million and a future evident loss charge of \$0.9 million, as a result of a change in estimate associated with a claim. The Company expects remaining estimated project completion costs of \$2.2 million. The Company will continue incurring costs and recognizing revenue related to this unsigned change order, as the project is not yet complete and is expected to continue incurring costs into the second quarter of 2016. The Company cannot predict the ultimate outcome of the dispute or actual loss from the project, the total costs to be incurred in defending the dispute or the potential impact on

personnel. The ultimate actual loss may be more or less than the estimated \$14.3 million.

The Company has incurred legal expense of \$0.5 million in connection with the dispute for the year ended December 31, 2015. The Company may continue to incur significant legal fees and related expenses and in the future management may be required to devote significant time to resolve the dispute.

***Regulatory Matter***

In 2013, RigNet's internal compliance program detected potential violations of U.S. sanctions by one of its foreign subsidiaries in connection with certain of its customers' rigs that were moved into the territorial waters of countries sanctioned by the United States. The Company estimates that it received total revenue of approximately \$0.1 million during the period related to the potential violations. The Company has voluntarily self-reported the potential violations to U.S. Treasury Department's Office of Foreign Assets Control (OFAC) and the U.S. Department of Commerce Bureau of Industry and Security (BIS) and retained outside counsel who conducted an investigation of the matter under the supervision of the Company's Audit Committee and submitted a report to OFAC and BIS. The Company continues cooperating with OFAC and BIS with respect to resolution of the matter.

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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The Company incurred legal expenses of \$0.1 million and \$0.1 million in connection with the investigation during the years ended December 31, 2015 and 2014, respectively, relating to this investigation. The Company may continue to incur significant legal fees and related expenses and the investigations may involve management time in the future in order to cooperate with OFAC and BIS. The Company cannot predict the ultimate outcome of the investigation, the total costs to be incurred in completing the investigation, the potential impact on personnel, the effect of implementing any further measures that may be necessary to ensure full compliance with applicable laws or to what extent, if at all, the Company could be subject to fines, sanctions or other penalties.

Based on the information available at this time and management's understanding of the potential sanctions, the Company currently estimates that it may incur penalties associated with these potential violations within a range of \$0.2 million to \$1.5 million. The Company has accrued an estimated liability of \$0.8 million as management believes this is the most probable outcome. This estimate is based on RigNet's internal investigation and no assurance can be given as to what, if any, penalties OFAC or BIS will impose or whether it will identify or allege additional violations or remedies.

**Note 11 Stock-Based Compensation**

The Company has three stock-based compensation plans as described below.

***2010 Omnibus Incentive Plan***

In May 2010, the Board of Directors adopted the 2010 Omnibus Incentive Plan (2010 Plan). Under the 2010 Plan, the Board of Directors or its designated committee is authorized to issue awards representing a total of three million shares of common stock to certain directors, officers and employees of the Company. Awards may be in the form of new stock incentive awards or options including (i) incentive or non-qualified stock options, (ii) stock appreciation rights, (iii) restricted stock, (iv) restricted stock units, (v) performance stock, (vi) performance units, (vii) director awards, (viii) annual cash incentive awards, (ix) cash-based awards, (x) substitution awards or (xi) other stock-based awards, as approved by the Board of Directors or its designated committee. The stock incentive awards and options granted under the 2010 plan will generally expire at the earlier of a specified period after termination of service or the date specified by the Board of Directors or its designated committee at the date of grant, but not more than ten years from such grant date.

During the year ended December 31, 2015, the Company granted 92,194 shares of restricted stock to certain directors, officers and employees of the Company under the 2010 Plan. Restricted shares have no exercise price and are considered issued and outstanding common stock. Substantially all restricted shares issued to officers and employees, totaling 73,595 shares, generally vest over a four year period of continued employment, with 25% of shares vesting on each of the first four anniversaries of the grant date. Restricted shares issued to directors, totaling 18,599 shares, generally either vest immediately or vest over one or two year periods. As of December 31, 2015, 298,569 shares of restricted stock have vested, 104,936 shares of restricted stock have been forfeited and 143,003 shares of unvested restricted stock were outstanding.

During the year ended December 31, 2015, the Company also granted 244,384 stock options to certain officers and employees of the Company under the 2010 Plan. Options granted during this period have an exercise price of \$22.09 to \$37.64, a contractual term of ten years and vest over a four year period of continued employment, with 25% of options vesting on each of the first four anniversaries of the grant date.

