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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended June 30, 2015

OR

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

Commission file number: 000-51772

CARDICA, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-3287832**
(State or other jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

900 Saginaw Drive, Redwood City, California 94063
(650) 364-9975
(Address, including zip code, and telephone number, including area code, of principal executive offices)

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 per share	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 ☐ No ☑

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 definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	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 ☑

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of December 31, 2014, was approximately $55.6 million (based on the closing sales price of the registrant's common stock as reported by the NASDAQ Global Market, on December 31, 2014). For purposes of this disclosure, shares of common stock held by each officer and director (and entities affiliated therewith) have been excluded in that such persons may be deemed to be "affiliates" as that term is defined under the Rules and Regulations of the Securities Exchange Act of 1934. This determination of affiliate status is not necessarily conclusive. Excludes 191,474 shares of Series A Convertible Preferred Stock, which the registrant does not consider common equity.

The number of shares of common stock outstanding as of September 22, 2015, was 89,018,550.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for its 2015 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days after the registrant's fiscal year ended June 30, 2015, are incorporated by reference in Part III, Items 10-14 of this Annual Report on Form 10-K.

CARDICA, INC.
ANNUAL REPORT ON FORM 10-K
For the Year Ended June 30, 2015

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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, which are subject to the "safe harbor" created by those sections. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "potential" and similar expressions intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance, time frames or achievements to be materially different from any future results, performance, time frames or achievements expressed or implied by the forward-looking statements. We discuss many of these risks, uncertainties and other factors in this Annual Report on Form 10-K in greater detail under the heading "Risk Factors." Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this filing. You should read this Annual Report on Form 10-K completely and with the understanding that our actual future results may be materially different from what we expect. We hereby qualify our forward-looking statements by our cautionary statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

PART I

Item 1. Business

Overview

We are commercializing and developing our MicroCutter XCHANGE® 30 based on our proprietary "staple-on-a-strip" technology for use by thoracic, pediatric, bariatric, colorectal and general surgeons. The MicroCutter XCHANGE® 30, which is currently commercially-available, is a cartridge based microcutter device with a 5 millimeter shaft diameter and a 30 millimeter staple line cleared for use in the United States for specific indications for use described below, and in the European Union, or EU, for a broader range of indications for use. We previously had additional products in development, including the MicroCutter XCHANGE® 45, a cartridge based microcutter device with an 8 millimeter shaft and a 45 millimeter staple line, and the MicroCutter FLEXCHANGE™ 30, a cartridge based microcutter device with a flexible shaft to facilitate endoscopic procedures requiring cutting and stapling; however, we suspended development of these additional potential products to focus solely on development of the MicroCutter XCHANGE® 30. We recently completed an assessment by an independent market research firm of the US market for the MicroCutter XCHANGE 30 which identified a potential market opportunity exceeding $250 million annually. In addition, we estimate that the commercially-available MicroCutter XCHANGE 30, along with our additional potential products, if developed, would be suited for use in approximately 1.4 million procedures annually in the United States, involving, we estimate, over four million staple cartridge deployments, three million of which we believe would be deployed in laparoscopic procedures.

In March 2012, we completed the design verification for and applied Conformité Européenne, or the CE Mark, to the MicroCutter XCHANGE 30 and, in December 2012, began a controlled commercial launch of the MicroCutter XCHANGE 30 in Europe. We received from the United States Food and Drug Administration, or FDA, 510(k) clearances for the MicroCutter XCHANGE 30 and blue cartridge in January 2014, and for the white cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. In March 2014, we made our first sale of the MicroCutter XCHANGE 30 in the United States, and subsequently temporarily suspended our controlled commercial launch in November 2014, as we shifted our focus to improved performance based on surgeon feedback. In April 2015, we resumed our controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. While we continue this controlled commercial launch, our goal is to complete product improvements on the MicroCutter XCHANGE 30 combo device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges. To further expand the use of the MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance.

We are attempting to expand in the international market of our MicroCutter XCHANGE 30 with additional selected regualtory filings. We also submitted our MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of our MicroCutter XCHANGE 30 and, if we receive approval, anticipate launching it in Canada. In addition, in August 2013, our exclusive distributor in Japan, Century Medical, Inc., or Century, filed for regulatory approval of our MicroCutter XCHANGE 30 cartridges with the Pharmaceuticals and Medical Devices Agency, or PMDA, in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a Vectra Liquid Crystal Polymer, or LCP, to IXEF Polyarylamide, or IXEF, and recently received approval in August 2015, to market in Japan. We believe that the MicroCutter XCHANGE 30 is differentiated in the market compared to currently marketed staplers due to its significantly reduced size and ability to articulate up to 80 degrees.

Prior to 2009, our business focused on the design, manufacture and marketing of proprietary automated anastomotic systems used by cardiac surgeons to perform coronary bypass surgery. Our C-Port® Distal Anastomosis Systems, or C-Port systems, are sold in the United States and Europe. The C-Port systems are used to perform a distal anastomosis, which is the connection between a bypass graft vessel and the target coronary artery. As of June 30, 2015, more than 14,700 C- Port systems had been sold in the United States and Europe. We also currently sell our PAS-Port® Proximal Anastomosis System, or PAS-Port system, in the United States, Europe and Japan. The PAS-Port system is used to perform a proximal anastomosis, which is the connection of a bypass graft vessel to the aorta or other source of blood. As of June 30, 2015, more than 40,800 PAS-Port systems had been sold in the United States, Europe and Japan.

Historically, we have generated revenues primarily from the sale of automated anastomotic systems; however, we started generating revenues from the commercial sales of the MicroCutter XCHANGE 30 since its introduction in Europe in December 2012, and in the United States in March 2014, and through June 30, 2015, we have generated $1.4 million of net product revenues from the commercial sales of the MicroCutter XCHANGE 30.

Our Strategy

Our goal is to advance the state of the art in less invasive and minimally invasive surgical procedures which have many advantages relative to patient clinical and economic outcomes and may expand the market. Our strategy is to commercialize a series of products based upon our proprietary "staple-on-a-strip" technology which enables us to provide thoracic, pediatric, bariatric, colorectal and general surgeons with products that offer significantly greater functionality than those in the market today. Our technology enables us to develop products that are smaller in size and offer greater articulation than currently available devices. The principal elements of our strategy to achieve our vision and goals include:

- **Leveraging our proprietary "staple-on-a-strip" technology to develop a broad range of surgical stapling devices that advance the state of the art.** Our proprietary "staple-on-a-strip" technology enables us to develop products with innovative features such as more consistent staple forms, significantly reduced tool shaft diameter and increased articulation of the end-effector. Taken together these advances in microcutter/stapler design should enable surgeons to perform procedures on a broader array of patients and to develop procedural methods previously unattainable with existing products in the market.

