

ACACIA RESEARCH CORP
Form 10-K/A
March 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

OR

TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO .

Commission File Number 0-26068

(Exact name of registrant as specified in its charter)

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|--|---|
| DELAWARE (State or other jurisdiction of incorporation organization) | 95-4405754 (I.R.S. Employer Identification No.) |
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| | |
|--|---------------------|
| 500 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA (Address of principal executive offices) | 92660 (Zip Code) |
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Registrant's telephone number, including area code: (949) 480-8300

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------------------|---|
| Common Stock, \$0.001 par value | The NASDAQ Stock Market, LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes R 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 R

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 filing requirements for the past 90 days. Yes R 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 R 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. R

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 R

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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 R

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant on June 30, 2011, the last business day of the registrant's most recently completed second fiscal quarter, computed by reference to the last sale price of the registrant's common stock as reported by The Nasdaq Global Select Market on such date, was approximately \$1,518,745,000. This computation assumes that all executive officers, directors and persons known to the registrant to be the beneficial owners of more than ten percent of the registrant's common stock are affiliates of the registrant. Such assumption should not be deemed conclusive for any other purpose.

As of February 27, 2012, 49,624,978 shares of common stock were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

In accordance with General Instruction G(3) to Form 10-K, portions of the registrant's Definitive Proxy Statement on Schedule 14A for its Annual Meeting of Stockholders to be filed with the Commission within 120 days after the close of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference into Part III of this Annual Report on Form 10-K. Only those portions of the proxy statement that are specifically incorporated by reference herein shall constitute a part of this Annual Report on Form 10-K.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Acacia Research Corporation (“the Company”) Annual Report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission on February 29, 2012 (the Form 10-K”), is solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

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.

ACACIA RESEARCH CORPORATION

Dated: March 28, 2012

By: /s/ Paul R. Ryan
Paul R. Ryan
Chairman of the Board
and Chief Executive Officer
(Authorized Signatory)

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 2.1 | Agreement and Plan of Merger, dated November 22, 2011, by and among Acacia Research Group LLC, Apollo Patent Corp., Adaptix, Inc., and Baker Communications Fund II (QP), L.P., solely in its capacity as representative for the shareholders of Adaptix, Inc.(16) |
| 3.1 | Amended and Restated Certificate of Incorporation (1) |
| 3.2 | Amended and Restated Bylaws (10) |
| 3.2.1 | Amendment to Amended and Restated Bylaws (11) |
| 10.1* | Acacia Research Corporation 1996 Stock Option Plan, as amended (2) |
| 10.2* | Form of Option Agreement constituting the Acacia Research Corporation 1996 Executive Stock Bonus Plan (3) |
| 10.3* | 2002 Acacia Technologies Stock Incentive Plan (4) |
| 10.4* | 2007 Acacia Technologies Stock Incentive Plan (5) |
| 10.5* | Form of Acacia Technologies Stock Option Agreement for the 2007 Acacia Technologies Stock Incentive Plan (6) |
| 10.6* | Form of Acacia Technologies Stock Issuance Agreement for the 2002 Acacia Technologies Stock Incentive Plan (6) |
| 10.7* | Form of Acacia Technologies Stock Issuance Agreement for the 2007 Acacia Technologies Stock Incentive Plan (6) |
| 10.8 | Office Space Lease dated January 28, 2002, between Acacia Research Corporation and The Irvine Company (7) |
| 10.10 | Form of Indemnification Agreement (8) |
| 10.11 | Form of Subscription Agreement between Acacia Research Corporation and certain investors (9) |
| 10.12 | Third Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (9) |
| 10.19* | Employment Agreement, dated January 28, 2005, by and between Acacia Technologies Services Corporation, and Dooyong Lee, as amended (10) |
| 10.19.1* | Amendment to Employment Agreement, dated December 17, 2008, by and between Acacia Technologies, LLC and Dooyong Lee (14) |
| 10.20* | Employment Agreement, dated April 12, 2004, by and between Acacia Media Technologies Corporation and Edward Treska (10) |
| 10.20.1* | Addendum, dated March 31, 2008, to Employment Agreement by and between Acacia Media Technologies Corporation and Edward Treska (12) |
| 10.21 | Fourth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10) |
| 10.22 | Fifth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10) |
| 10.23* | Employment Agreement, dated March 31, 2008, by and between Acacia Technologies, LLC and Paul Ryan (13) |
| 10.23.1* | Amendment to Employment Agreement, dated December 17, 2008, by and between Acacia Technologies, LLC and Paul Ryan (13) |
| 10.24* | Employment Agreement, dated March 31, 2008, by and between Acacia Technologies, LLC and Robert L. Harris (12) |
| 10.24.1* | Amendment to Employment Agreement, dated December 17, 2008, by and between Acacia Technologies, LLC and Robert L. Harris (13) |

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- 10.25* Amended Employment Agreement, dated March 31, 2008, by and between Acacia Technologies, LLC and Clayton J. Haynes (12)
 - 10.25.1* Amendment to Amended Employment Agreement, dated December 17, 2008, by and between Acacia Technologies, LLC and Clayton J. Haynes (13)
 - 10.26* Acacia Research Corporation Amended and Restated Executive Severance Policy (13)
 - 10.27 Sixth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (15)
 - 10.28 Form of Purchase Agreement (17)
 - 18.1 Preferability Letter dated February 25, 2010 from Grant Thornton LLP, independent registered public accounting firm, regarding change in accounting principle (14)
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- 21.1 List of Subsidiaries
- 23.1 Consent of Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (included in the signature page hereto).
- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 32.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
- 32.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
- 101** Interactive Data Files Pursuant to Rule 405 of Regulation S-T.