***2006 Long-Term Incentive Plan***

In March 2006, the Board of Directors adopted the RigNet 2006 Long-Term Incentive Plan (2006 Plan). Under the 2006 Plan, the Board of Directors is authorized to issue options to purchase RigNet common stock to certain officers and employees of the Company. In general, all options granted under the 2006 Plan have a contractual term of ten years and a four-year vesting period, with 25.0% of the options vesting on each of the first four anniversaries of the grant

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date. The 2006 Plan authorized the issuance of three million options, which was increased to five million in January 2010, net of any options returned or forfeited. As of December 31, 2015, the Company has issued 981,125 options under the 2006 Plan, of which 484,668 options have been exercised, 216,247 options have been returned or forfeited and 280,210 options are outstanding. The Company will issue no additional options under the 2006 Plan as the Company's Board of Directors has resolved to freeze the 2006 Plan.

***2001 Stock Option Plan***

The 2001 Performance Stock Option Plan (2001 Plan) was authorized to issue options to purchase RigNet common stock to certain officers and employees of the Company. Options granted under the 2001 Plan vest either (a) over a four-year term, with 25.0% of the options vesting on each of the first four anniversary dates of the grant or (b) over a three-year term, with 25.0% of the options vesting 30 days after the grant date and 25.0% vesting on each of the first three anniversary dates of the grant. Vested options, which have not been forfeited, are exercisable in whole or in part during the option term, which does not exceed ten years. The 2001 Plan authorized the issuance of 0.6 million options. As of December 31, 2015, the Company has issued 130,967 options under the 2001 Plan, of which 108,307 options have been exercised, 22,660 options have been returned and no options are outstanding. The Company will issue no additional options under the 2001 Plan as the Company's Board of Directors has resolved to freeze the 2001 Plan.

There are no dividends related to stock options, restricted stock or common stock.

Stock-based compensation expense related to the Company's stock-based compensation plans for the years ended December 31, 2015, 2014 and 2013 was \$3.7 million, \$4.3 million and \$3.0 million, respectively, and accordingly, reduced income for each year.

There were no significant modifications to the three stock-based compensation plans during the years ended December 31, 2015, 2014 and 2013. As of December 31, 2015 and 2014, there were \$6.0 million and \$6.4 million, respectively, of total unrecognized compensation cost related to unvested equity awards granted and expected to vest under the 2010 Plan and the 2006 Plan. This cost is expected to be recognized on a remaining weighted-average period of two years.

All outstanding equity instruments are settled in stock. The Company currently does not have any awards accounted for as a liability. The fair value of each stock option award is estimated on the grant date using a Black-Scholes option valuation model, which uses certain assumptions as of the date of grant:

***Expected Volatility*** based on peer group price volatility for periods equivalent to the expected term of the options

***Expected Term*** expected life adjusted based on management's best estimate for the effects of non-transferability, exercise restriction and behavioral considerations

**Risk-Free Interest Rate** risk-free rate, for periods within the contractual terms of the options, is based on the U.S. Treasury yield curve in effect at the time of grant

**Dividend Yield** expected dividends based on the Company's historical dividend rate at the date of grant  
The assumptions used for grants made in the years ended December 31, 2015, 2014 and 2013 were as follows:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Expected volatility	44 - 47%	43%	50%
Expected term (in years)	7	7	7
Risk-free interest rate	1.9 - 2.0%	1.9 - 2.2%	1.3% - 2.2%
Dividend yield			

Based on these assumptions, the weighted average fair value of options granted, per share, for the years ended December 31, 2015, 2014 and 2013 was \$13.22, \$25.78 and \$11.31, respectively.



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The fair value of each restricted stock award on the grant date is equal to the market price of RigNet's stock on the date of grant. The weighted average fair value of restricted stock granted, per share, for the years ended December 31, 2015 and 2014 was \$30.68 and \$49.97, respectively.