- ***Commercializing our microcutters.*** The first commercialized product in our planned family of products is the MicroCutter XCHANGE 30 which incorporates all of these features. We received FDA 510(k) clearance for the MicroCutter XCHANGE 30 and blue cartridge in January 2014 and further clearance for the white cartridge in February 2014, with an indication for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. We launched this product in Europe and the US with first sales in December 2012, and March 2014, respectively. We subsequently temporarily suspended sales in November 2014, as we shifted our focus to improve product performance based on customer feedback, and in April 2015, resumed a controlled commercial launch, primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. We continue to work on product design to further improve product performance of the blue cartridge in the same product format as the white cartridge. We have agreements for the microcutter product line with four distributors in Europe. In addition, in August 2014, we established a subsidiary in Germany, Cardica, GmbH, to facilitate direct sales of the microcutter product. Our sales strategy is to focus on building strong relationships with leading clinicians who are considered to be "thought leaders" in their institutions and surgical specialties. We work closely with a limited number of targeted clinical sites to achieve routine clinical adoption of the MicroCutter XCHANGE 30 for surgical procedures in which we believe its key features are most differentiated from existing devices. We plan to leverage the lessons learned from this initial experience and the clinical experience of these key opinion leaders to build the foundation for a broader launch. In preparation for broader, global market penetration, we signed a distribution agreement in 2011 with Century with respect to distribution of our planned microcutter products in Japan. We believe that our technology can be adapted for a variety of surgical stapling devices, including our proposed future products, the MicroCutter XCHANGE 45 and the MicroCutter FLEXCHANGE 30. These potential products are described under "Microcutter Products and Planned Future Products" below. By leveraging our technology, we believe we will expand our commercial opportunity into additional surgical markets.

- ***Obtaining further U.S. and international regulatory clearance of the microcutter product line that will expand our market opportunity.*** In addition to existing regulatory clearances in the US and approvals in Japan, we are pursuing regulatory approval for the MicroCutter XCHANGE 30 in Canada. In the United States, to further expand the use of our MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance.

- ***Establishing a strong proprietary position.*** As of June 30, 2015, we had 142 issued U.S. patents, of which 41 are related to our microcutter products, 66 additional U.S. patent applications, of which 47 are related to our microcutter products, 16 issued foreign patents, of which eight are related to our microcutter products, and another 35 patent applications related to microcutter products filed in selected international markets. We plan to continue to invest in building our intellectual property portfolio.

Microcutter Industry Background

Evolution of surgical techniques

Open surgery has been the most common form of surgery for many decades. Using open surgical techniques, a surgeon generally creates an incision large enough to allow a direct view of the operating field and inserts the instruments necessary to manipulate the patient's tissues. The large incisions and significant tissue manipulation involved in open surgery cause trauma to the patient, resulting in extended hospitalization and recovery times, increased hospital costs, and additional pain and suffering.

Over the past thirty years, technological innovations such as enhanced imaging and instrumentation have facilitated visualization and surgical access through smaller and smaller incisions. These improvements have enabled surgeons to reduce patient trauma, hospital stays and morbidity, while improving recovery times and cosmetic results. This evolution has both been made possible by, and created opportunities for, the development of new categories of surgical devices.

Minimally invasive, laparoscopic (abdominal or pelvic cavities) or thoracoscopic (chest cavity) surgery replaces the large incision typically required for open surgery with several small abdominal/thoracic openings and tubes, referred to as ports, that provide access to the organs upon which the surgeon needs to operate. The surgeon uses an endoscope to view the operating field and inserts specialized instruments through the ports to carry out the procedure. The advantages of laparoscopic/thoracoscopic surgery compared to traditional open surgical procedures include shorter post-operative recovery periods with less pain, shorter hospital stays, decreases in post-operative complications and a quicker return to routine activities.

Laparoscopic surgery was originally used by gynecologists for the diagnosis and treatment of diseases of the ovary and uterus. Removal of the gall bladder by laparoscopic techniques was introduced in the late 1980s. Since that time, many of the procedures that were performed in the past utilizing traditional open surgical techniques have transitioned to minimally invasive surgical approaches including procedures on the appendix, stomach, lungs, colon, uterus and other organs.

More recently, minimally invasive surgeons are using fewer and fewer abdominal openings and ports, such as in single incision surgery, in which the surgeon operates almost exclusively through a single entry point, typically the patient’s navel. Unlike a traditional multi-port laparoscopic approach, single port surgery leaves only a single small scar. Single incision surgery has been used to perform many types of surgery, including removal of the appendix, gall bladder and portions of the lung or colon, as well as bariatric surgeries including gastric bypass and sleeve gastrectomy.

We believe the realization of the full potential of minimally invasive surgery will depend upon the availability of surgical instruments and devices that address the unique challenges of these procedures by offering advanced capabilities, including smaller instrument shaft diameters, increased end-effector articulation, flexible shaft instruments, better ergonomics and greater ease of use than are provided by currently available devices.

Market

The use of disposable devices for closing and/or cutting in both traditional and laparoscopic/thoracoscopic surgical procedures has been broadly adopted clinically in a number of surgical specialties including colorectal, bariatric, gynecologic, urologic and thoracic surgery. We recently completed an assessment by an independent market research firm of the US market for the MicroCutter XCHANGE 30 which identified a potential market opportunity exceeding $250 million annually. In addition, we estimate that the commercially-available MicroCutter XCHANGE 30, along with our additional potential products, if developed, would be suited for use in approximately 1.4 million procedures annually in the United States, involving, we estimate, over four million staple cartridge deployments, three million of which we believe would be deployed in laparoscopic procedures.

Current Devices for Surgical Stapling

Current, conventional surgical stapling technology generally involves:

- individually placing sets of staples in reloadable cartridges, designed for single use;

- using a deployment tool, consisting of a handle and shaft (typically with a minimum diameter of 12 millimeters), that is reusable within a single surgical procedure;

- using cartridges that can be loaded, following each deployment, into a receptacle at the end of the deployment tool;

- deploying multiple U-shaped wires against a deforming surface, called an anvil, to reshape the wires into B-shaped wires and thereby connecting or sealing tissue; and

- deploying multiple rows of staples, usually two to three rows per side, with a tissue dividing cut between the rows.

Unlike many other surgical instruments and devices, there have been few significant innovations in surgical stapling technology over the past 15 years.

Microcutter Product Development

Based upon much of the technology we developed for our cardiac surgery anastomosis products, we are developing and have begun commercialization of our MicroCutter XCHANGE 30. We believe that our endoscopic microcutter design potentially addresses many of the limitations in currently available stapling products and provides surgeons with a smaller and more effective stapling and cutting device for more minimally invasive surgical procedures. Key features of our commercially-available MicroCutter XCHANGE 30 and our planned microcutter product line include:

- ***Staple Design and Formation.*** Our microcutter product line utilizes our innovative three dimensional, or 3D, staple design, which we engineered in connection with our vascular anastomotic products, that in vascular applications allows single rows of staples to effectively prevent blood leakage at physiological blood pressures. These 3D staples allow for a large contact surface between staple and tissue, which improves sealing while reducing the likelihood of the staple cutting through tissue. These 3D staples are guided into their final shape by the anvil rather than forced to buckle as is the case with U-shaped wire staples, which reduces the forming forces and helps to reduce the likelihood of malformed staples. The 3D design with a rectangular cross-section increases staple stiffness compared to round wire, resulting in a much stronger final form that is more resistant to opening or yielding.

- ***Device Size.*** By changing the technology used to form the staple, we are able to design our microcutter products to have a smaller-sized end-effector and tool shaft. Depending upon the chosen staple line length and staple height, the microcutter's outer diameter could be as small as five millimeters. Due to its smaller size, our microcutter should enable procedures requiring minimal access, such as robot-assisted surgery and the emerging area of single incision laparoscopic surgery.

- ***"Staple-On-A-Strip" Technology.*** We have further advanced our 3D staple technology in connection with the microcutter product line by introducing an innovative design in which 3D staples are stamped from sheet metal and left connected to a metal band that is then loaded into the cartridge. This differs from conventional technology in which individual staples are typically loaded into cartridge bays.

- ***Improved Staple Formation.*** We have designed our microcutter products to deploy staples with significantly lower deployment forces. Reduced deployment forces potentially give the user more control during deployment. Additionally, our compact staple mechanism would allow more design space to be dedicated to the anvil, which helps to ensure favorable tissue compression. These features combine to result in more consistent staple formation.

- ***Articulation, Rotation and Handling***. End-effector size, articulation and rotation improve tissue access and ease of use, and we believe both are expected by surgeons in stapling devices. Our microcutter products' designs incorporate end-effectors that articulate as much as 80 degrees, compared to the 45 degrees of maximum articulation achieved with the vast majority of currently marketed linear stapling technologies. In addition, all of our microcutter products are being designed to enable 360-degree rotation of the end-effector. Our MicroCutter XCHANGE 30 is a single-hand operated device: 360 degree rotation with up to 80 degree articulation accomplished with two articulation buttons integrated into a single knob at the end of the handle.

Microcutter Products and Planned Future Products

We have begun a controlled commercial launch, primarily in Europe, of the MicroCutter XCHANGE 30. Once the MicroCutter XCHANGE 30 has received broad commercial acceptance, subject to regulatory clearances and sufficient funds to do so, we intend to launch a full range of surgical stapling devices that cover the needs of thoracic, pediatric, bariatric, colorectal and general surgeons as shown in the table below. These future products, if developed, would provide staple line lengths from 30 to 60 millimeters, come in shaft diameters ranging from five to ten millimeters, accommodate staple heights from 2.0 to 5.3 millimeters, articulate up to 80 degrees, and would have a cartridge-based design combined with our unique "staple-on-a-strip" technology. In addition, subject to the caveats set forth above, we intend to expand the microcutter product line by introducing products with flexible shafts to facilitate minimally invasive procedures. The following table summarizes our current and planned microcutter product line; the MicroCutter XCHANGE 30 is our only currently commercial product and the only current product we are actively developing:

MicroCutter Product Line			
Product Family	**Staple Line Length**	**Shaft**	**Articulation**
MicroCutter XCHANGE 30	30 mm	5 mm, Rigid	Up to 80 degrees
MicroCutter XCHANGE 45	45 mm	8 mm, Rigid	Up to 80 degrees
MicroCutter XCHANGE 60	60 mm	10 mm, Rigid	Up to 45 degrees
MicroCutter FLEXCHANGE 30	30 mm	5 mm, Flexible	Up to 80 degrees

MicroCutter XCHANGE Product Family

The MicroCutter *XCHANGE* name refers to the current and planned group of cartridge-based microcutter products with rigid shafts that include our proprietary "staple-on-a-strip" technology. The first product in this family is the MicroCutter *XCHANGE 30* with a 30 mm staple line length. This 5 mm stapling device has been developed with up to 80 degrees of articulation. We also developed and launched additional versions of the MicroCutter XCHANGE 30 including cartridges with a curved plastic tip at the distal end to facilitate surgeon vision and access for vascular surgical procedures and a version of the MicroCutter XCHANGE 30 with a shorter shaft to facilitate certain surgeries. Subsequently, the MicroCutter XCHANGE 45 and MicroCutter XCHANGE 60, with 45mm and 60mm staple line lengths, respectively, if developed, are planned to provide cartridge-based capability.

We believe that the MicroCutter XCHANGE 30 is and will be differentiated in the market compared to currently marketed staplers due to its significantly reduced size and ability to articulate up to 80 degrees. We initiated sales of the MicroCutter XCHANGE 30 in the European Union and in the United States, following the clearances of our 510(k) submissions to the FDA in January 2014 for use of the MicroCutter XCHANGE 30 and blue cartridge, and for the white cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. In March 2014, we made our first sale of the MicroCutter XCHANGE 30 in the United States, and subsequently temporarily suspended our controlled commercial launch in November 2014, as we shifted our focus to improved performance based on surgeon feedback and in April 2015, we resumed our controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. While we continue this controlled commercial launch, our goal is to complete product improvements on the MicroCutter XCHANGE 30 combo device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges. To further expand the use of our MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance. We have limited the development of other products in our planned microcutter product line until the development and commercialization of the MicroCutter XCHANGE 30 have been completed.

We are attempting to expand in the international market of our MicroCutter XCHANGE 30 with additional selected regualtory filings. We also submitted our MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of our MicroCutter XCHANGE 30 and, if we receive approval, anticipate launching it in Canada. In addition, in August 2013, our exclusive distributor in Japan, Century Medical, Inc., or Century, filed for regulatory approval of our MicroCutter XCHANGE 30 cartridges with the PMDA in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a LCP to IXEF, and recently received approval in August 2015, to market in Japan.