The following table summarizes the Company's stock option activity as of and for the years ended December 31, 2015, 2014 and 2013:

	Year Ended December 31,					
	2015		2014		2013	
	Number of Underlying Shares	Weighted Average Exercise Price	Number of Underlying Shares	Weighted Average Exercise Price	Number of Underlying Shares	Weighted Average Exercise Price
	(in thousands, except per share amounts)					
Balance, January 1,	947	\$ 18.47	998	\$ 13.79	1,017	\$ 11.27
Granted	244	\$ 31.73	127	\$ 47.09	239	\$ 20.43
Exercised	(80)	\$ 12.54	(155)	\$ 10.55	(215)	\$ 8.44
Forfeited	(119)	\$ 30.62	(23)	\$ 28.04	(43)	\$ 17.73
Expired		\$		\$		\$
Balance, December 31,	992	\$ 20.40	947	\$ 18.47	998	\$ 13.79
Exercisable, December 31,	579	\$ 13.75	539	\$ 11.83	524	\$ 9.67

	Year Ended December 31,		
	2015	2014	2013
	(in thousands)		
Intrinsic value of options exercised	\$ 2,850	\$ 7,872	\$ 6,083
Fair value of options vested	\$ 884	\$ 1,558	\$ 1,138

The following table summarizes the Company's restricted stock activity as of and for the years ended December 31, 2015 and 2014:

	Year Ended December 31,	
	2015	2014
	(in thousands)	
Balance, January 1,	172	200

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Granted	92	72
Vested	(77)	(87)
Forfeited	(44)	(13)
Balance, December 31,	143	172

The weighted average remaining contractual term in years for equity awards outstanding as of and for the years ended December 31, 2015, 2014 and 2013 was 3.7 years, 4.6 years and 4.6 years, respectively. At December 31, 2015 equity awards vested and expected to vest totaled 1.8 million with awards available for grant of approximately 1.7 million.

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Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The following is a summary of changes in unvested equity awards, including stock options and restricted stock, as of and for the years ended December 31, 2015, 2014 and 2013:

	<b>Number of Underlying Shares</b> (in thousands)	<b>Weighted Average Grant Date Fair Value</b>
Unvested equity awards, January 1, 2013	638	\$ 11.41
Granted	346	\$ 14.58
Vested	(242)	\$ 10.62
Forfeited	(68)	\$ 14.10
Unvested equity awards, December 31, 2013	674	\$ 13.05
Granted	199	\$ 34.56
Vested	(247)	\$ 12.62
Forfeited	(37)	\$ 20.08
Unvested equity awards, December 31, 2014	589	\$ 20.06
Granted	336	\$ 17.43
Vested	(237)	\$ 17.94
Forfeited	(182)	\$ 14.01
Unvested equity awards, December 31, 2015	506	\$ 21.48

**Note 12 Income per Share**

Basic earnings per share (EPS) are computed by dividing net income (loss) attributable to RigNet common stockholders by the number of basic shares outstanding. Basic shares equal the total of the common shares outstanding, weighted for the average days outstanding for the period. Basic shares exclude the dilutive effect of common shares that could potentially be issued due to exercise of stock options, vesting of restricted stock or exercise of warrants. Diluted EPS is computed by dividing net income (loss) attributable to RigNet common stockholders by the number of diluted shares outstanding. Diluted shares equal the total of the basic shares outstanding and all potentially issuable shares, other than antidilutive shares, if any, weighted for the average days outstanding for the period. The Company uses the treasury stock method to determine the dilutive effect. In periods when a net loss is reported, all common stock equivalents are excluded from the calculation because they would have an anti-dilutive effect, meaning the loss per share would be reduced. Therefore, in periods when a loss is reported, basic and dilutive loss per share are the same. The following table provides a reconciliation of the numerators and denominators of the basic and diluted per share computations for net income attributable to RigNet, Inc. common stockholders:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
Net income (loss) attributable to RigNet, Inc. common stockholders	\$ (16,974)	\$ 15,635	\$ 16,336
Weighted average shares outstanding, basic	17,534	17,321	16,268
Effect of dilutive securities		578	1,289
Weighted average shares outstanding, diluted	17,534	17,899	17,557

As of December 31, 2015, there were approximately 553,612, potentially issuable shares excluded from the Company's calculation of diluted EPS. Of these, 230,096 shares were excluded due to the antidilutive position of the security. The remaining 323,516 shares were excluded because the Company incurred a loss in the period and to include them would have been anti-dilutive, meaning the loss per share would be reduced.

There were approximately 31,000 shares as of December 31, 2014, respectively, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been antidilutive. There were no anti-dilutive shares as of December 31, 2013.