MicroCutter FLEXCHANGE Planned Product

The MicroCutter *FLEXCHANGE* name refers to the planned cartridge-based microcutter product with a flexible shaft that will also include our proprietary "staple-on-a-strip" technology. The only product currently planned with this feature is the MicroCutter *FLEXCHANGE 30* with a 30 mm staple line length. We expect this product would be the first and only 5 mm stapling device available

on the market with a flexible shaft and, if developed, would be developed with up to 80 degrees of articulation as currently there are no other products on the market that have these characteristics. This device is planned to facilitate endoscopic procedures requiring cutting and stapling.

Microcutter Technology License Agreement

On August 16, 2010, we entered into a license agreement with Intuitive Surgical Operations, Inc., or Intuitive Surgical, pursuant to which we granted to Intuitive Surgical a worldwide, sublicenseable, exclusive license to use our intellectual property in the robotics field in diagnostic or therapeutic medical procedures, excluding vascular anastomosis applications, referred to as the License Agreement. In consideration for this license, we received an up-front license fee of $9.0 million. Each party has the right to terminate the License Agreement in the event of the other party's uncured material breach or bankruptcy. Following any termination of the License Agreement, the licenses granted to Intuitive Surgical will continue, and, except in the case of termination for our or Intuitive Surgical's uncured material breach or insolvency, Intuitive Surgical's payment obligations will continue as well. Under the License Agreement, Intuitive Surgical has rights to improvements in our technology and intellectual property over a specified period of time.

Microcutter Product Sales and Marketing

Total product sales of our MicroCutter XCHANGE 30 were $0.7 million, $0.5 million and $0.2 million, for fiscal years ended June 30, 2015, 2014 and 2013, respectively, representing 23%, 14% and 5% of total revenues for fiscal years ended June 30, 2015, 2014 and 2013, respectively.

United States

We have launched the MicroCutter XCHANGE 30 to a limited number of targeted clinical sites in the United States. We plan to learn from these sites the time and training required to achieve routine clinical adoption of the MicroCutter XCHANGE 30. We will base a broader launch of the MicroCutter XCHANGE 30 on our experience from this limited product introduction. Over subsequent quarters, our plan is to hire sales representatives. As part of our controlled commercial launch, we made our first commercial sale of the MicroCutter XCHANGE 30 to a hospital in the United States in March 2014, and subsequently temporarily suspended our controlled commercial launch in November 2014, as we shifted our focus to improved performance based on surgeon feedback. In April 2015, we resumed our controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. While we continue this controlled commercial launch, our goal is to complete product improvements on the MicroCutter XCHANGE 30 combo device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges. To further expand the use of our MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance. Total U.S. product sales of our MicroCutter XCHANGE 30 systems since the March 2014 introduction were $0.5 million and $0.2 million, for fiscal years ended June 30, 2015 and 2014, respectively, representing 17% and 6% of total revenue, for the fiscal years ended June 30, 2015 and 2014, respectively.

International

We are targeting our sales and marketing efforts in Europe on selected thoracic and general surgery surgeons and hospitals. We plan to expand to other video-assisted thorascopic surgery, or VATS, hospitals and surgeons in other geographies as we gain more experience with this effort in Europe. As we are able to apply the CE Mark to additional products in our microcutter product line and are able to gain more adoption of our products, we plan to introduce these additional products to a limited number of targeted clinical sites, similar to our December 2012 introduction of our MicroCutter XCHANGE 30 in Europe. We signed a distribution agreement with Century with respect to distribution of our planned microcutter products in Japan. Century is responsible for securing regulatory approval from the Ministry of Health in Japan. After approval for marketing in Japan, we plan to sell microcutter units to Century, who would then sell the microcutter devices to their customers in Japan. In August 2013, Century filed for regulatory approval of our MicroCutter XCHANGE 30 cartridges with the PMDA in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a LCP to IXEF, and recently received approval in August 2015, to market in Japan. We also submitted our MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of our MicroCutter XCHANGE 30 and, if we receive approval, anticipate launching it in Canada.

Total international product sales of our MicroCutter XCHANGE 30 systems were $0.2 million, $0.3 million and $0.2 million for fiscal years ended June 30, 2015, 2014 and 2013 respectively, representing 7%, 8% and 5% of total revenue, for fiscal years ended June 30, 2015, 2014 and 2013, respectively.

MicroCutter Competition

The MicroCutter XCHANGE 30 competes, and our other planned products in the microcutter product line if they receive regulatory clearance and are successfully launched would compete, in the market for stapling and cutting devices against laparoscopic stapling and sealing devices currently marketed around the world. We believe the principal competitive factors in the market for laparoscopic staplers include:

- reduced product size;
- ease of use;
- product quality and reliability;
- device cost-effectiveness;
- degree of articulation;
- surgeon relationships; and
- sales and marketing capabilities.

Two large competitors, Ethicon Endo-Surgery, part of Johnson & Johnson, and Covidien, now part of Medtronic, currently control more than 80% of this market. Other large competitors in the laparoscopic device market include Stryker Endoscopy and Olympus, which acquired another competitor, Gyrus Medical. Ethicon Endo-Surgery and Covidien, which acquired a small competitor, Power Medical, each have large direct sales forces in the United States and have been the largest participants in the market for single use disposable laparoscopic stapling devices for many years. Competing against large established competitors with significant resources may make establishing a market for any products that we develop difficult and the failure to establish a market for our products would have a material adverse effect on our business. A private company, JustRight Surgical, LLC, is developing smaller surgical instruments and has announced FDA 510(k) clearance for a 5 millimeter stapler that could be considered competitive with our stapling products, but is more limited in availability of staple sizes and articulation compared to the MicroCutter XCHANGE 30. Further, we may also face additional competition from generic surgical stapling products similar to currently commercially available products following expiration of patents on our competitors' products.

Our Cardiac Solutions

We design, manufacture and market proprietary automated anastomotic systems used by surgeons to perform anastomoses during on- or off-pump CABG procedures. We believe that by enabling consistent and reliable anastomoses of the vessels at this most critical step in CABG surgery through a fast, automated process, our products can improve the quality and consistency of these anastomoses, which we believe will ultimately contribute to improved patient outcomes. We have designed our products to meet the needs of surgeons, including:

- ***Physiological features.*** Our clips use medical grade stainless steel that is identical to that used in conventional coronary stents, which is known to be compatible with the human body (in the absence of allergies to certain components of medical grade stainless steel). Our products minimize trauma to both the graft and target vessel during loading and deployment, thereby reducing the risk of scar formation and associated narrowings or occlusions. Additionally, our PAS-Port system can be used without clamping the aorta, which has been shown to be a cause of adverse events, including neurological complications. In addition, our C-Port system creates compliant anastomoses, which potentially allow the shape and size of the anastomosis to adapt to changes in flow and blood pressure.