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**RIGNET, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**Note 13 Segment Information**

Segment information has been prepared consistent with the components of the enterprise for which separate financial information is available and regularly evaluated by the chief operating decision-maker for the purpose of allocating resources and assessing performance. Certain operating segments are aggregated into one reportable segment based on similar economic characteristics. Accordingly, RigNet considers its business to consist of three reportable segments:

***Eastern Hemisphere.*** The Eastern Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. The Eastern Hemisphere segment services are primarily performed out of the Company's Norway, United Kingdom, Qatar, and Singapore based offices for customers and rig sites located on the eastern side of the Atlantic Ocean primarily off the coasts of the United Kingdom, Norway, West Africa, around the Indian Ocean in Qatar, Saudi Arabia and India, around the Pacific Ocean near Australia, and within the South China Sea.

***Western Hemisphere.*** The Western Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, support vessels and other remote sites. The Western Hemisphere segment services are primarily performed out of the Company's United States and Brazil based offices for onshore and offshore customers and rig sites located on the western side of the Atlantic Ocean primarily in the United States, Canada, Mexico and Brazil, and within the Gulf of Mexico.

***Telecoms Systems Integration (TSI).*** The TSI segment designs, assembles, installs and commissions turn-key solutions for customer telecommunications systems. TSI segment solutions are custom designed and engineered turn-key solutions based on the customer's specifications, as well as, international industry standards and best practices. TSI projects include consultancy services, design, engineering, project management, procurement, testing, installation, and commissioning and after-sales service. The TSI segment services are primarily performed out of the Company's United Kingdom and United States based offices for customers globally.

Corporate and eliminations primarily represents unallocated corporate office activities, interest expense, income taxes and eliminations.

**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The Company's business segment information as of and for the years ended December 31, 2015, 2014 and 2013 is presented below.

	<b>Eastern Hemisphere</b>	<b>Western Hemisphere</b>	<b>Telecoms Systems Integration</b>	<b>Corporate and Eliminations</b>	<b>Consolidated Total</b>
	(in thousands)				
<b>2015</b>					
Revenue	\$ 147,100	\$ 102,621	\$ 21,539	\$	\$ 271,260
Cost of revenue (excluding depreciation and amortization)	72,053	50,364	30,762	10,059	163,238
Depreciation and amortization	15,386	11,581	3,104	2,400	32,471
Impairment of goodwill, intangibles, property, plant and equipment		14,262			14,262
Selling, general and administrative	13,428	15,425	4,120	39,668	72,641
Operating income (loss)	\$ 46,233	\$ 10,989	\$ (16,447)	\$ (52,127)	\$ (11,352)
Total assets	133,100	121,343	42,850	(39,177)	258,166
Capital expenditures	16,419	10,680	227	5,364	32,690
<b>2014</b>					
Revenue	\$ 163,935	\$ 112,956	\$ 53,283	\$	\$ 330,174
Cost of revenue (excluding depreciation and amortization)	76,842	58,996	42,644	9,727	188,209
Depreciation and amortization	13,249	11,261	3,806	1,146	29,462
Impairment of goodwill			2,719		2,719
Selling, general and administrative	14,750	16,144	3,829	40,977	75,700
Operating income (loss)	\$ 59,094	\$ 26,555	\$ 285	\$ (51,850)	\$ 34,084
Total assets	151,806	142,000	46,989	(40,958)	299,837
Capital expenditures	21,242	13,977	432	4,751	40,402
<b>2013</b>					
Revenue	\$ 128,987	\$ 54,221	\$ 37,502	\$	\$ 220,710
Cost of revenue (excluding depreciation and amortization)	58,826	25,062	29,569	5,424	118,881
Depreciation and amortization	8,701	7,149	4,369	830	21,049
Selling, general and administrative	14,948	7,847	1,057	28,703	52,555

Operating income (loss)	\$ 46,512	\$ 14,163	\$ 2,507	\$ (34,957)	\$ 28,225
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Total assets	95,187	100,596	75,679	(32,659)	238,803
Capital expenditures	17,665	12,392	187	849	31,093

The following table presents revenue earned from the Company's domestic and international operations for the years ended December 31, 2015, 2014 and 2013. Revenue is based on the location where services are provided or goods are sold. Due to the mobile nature of RigNet's customer base and the services provided, the Company works closely with its customers to ensure rig or vessel moves are closely monitored to ensure location of service information is properly reflected.

	Year Ended December 31,		
	2015	2014	2013
	(in thousands)		
Domestic	\$ 80,134	\$ 91,247	\$ 37,969
International	191,126	238,927	182,741
Total	\$ 271,260	\$ 330,174	\$ 220,710

Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The following table presents long-lived assets for the Company's domestic and international operations as of December 31, 2015 and 2014.

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Domestic	\$ 36,506	\$ 48,115
International	73,073	79,259
<b>Total</b>	<b>\$ 109,579</b>	<b>\$ 127,374</b>

**Note 14 Income Taxes***Income Tax Expense*

The components of the income tax expense are:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
<b>Current:</b>			
Federal	\$ 305	\$ 2,852	\$ 954
State	141	174	166
Foreign	7,619	11,272	9,246
<b>Total current</b>	<b>8,065</b>	<b>14,298</b>	<b>10,366</b>
<b>Deferred:</b>			
Federal	(5,456)	740	764
State	(288)	61	(194)
Foreign	88	301	(1,778)
<b>Total deferred</b>	<b>(5,656)</b>	<b>1,102</b>	<b>(1,208)</b>
<b>Income tax expense</b>	<b>\$ 2,409</b>	<b>\$ 15,400</b>	<b>\$ 9,158</b>

The following table sets forth the components of income (loss) before income taxes:



	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
<b>Income (loss) before income taxes:</b>			
United States	\$ (27,741)	\$ (10,685)	\$ (11,389)
Foreign	13,490	42,068	37,091
	\$ (14,251)	\$ 31,383	\$ 25,702

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Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Income tax expense differs from the amount computed by applying the statutory federal income tax rate of 35.0% to income (loss) before taxes as follows:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
United States statutory federal income tax rate	\$ (4,988)	\$ 10,984	\$ 8,996
Non-deductible expenses	131	548	419
Non-taxable financial income and expense	(1,498)	(1,701)	(1,711)
Noncash compensation	349	(97)	473
U.S. tax on foreign earnings, net of tax credits	50	230	708
Changes in valuation allowances	10,358	11,646	4,003
Tax credits	410	(3,213)	(2,823)
State taxes	(130)	36	72
Effect of operating in foreign jurisdictions	1,216	(944)	(1,670)
Changes in prior year estimates	(58)	(2,576)	51
Changes in uncertain tax benefits	(3,430)	1,478	593
Revisions of deferred tax accounts	98	(1,088)	(77)
Other	(99)	97	124
Income tax expense	\$ 2,409	\$ 15,400	\$ 9,158

***Deferred Tax Assets and Liabilities***

The Company's deferred tax position reflects the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting. Significant components of the deferred tax assets and liabilities are as follows:

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$14,101	\$ 484
Federal, state and foreign tax credits	16,581	18,177
Depreciation and amortization	16,231	10,425
Unrealized loss on functional currency	566	8,213
Allowance for doubtful accounts	1,615	1,247
Accruals not currently deductible	2,934	1,281

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Stock-based compensation	1,127	1,042
Intercompany Interest	2,112	939
Other	170	57
Valuation allowance	(43,825)	(31,162)
Total deferred tax assets	11,612	10,703
<b>Deferred tax liabilities:</b>		
Depreciation and amortization	(1,968)	(2,693)
Tax on foreign earnings	(1,553)	(1,502)
Other	(135)	(126)
Total deferred tax liabilities	(3,656)	(4,321)
Net deferred tax assets	\$ 7,956	\$ 6,382

At December 31, 2015, on an as filed basis, the Company has state net operating loss carry forwards of approximately \$1.8 million which will expire in varying amounts beginning in 2023, and foreign net operating losses of

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

\$53.0 million which can be carried forward for an unlimited period. As of December 31, 2015, the Company, on an as filed basis, has U.S. domestic foreign tax credit carry forwards of \$10.0 million which begin expiring in varying amounts in 2018. The amount reported on an as filed basis can differ from the amount recorded in the deferred tax assets of the Company's financial statements due to the utilization or creation of assets in recording uncertain tax benefits.

In assessing deferred tax assets, the Company considers whether a valuation allowance should be recorded for some or all of the deferred tax assets which may not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Among other items, the Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and available tax planning strategies. As of December 31, 2015, a valuation allowance of \$43.8 million had been recorded. \$27.0 million related to US federal and local deferred tax assets, \$11.8 million related to Norway assets and \$5.0 million related to Australia assets that were not more likely than not to be realized. While the Company expects to realize the remaining net deferred tax assets, changes in future taxable income or in tax laws may alter this expectation and result in future increases to the valuation allowance.

U.S. federal deferred income taxes, net of foreign tax credits, of \$1.6 million have been provided on the Qatar subsidiary for which the undistributed earnings as of December 31, 2015, were no longer considered permanently reinvested due to non-controlling ownership issues. All other foreign subsidiaries' undistributed earnings are considered permanently reinvested. As of December 31, 2015, the Company has not recognized \$8.4 million in U.S. federal deferred taxes, net of foreign tax credits.