- ***Handling features.*** Our anastomotic systems can create anastomoses more rapidly than hand suturing, resulting in a surgical procedure that can be performed more quickly. For example the PAS-Port system can be set-up and deployed in approximately three minutes compared with approximately ten to 25 minutes for a hand-sewn anastomosis. In addition, the system is easy to use, typically requiring only a few hours of training to become technically proficient in the technique. The C-Port system is compatible with coronary arteries as small as 1.3 millimeters in internal diameter, which is typically the lower limit of target vessels considered to be candidates for revascularization. The C-Port system can also be deployed at various angles, allowing access to all coronary targets during both on- and off-pump procedures. Both the C-Port system and the PAS-Port system are designed as integrated products, where all steps necessary to create an anastomosis are performed by a single tool, with one user interface. The need for target vessel preparation is minimal for the PAS-Port system, a feature that is especially important in patients undergoing a second or third coronary bypass procedure with the presence of significant scarring in and around the heart and aorta.

- ***Standardized results.*** Our products enable consistent, reproducible anastomoses, largely independent of surgical technique and skill set, using a wide range in quality of graft tissues. In comparison with hand-sewn sutures, our systems offer mechanically-governed repeatability and reduced procedural complexity.

- ***Reduced costs.*** Because our products can help to expedite the CABG procedure, we believe that they may contribute to reduced operating room time and a reduction in associated expenses, partially offset by the increased direct cost of our products compared to current alternatives, such as sutures. Additionally, our C-Port system creates anastomoses rapidly and does not require the interruption of blood flow. This may reduce some of the technical challenges inherent in performing anastomosis in off-pump procedures, which may advance adoption of the off-pump approach. By helping more surgeons perform off-pump CABG, the need for a costly pump may also be reduced or eliminated, thereby potentially reducing the total direct costs of the procedure. The C-Port Flex A allows the surgeon to perform coronary revascularization through small openings in the chest wall, thereby reducing the trauma and morbidity associated with the CABG procedure, which therefore may help reduce costs by reducing the time to patient discharge. Finally, to the extent complications such as strokes or injury to the heart muscle decrease, post-operative costs of a CABG procedure may be significantly reduced.

Our Cardiac Products

We currently market three proprietary products to perform anastomoses, the C-Port xA system, the C-Port Flex A system and the PAS-Port system. The C-Port systems automate a distal anastomosis between the graft vessel and target artery. The C-Port xA system was developed to use veins and arteries as the bypass graft vessel and received 510(k) clearance in November 2006. A new generation of the C-Port xA system, the C-Port Flex A system, designed to further enable minimally invasive CABG surgery, received 510(k) clearance in March 2007. Each of our C-Port systems has received the CE Mark for sales in Europe. As of June 30, 2015, we had sold an aggregate of nearly 14,700 units of all the versions of our C-Port systems. The PAS-Port system automates the performance of a proximal anastomosis between a graft vessel, typically a saphenous vein, and the aorta. The PAS-Port system received 510(k) clearance in September 2008 following successful completion of a prospective, international, randomized study. Our PAS-Port system also has received the CE Mark. The PAS-Port system is marketed in the United States, Europe and Japan. As of June 30, 2015, over 40,800 PAS-Port systems had been sold, primarily in Japan and the United States.

C-Port® Distal Anastomosis Systems

C-Port® xA Anastomosis System

Our C-Port xA Distal Anastomosis System, which may be used in either on- or off-pump CABG procedures, is designed to perform an end-to-side distal anastomosis by attaching the end of a bypass graft to a coronary artery downstream of an occlusion or narrowing. The C-Port xA system is inserted in a small incision in the coronary artery with a bypass graft vessel attached to the device. The C-Port xA system is actuated by depressing a trigger which activates a manifold powered by a cylinder of compressed carbon dioxide to provide smooth actuation. Miniature stainless steel staples are deployed to securely attach the bypass graft to the coronary artery and at the same time a miniature knife completes an opening inside the coronary artery to complete the bypass. After deployment, the C-Port system is removed from the coronary artery and the entry incision is closed typically with a single stitch. Our C-Port xA system is effective in creating compliant anastomoses in vessels as small as 1.3 millimeters in internal diameter. In addition, the C-Port xA system has been designed to:

- perform an end-to-side anastomosis without interruption of native coronary blood flow, which is not possible in a conventional hand-sewn anastomosis during off-pump surgery without the use of a temporarily placed vascular shunt;

- achieve nearly complete alignment of the natural blood lining surfaces of the coronary artery and the bypass graft to minimize scarring and potential occlusion of the anastomosis;

- minimize the amount of foreign material in the blood stream that may cause clotting and subsequent graft failure; and

- be suitable for all grafts typically used in CABG procedures with wall thicknesses of less than or equal to 1.4 millimeters.

C-Port® Flex A Anastomosis System

The C-Port Flex A system includes modifications to the C-Port xA system that are designed to enable automated anastomoses to be performed as part of minimally invasive and robot-facilitated CABG procedures. The C-Port Flex A system includes all of the features and benefits of the C-Port xA system and has a flexible, rather than rigid, shaft. The flexible shaft is designed to allow the working end of the device that creates the anastomosis to be inserted through a 14-millimeter diameter port to access the chest cavity and heart. The device is designed to be loaded with the bypass graft vessel inside or outside the chest cavity and deployed to create the anastomosis to the coronary artery. This product is designed to enable technology for completion of robotically assisted, including endoscopic, CABG

surgery through four or five relatively small incisions between the ribs. Avoiding both the incision through the sternum and the use of the pump should significantly reduce patient trauma and accelerate post-operative recovery.

PAS-Port® Proximal Anastomosis System

Our PAS-Port system is a fully automated device used to perform an end-to-side proximal anastomosis between a saphenous vein and the aorta. To complete a proximal anastomosis, the cardiac surgeon simply loads the bypass graft vessel into the PAS-Port system, places the end of the delivery device against the aorta and turns the knob on the opposite end of the delivery tool. The device first creates an opening in the aorta and subsequently securely attaches the bypass graft to the aortic wall, using a medical grade stainless steel implant that is formed into its final shape by the delivery tool. The innovative design of the PAS-Port system allows the surgeon to load the bypass graft and rapidly complete the anastomosis, typically in approximately three minutes, with little or no injury to the bypass graft vessel or the aorta.