Because the Company has asserted that all foreign undistributed earnings, excluding Qatar's earnings, are permanently reinvested, no provision is recorded for the deferred tax liability related to other comprehensive income.

The Company has elected to include income tax related interest and penalties as a component of income tax expense. As of December 31, 2015 and 2014, no amount has been included in the income tax payable accounts. The amount included in income tax expense not related to uncertain tax benefits for the year ending December 31, 2015 and 2014, is none and \$0.1 million, respectively.

In November 2015, the Financial Accounting Standards Board (FASB) issued ASU 2015-17, Income Taxes (Topic 740), to simplify the presentation of deferred income taxes. Under the new standard, both deferred tax liabilities and assets are required to be classified as noncurrent in a classified balance sheet. This standard will become effective for fiscal years, and the interim periods within those years, beginning after December 15, 2016, with early adoption allowed. As of December 31, 2014, we had deferred taxes that were classified as current assets and noncurrent liabilities. During the fourth quarter of 2015, we elected to prospectively adopt this standard, thus reclassifying \$0.7 million of current deferred tax assets to noncurrent (netted with current and noncurrent liabilities) on the accompanying consolidated balance sheet. The prior reporting period was not retrospectively adjusted. The adoption of this guidance had no impact on the Company's Consolidated Statements of Comprehensive Income (Loss).



Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)*****Uncertain Tax Benefits***

The Company evaluates its tax positions and recognizes only tax benefits that, more likely than not, will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax position is measured at the largest amount of benefit that has a greater than 50.0% likelihood of being realized upon settlement. At December 31, 2015, 2014 and 2013, the Company's uncertain tax benefits totaling \$19.3 million, \$22.8 million and \$19.2 million, respectively, are reported as other liabilities in the consolidated balance sheets. Changes in the Company's gross unrecognized tax benefits are as follows:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	(in thousands)		
Balance, January 1,	\$ 15,454	\$ 13,222	\$ 12,163
Additions for the current year tax	1,501	2,668	2,102
Additions related to prior years			
Reductions related to settlements with taxing authorities	(154)		
Reductions related to lapses in statute of limitations	(1,083)	(384)	(529)
Reductions related to prior years		(52)	(514)
Balance, December 31,	\$ 15,718	\$ 15,454	\$ 13,222

As of December 31, 2015, the Company's gross unrecognized tax benefits which would impact the annual effective tax rate upon recognition were \$12.0 million. In addition, as of December 31, 2015, the Company has recorded related assets, net of a valuation allowance of \$6.9 million. The related asset might not be recognized in the same period as the contingent tax liability and like interest and penalties does have an impact on the annual effective tax rate. The Company recognized interest and penalties related to unrecognized tax benefits in income tax expense. As of December 31, 2015, 2014 and 2013, the Company has accrued penalties and interest of approximately \$7.3 million, \$7.3 million and \$6.0 million, respectively. The Company has recognized \$0.1 million, \$1.3 million and \$0.1 million of interest and penalties in income tax expense for the years ended December 31, 2015, 2014 and 2013, respectively. To the extent interest and penalties are not assessed with respect to uncertain tax positions, accruals will be reduced and reflected as a reduction to income tax expense.

The Company believes that it is reasonably possible that a decrease of up to \$4.0 million in unrecognized tax benefits, including related interest and penalties, may be necessary within the coming year due to lapse in statute of limitations. Included in this balance of unrecognized tax benefits are \$0.3 million of tax benefits that, if recognized, would affect the effective tax rate.

The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. Due to net operating losses, all of the Company's federal filings are still subject to tax examinations. With few exceptions, the Company is no longer subject to the foreign income tax examinations by tax authorities for years before 2005.

The IRS is currently performing an audit of the Company's 2013 income tax return. It is expected that the audit and the appeals process, if necessary, will be completed within the next twelve months. The Company does not anticipate any significant assessments as a result of the audit.