An important advantage of our PAS-Port system is that, in contrast to conventional hand-sewn proximal anastomoses, the vascular connections created can be performed without clamping the aorta, potentially avoiding associated risks, such as neurological complications. Surgeons use our PAS-Port system in conventional CABG procedures and in OPCAB. Similar to hand-sewn anastomosis, anastomoses completed using our PAS-Port system occasionally require additional stitches intra-operatively to obtain hemostasis (absence of bleeding in the anastomosis site). These additional stitches may be required intra-operatively in an individual anastomosis depending on the quality of the target and graft vessels, adequacy of target site preparation and quality of the loading of the graft to the deployment cartridge.

Cardiac Product Sales and Marketing

United States

Our cardiac products focus on the needs of cardiovascular surgeons worldwide. We have an agreement with an independent medical device manufacturers' representatives group to sell our products domestically. We utilize this manufacturers' representatives group who carries other cardiac surgery products, are clinically knowledgeable and are capable of training cardiac surgeons on the use of our products and proctoring initial cases in the operating room.

International

We currently distribute our PAS-Port system in Japan through our exclusive distributor, Century, pursuant to a distribution agreement entered into in June 2003, which has been subsequently amended. The latest amendment, effective July 1, 2014, among other things, extended the term of the distribution agreement for another five years, extending the expiration date to July 31, 2019.

For the fiscal years ended June 30, 2015, 2014 and 2013, sales to Century accounted for approximately 28%, 29% and 29%, respectively, of our total revenue and approximately 28%, 30% and 33%, respectively, of our product sales. As of June 30, 2015, Century had trained over 700 Japanese cardiac surgeons in over 350 hospitals. Century has a direct sales organization of approximately 28 representatives who are responsible for the development of the anastomotic device market and directly contact cardiac surgeons. Century provides clinical training and support for end-users in Japan. We provide Century with promotional support, ongoing clinical training, representation at trade shows and guidance in Century's sales and marketing efforts. Our agreement with Century pertaining to the PAS-Port system, as amended, expires in July 2019, but automatically renews for an additional five-year term if Century meets certain sales milestones. Either party may terminate this agreement if the other party defaults in performance of material obligations and such default is not cured within a specified period or if the other party becomes insolvent or subject to bankruptcy proceedings. In addition, we may terminate the agreement within 90 days following a change of control by payment of a specified termination fee.

For the fiscal years ended June 30, 2015, 2014 and 2013, sales to Herz-Und Diabeteszentrum in Germany, a customer for our C-Port and PAS-Port systems, accounted for approximately 10%, 12% and 7%, respectively, of our total revenue and approximately 10%, 12% and 8%, respectively, of our product sales.

Total product sales of our C-Port and PAS-Port systems were $2.2 million, $3.0 million and $2.9 million, for fiscal years ended June 30, 2015, 2014 and 2013, respectively. Total product sales of our C-Port and PAS-Port systems represented 74%, 83% and 83% of total revenues for fiscal years ended June 30, 2015, 2014 and 2013, respectively.

We are continuing to sell to selected international customers and will continue to evaluate further opportunities to expand our distribution network in Europe and in other parts of the world where the healthcare economics are conducive to the introduction and adoption of new medical device technologies.

Cardiac Product Competition

The market for medical devices used in the treatment of coronary artery disease is intensely competitive, subject to rapid change, and significantly affected by new product introductions and other market activities of industry participants. We believe the principal competitive factors in the market for medical devices used in the treatment of coronary artery disease include:

- improved patient outcomes;
- access to and acceptance by leading physicians;
- product quality and reliability;
- ease of use;
- device cost-effectiveness;
- training and support;
- novelty;
- physician relationships; and
- sales and marketing capabilities.

There are numerous potential competitors in the medical device, biotechnology and pharmaceutical industries, such as Maquet Cardiovascular LLC, formerly the cardiac surgery division of Boston Scientific Corporation, Edwards Lifesciences Corporation, Johnson & Johnson, Inc., Abbott Laboratories, which acquired an additional division of Guidant Corporation, and Medtronic, Inc., that are targeting the treatment of coronary artery disease broadly. Each of these companies has significantly greater financial, clinical, manufacturing, marketing, distribution and technical resources and experience than we have. In addition, new companies have been, and are likely to continue to be, formed to pursue opportunities in our market.

The landscape of active competitors in the market for anastomotic solutions is currently limited. Several companies market systems designed to facilitate or stabilize proximal anastomoses, such as Maquet Cardiovascular's Heartstring Aortic Occluder and Novare Surgical Systems' Enclose anastomotic assist device. Our PAS-Port system is the only commercially available automated proximal anastomosis device.

Our C-Port systems are the only automated anastomosis devices for distal anastomosis cleared for marketing in the United States. The only currently marketed facilitating device for distal anastomosis is the U-Clip, which substitutes clips for sutures, but still requires manual application of typically 12 to 14 individually placed clips per anastomosis by the surgeon.

Currently, the vast majority of anastomoses are performed with sutures and, for the foreseeable future, sutures will continue to be the principal competitor for alternative anastomotic solutions. The direct cost of sutures used for anastomoses in CABG procedures is far less expensive than the direct cost of automated anastomotic systems, and surgeons, who have been using sutures for their entire careers, have been reluctant to consider alternative technologies, despite potential advantages.

In addition, cardiovascular diseases may also be treated by other methods that do not require anastomoses, including interventional techniques such as balloon angioplasty and use of drug-eluting stents, pharmaceuticals, atherectomy catheters and lasers. Further, technological advances with other therapies for cardiovascular disease such as drugs, local gene therapy or future innovations in cardiac surgery techniques could make other methods of treating this disease safer, more effective or less expensive than CABG procedures.

Manufacturing

Our manufacturing operations, sterile products manufacturing, assembly, packaging, storage and shipping, as well as our research and development laboratories and administrative activities all take place at our headquarters facility. Our lease expires on August 31, 2018, with the option to extend for a period of three years beyond the expiration date. We believe that our current facilities will be sufficient to meet our manufacturing needs for at least the next few years.

We believe our manufacturing operations are in compliance with regulations mandated by the FDA and the European Union. Our facility is International Standards Organization, or ISO, 13485:2003 certified. In connection with our CE mark approval and compliance with European quality standards, our facility was initially certified in June 2002 and has been inspected annually thereafter.

There are a number of critical components and sub-assemblies required for manufacturing the microcutter product line and C-Port and PAS-Port systems that we purchase from third-party suppliers. The vendors for these materials are qualified through stringent evaluation and monitoring of their performance over time. We audit our critical component manufacturers on a regular basis and at varied intervals based on the nature and complexity of the components they provide and the risk associated with the components' failure.