Table of Contents**RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****Note 15 Supplemental Quarterly Financial Information (Unaudited)**

Summarized quarterly supplemental consolidated financial information for 2015 and 2014 are as follows:

	<b>2015 Quarter Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
	(in thousands, except per share data)			
Revenue	\$ 77,650	\$ 75,106	\$ 66,318	\$ 52,186
Operating income (loss)	\$ 2,452	\$ 9,103	\$ (8,226)	\$ (14,681)
Net income (loss)	\$ (942)	\$ 6,120	\$ (10,879)	\$ (10,959)
Net income (loss) attributable to RigNet, Inc. common stockholders	\$ (1,029)	\$ 6,039	\$ (10,944)	\$ (11,040)
Net income (loss) per share attributable to RigNet, Inc. common stockholders, basic	\$ (0.06)	\$ 0.35	\$ (0.62)	\$ (0.63)
Net income(loss) per share attributable to RigNet, Inc. common stockholders, diluted	\$ (0.06)	\$ 0.34	\$ (0.62)	\$ (0.63)
Weighted average shares outstanding, basic	17,463	17,499	17,567	17,610
Weighted average shares outstanding, diluted	17,463	17,893	17,567	17,610
	<b>2014 Quarter Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
	(in thousands, except per share data)			
Revenue	\$ 75,043	\$ 80,656	\$ 87,819	\$ 86,656
Operating income	\$ 5,353	\$ 9,802	\$ 11,701	\$ 7,228
Net income	\$ 2,308	\$ 5,748	\$ 5,930	\$ 1,997
Net income attributable to RigNet, Inc. common stockholders	\$ 2,195	\$ 5,667	\$ 5,857	\$ 1,916
Net income per share attributable to RigNet, Inc. common stockholders, basic	\$ 0.13	\$ 0.32	\$ 0.34	\$ 0.11
Net income per share attributable to RigNet, Inc. common stockholders, diluted	\$ 0.12	\$ 0.31	\$ 0.33	\$ 0.11
Weighted average shares outstanding, basic	17,267	17,490	17,443	17,454
Weighted average shares outstanding, diluted	17,993	18,108	17,987	17,874



Please refer to the contractual dispute in Note 10, and the property, plant and equipment impairment in Note 1 for material charges in the most recent quarter.

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**Table of Contents****RIGNET, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****Note 16 Employee Benefits**

The Company maintains a 401(k) plan pursuant to which eligible employees may make contributions through a payroll deduction. For the years ended December 31, 2015 and 2014, the Company made matching cash contributions of 100% of each employee's contribution up to 2.0% of that employee's eligible compensation and 50% of each employee's contribution between 2% and 6% of such employee's eligible compensation, up to the maximum amount permitted by law. The Company incurred expenses of \$0.8 million and \$0.6 million for the years ended December 31, 2015 and 2014, respectively, for employer contributions. Effective January 1, 2016, the Company suspended the Company's matching contributions under the 401(k) plan. Under the amended plan, the Company may later approve a discretionary matching contribution. The Company is taking this action in response to reduced oil and gas activity.

**Note 17 Restructuring Costs Cost Reduction Plans**

During the year ended December 31, 2015, the Company instituted certain resource reallocation and additional cost reduction plans to vacate and eliminate redundant facilities and eliminate certain positions in response to deteriorating oil and gas industry market conditions including declining oil and gas prices, increased stacking and scrapping of offshore drilling rigs and declines in the Baker Hughes U.S. land rig count. The Company is undertaking these plans to reduce costs and improve the Company's competitive position.

For the year ended December 31, 2015, the Company incurred pre-tax expense of approximately \$7.4 million in the corporate segment related to restructuring activities. For the year ended December 31, 2015, the restructuring costs included \$4.5 million associated with the reduction of 123 employees, of which \$3.4 million and \$1.1 million were reported as general and administrative expense and cost of revenue, respectively, in the Consolidated Statements of Comprehensive Income (Loss). For the year ended December 31, 2015, the restructuring costs also included \$2.9 million associated with ceasing the use of and vacating nine Company facilities, of which \$1.4 million and \$1.5 million were reported as general and administrative expense and cost of revenue, respectively, in the Consolidated Statements of Comprehensive Income (Loss).

**Note 18 Subsequent Events Executive Departure costs**

On January 7, 2016, Marty Jimmerson, the former CFO, was appointed Interim Chief Executive Officer (CEO) and President, to replace Mark Slaughter, the prior CEO and President effective January 7, 2016. Marty Jimmerson's appointment will continue while the Company searches for a permanent CEO and President. In connection with the executive departure of our prior CEO, the Company will incur a pre-tax executive departure charge of approximately \$1.9 million in the first quarter of 2016.