We use or rely upon sole source suppliers for certain components and services used in manufacturing our products, and we utilize materials and components supplied by third parties, with whom we do not have any long-term contracts. Many suppliers have ceased supplying materials for use in implantable medical devices. We cannot quickly establish additional or replacement suppliers for certain components or materials, due to both the complex nature of the manufacturing processes employed by our suppliers and the time and effort that may be required to obtain FDA clearance or other regulatory approval to use materials from alternative suppliers. Any significant supply interruption or capacity constraints affecting our facilities or those of our suppliers would affect our ability to manufacture and distribute our products.

Third-Party Reimbursement

Sales of medical products are increasingly dependent in part on the availability of reimbursement from third-party payors such as government and private insurance plans. In the United States, as well as in foreign countries, government-funded or private insurance programs, commonly known as third-party payors, pay the cost of a significant portion of a patient's medical expenses. Successful sales of our products will depend on the availability of adequate reimbursement from third-party payors. No uniform policy of coverage or reimbursement for medical technology exists among all these payors. Therefore, coverage and reimbursement can differ significantly from payor to payor.

Hospitals and other healthcare providers that purchase medical devices, such as the ones that we manufacture, rely on third-party payors to pay for all or part of the costs and fees associated with the procedures performed with these devices. The existence of adequate reimbursement for the procedures performed with our MicroCutter and cardiac surgery products by government and private insurance plans are central to acceptance of our current and future products. We may be unable to sell our products on a profitable basis if third-party payors deny coverage or reduce their current levels of payment, or if our costs of production increase faster than increases in reimbursement levels.

Many private payors use coverage decisions and payment amounts determined by the Centers for Medicare and Medicaid Services, or CMS, which administers the Medicare program, as guidelines in setting their reimbursement policies. Future action by CMS or other government agencies may diminish payments to physicians, outpatient centers and hospitals. Those private payors that do not follow the Medicare guidelines may adopt different reimbursement policies for procedures performed with our products. For some governmental programs, such as Medicaid, reimbursement differs from state to state, and some state Medicaid programs may not pay for the procedures performed with our products in an adequate amount, if at all.

Once a device has received approval or clearance for marketing by the FDA, there is no assurance that Medicare will cover the device and related services. In some cases, CMS may place certain restrictions on the circumstances in which coverage will be available. In making such coverage determinations, CMS considers, among other things, peer-reviewed publications concerning the effectiveness of the technology, the opinions of medical specialty societies, input from the FDA, the National Institutes of Health, and other government agencies. We cannot assure you that our microcutter products and/or our cardiac surgery products will be covered by Medicare and other third-party payors. Limited coverage of our products could have a material adverse effect on our business, financial condition and results of operations.

In general, Medicare makes a predetermined, fixed payment amount for its beneficiaries receiving covered inpatient services in acute care hospitals. This payment methodology is part of the inpatient prospective payment system, or IPPS. For acute care hospitals, under IPPS, payment for an inpatient stay is based on diagnosis-related groups, or DRGs, which include reimbursement for all covered medical services and medical products that are provided during a hospital stay. Additionally, a relative weight is calculated for each individual DRG which represents the average resources required to care for cases in that particular DRG relative to the average resources required to treat cases in all DRGs. Generally, DRG relative weights are adjusted annually to reflect changes in medical practice in a budget neutral manner.

CMS has made no decisions with respect to DRG assignment when patients undergo thoracic, bariatric, colorectal, general or CABG procedures in which our microcutter or cardiac surgery products would be used, and there can be no assurance that the DRG to which such patients will be assigned will result in Medicare payment levels that are considered by hospitals to be adequate to support purchase of our products.

As is the case with other endoscopic stapling devices available in the U.S. today, we do not anticipate that our microcutter products will be reimbursed separately by third-party payors. Our cardiac surgery technologies bring added direct costs to medical providers and may not be reimbursed separately by third-party payors at rates sufficient to allow us to sell our products on a competitive and profitable basis. Many private payors look to CMS in setting their reimbursement policies and payment amounts. If CMS or other agencies limit

coverage and decrease or limit reimbursement payments for hospitals and physicians, this may affect coverage and reimbursement determinations by many private payors.

Coverage and reimbursement therefore depend on our ability to demonstrate the short-term and long-term clinical and cost-effectiveness of our products from the results we obtain from clinical experience and formal clinical studies. We have not collected, and are not aware that others have collected, long-term data regarding efficacy, safety and clinical outcomes associated with the use of our microcutter products.

For classification of physician services, the American Medical Association, referred to as the AMA, has developed a coding system known as the Current Procedural Terminology, or CPT. CPT codes are established by the AMA and adopted by the Medicare program in the Healthcare Common Procedure Coding System, to describe and develop payment amounts for physician services. Physician services are reimbursed by Medicare based on a physician fee schedule whereby payment is based generally on the number of "relative value units" assigned by CMS to the service furnished by the physician. No decision has been made concerning whether existing CPT codes would be appropriate for use in coding thoracic, bariatric, colorectal, general or CABG procedures when our products are used or if new CPT codes and payment are required. We cannot assure you that codes used for submitting claims for procedures using our products will result in incremental payment to physicians. CPT codes are used by many other third-party payors in addition to Medicare. Failure by physicians to receive what they consider to be adequate reimbursement for procedures in which our products are used could have a material adverse effect on our business, financial condition and results of operations.

Our international success will depend upon the availability of reimbursement within prevailing foreign healthcare payment systems. Reimbursement and healthcare payment systems in international markets vary significantly by country and include both government-sponsored healthcare and private insurance.

All third-party reimbursement programs, whether government funded or insured commercially, whether inside the United States or outside, are developing increasingly sophisticated methods of controlling healthcare costs through prospective reimbursement and capitation programs, group purchasing, redesign of benefits, second opinions required prior to major surgery, careful review of bills, encouragement of healthier lifestyles and exploration of more cost-effective methods of delivering healthcare. These types of programs and legislative changes to reimbursement policies could potentially limit the amount which healthcare providers may be willing to pay for medical devices.

As the portion of the United States population over age 65 and eligible for Medicare continues to grow we may be more vulnerable to reimbursement limitations imposed by CMS. Furthermore, the healthcare industry in the United States has experienced a trend toward cost containment as government and private insurers seek to control healthcare costs by imposing lower payment rates and negotiating reduced contract rates with service providers. Therefore, we cannot be certain that the procedures performed with our products will be adequately reimbursed.