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- 2.1 Share Purchase Agreement between the Registrant and the shareholders of Nessco Group Holdings Ltd. dated July 5, 2012 (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 5, 2012, and incorporated herein by reference)
- 3.1 Amended and Restated Certificate of Incorporation (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 3.2 Amended and Restated Bylaws of the Registrant, as amended as of October 31, 2013 (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 6, 2013, and incorporated herein by reference)
- 4.1 Specimen certificate evidencing common stock (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 4.2 Amended and Restated Registration Rights Agreement dated effective as of June 20, 2005 among the Registrant and the holders of our preferred stock party thereto (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.1+ 2006 Long-Term Incentive Plan (filed as Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.2+ 2010 Omnibus Incentive Plan (filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.3+ Form of Option Award Agreement under the 2006 Plan (filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.4+ Form of Incentive Stock Option Award Agreement under the 2010 Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.5+ Form of Nonqualified Stock Option Award Agreement under the 2010 Plan (filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.6+ Form of Indemnification Agreement entered into with each director and executive officer (filed as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.7+ Employment Agreement between the Registrant and Mark Slaughter effective February 20, 2012 (filed as Exhibit 10.7 to the Registrant's annual report on Form 10-K for the period ended December 31, 2011, and incorporated herein by reference)
- 10.8+ Second Amendment to Employment Agreement between the Registrant and Martin Jimmerson dated as of July 1, 2015 (filed as exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 4, 2015, and incorporated herein by reference)
- 10.9+ Employment Agreement between the Registrant and Charles Schneider dated November 12, 2015
- 10.10+ Employment Agreement between the Registrant and Morten Hansen dated February 8, 2013 (filed as Exhibit 10.10 to the Registrant's annual report on Form 10-K for the period ended December 31, 2012, and incorporated herein by reference)
- 10.11+ Employment Agreement between the Registrant and William Sutton dated March 14, 2012 (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on March 16, 2012, and incorporated herein by reference)
- 10.12+

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- Employment Agreement between the Registrant and Hector Maytorena dated March 14, 2012 (filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on March 16, 2012, and incorporated herein by reference)
- 10.13+ Severance Agreement between Registrant and Mark Slaughter dated January 30, 2016
- 10.14+ Employment Agreement between the Registrant and Martin Jimmerson dated as of January 7, 2016
- 10.15 Second Amended and Restated Credit Agreement, dated as of October 3, 2013 by and among the Registrant and Bank of America, N.A., among others (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 4, 2013, and incorporated herein by reference)
- 10.16 First Amendment to Second Amended and Restated Credit Agreement, dated as of February 24, 2016, but effective as of December 31, 2015
- 10.17 Lease Agreement between the Registrant and KWI Ashford Westchase Buildings, L.P. dated as of June 17, 2003, as amended (filed as Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
- 10.18 Eighth Amendment dated September 25, 2012 to the Lease Agreement between the Registrant and KWI Ashford Westchase Buildings, L.P. dated as of June 17, 2003, as amended (filed as Exhibit 10.18 to the Registrant's annual report on Form 10-K for the period ended December 31, 2012, and incorporated herein by reference)
- 10.19 Ninth Amendment dated September 4, 2013 to the Lease Agreement between the Registrant and KWI Ashford Westchase Buildings, L.P. dated as of June 17, 2003 (filed as Exhibit 10.16 to the Registrant's annual report on Form 10-K for the period ended December 31, 2013, and incorporated herein by reference)

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10.20	Tenth Amendment dated January 12, 2015 to the Lease Agreement between the Registrant and KWI Ashford Westchase Buildings, L.P. dated as of June 17, 2003 (filed as Exhibit 10.17 to the Registrant's annual report on Form 10-K for the period ended December 31, 2014, and incorporated herein by reference)
10.21	Pledge and Assignment Over Accounts between Nessco Invsat, Ltd. And Clydesdale Bank PLC dated September 28, 2012 (filed as Exhibit 10.19 to the Registrant's annual report on Form 10-K for the period ended December 31, 2012, and incorporated herein by reference)
10.22	Non-Disclosure and Standstill agreement dated as of November 5, 2013 by and among the Registrant and Digital Oilfield Investments LP (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 6, 2013, and incorporated herein by reference)
10.23	Registration Rights Agreement dated November 5, 2013 between the Registrant and Digital Oilfield Investments LP (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on November 6, 2013, and incorporated herein by reference)
21.1	Subsidiaries of the Registrant
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

+ Indicates management contract or compensatory plan.