Research and Development

As of June 30, 2015, we had 15 employees in our research and development department. Future research and development efforts will involve development of the microcutter in a variety of formats that accommodate different staple sizes and staple line lengths and different tool form factors, such as flexible versus rigid shafts, cartridges with a curved plastic tip at the distal end to facilitate surgeon vision and access for vascular surgical procedures, and a shorter shaft to facilitate certain surgeries. We are also exploring the development of other products that can be derived from our core technology platform and intellectual property. Research and development expenses for fiscal years ended June 30, 2015, 2014 and 2013 were $7.3 million, $6.9 million and $9.1 million, respectively. We expect research and development expenses to increase slightly in absolute dollar terms in fiscal year 2016 due to the clinical trial, product testing and the tooling expenses relating to the improved MicroCutter XCHANGE 30.

Patents and Intellectual Property

We believe our competitive position will depend significantly upon our ability to protect our intellectual property. Our policy is to seek to protect our proprietary position by, among other methods, filing U.S. and foreign patent applications related to our technology, inventions and improvements that are important to the development of our business. As of June 30, 2015, we had 142 issued U.S. patents, of which 41 are related to our microcutter products, 66 additional U.S. patent applications, of which 47 are related to our microcutter products, 16 issued foreign patents, of which eight are related to our microcutter products, and another 35 patent applications filed in select international markets, all of which are related to our microcutter products. Our issued patents expire between 2018 and 2033, with the issued patents related to our microcutter products expiring between 2027 and 2033.

We also rely upon trade secrets, technical know-how and continuing technological innovation to develop and maintain our competitive position. We typically require our employees, consultants and advisors to execute confidentiality and assignment of inventions agreements in connection with their employment, consulting or advisory relationships with us. There can be no assurance, however, that these agreements will not be breached or that we will have adequate remedies for any breach. Furthermore, no assurance can be given that

competitors will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our proprietary technology, or that we can meaningfully protect our rights in unpatented proprietary technology.

Patent applications in the United States and in foreign countries are maintained in secrecy for a period of time after filing, which results in a delay between the actual discoveries and the filing of related patent applications and the time when discoveries are published in scientific and patent literature. Patents issued and patent applications filed relating to medical devices are numerous, and there can be no assurance that current and potential competitors and other third parties have not filed or in the future will not file applications for, or have not received or in the future will not receive, patents or obtain additional proprietary rights relating to products, devices or processes used or proposed to be used by us. We are aware of patents issued to third parties that contain subject matter related to our technology. We believe that the technologies we employ in our products and systems do not infringe the valid claims of any such patents. There can be no assurance, however, that third parties will not seek to assert that our devices and systems infringe their patents or seek to expand their patent claims to cover aspects of our products and systems.

The medical device industry, in general, and the industry segment that includes products for the treatment of cardiovascular disease in particular, has been characterized by substantial litigation regarding patents and other intellectual property rights. Any such claims, regardless of their merit, could be time-consuming and expensive to respond to and could divert our technical and management personnel. We may be involved in litigation to defend against claims of infringement by other patent holders, to enforce patents issued to us, or to protect our trade secrets. If any relevant claims of third-party patents are upheld as valid and enforceable in any litigation or administrative proceeding, we could be prevented from practicing the subject matter claimed in such patents, or would be required to obtain licenses from the patent owners of each such patent, or to redesign our products, devices or processes to avoid infringement. There can be no assurance that such licenses would be available or, if available, would be available on terms acceptable to us or that we would be successful in any attempt to redesign our products or processes to avoid infringement. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing and selling our products, which would have a material adverse effect on our business, financial condition and results of operations. We intend to vigorously protect and defend our intellectual property. Costly and time-consuming litigation brought by us may be necessary to enforce patents issued to us, to protect trade secrets or know-how owned by us or to determine the enforceability, scope and validity of the proprietary rights of others. See “Risk Factors.”

Government Regulation

The FDA and other regulatory bodies extensively regulate the research, development, manufacture, labeling, distribution, import/export, sales and marketing of our products. Our current products are regulated by the FDA as medical devices, and we are required to obtain review and clearance or approval from the FDA prior to commercializing our devices in the United States.

FDA regulations govern nearly all of the activities that we perform, or that are performed on our behalf, to ensure that medical products distributed domestically or exported internationally are safe and effective for their intended uses. The activities that the FDA regulates include the following:

- product design, development and manufacture;
- product safety, testing, labeling and storage;
- pre-clinical testing in animals and in the laboratory;
- clinical investigations in humans;
- marketing applications, such as 510(k) notifications and Premarket Approval, or PMA, applications;
- record keeping and document retention procedures;
- advertising and promotion;
- product marketing, distribution and recalls; and
- post-marketing surveillance and medical device reporting, including reporting of deaths, serious injuries, device malfunctions or other adverse events.

FDA’s Premarket Clearance and Approval Requirements. Unless an exemption applies, each medical device distributed commercially in the United States will require either prior 510(k) clearance or PMA from the FDA. The FDA classifies medical devices into one of three classes. Class I devices are subject to only general controls, such as establishment registration and device listing, labeling, medical device reporting, and prohibitions against adulteration and misbranding. Class II medical devices generally require prior 510(k)

clearance before they may be commercially marketed in the United States. The FDA will clear marketing of a medical device through the 510(k) process if the FDA is satisfied that the new product has been demonstrated to be substantially equivalent to another legally marketed device, or predicate, device, and otherwise meets the FDA's requirements. Class II devices are also subject to general controls and may be subject to performance standards and other special controls. Devices deemed by the FDA to pose the greatest risk, such as life-sustaining, life-supporting or implantable devices, or devices deemed not substantially equivalent to a predicate device, are placed in Class III, generally requiring submission of a PMA supported by clinical trial data.

510(k) Clearance Pathway. To obtain 510(k) clearance, we must submit a notification to the FDA demonstrating that our proposed device is substantially equivalent to a predicate device, i.e., a device that was in commercial distribution before May 28, 1976, a device that has been reclassified from Class III to Class I or Class II, or a 510(k)-cleared device. The FDA's 510(k) clearance process generally takes from three to twelve months from the date the application is submitted, but can take significantly longer. If the FDA determines that the device, or its intended use, is not substantially equivalent to a previously-cleared device or use, the device is automatically placed into Class III, requiring the submission of a PMA. Any modification to a 510(k)-cleared device that would constitute a major change in its intended use, design or manufacture, requires a new 510(k) clearance and may even, in some circumstances, require a PMA, if the change raises complex or novel scientific issues. The FDA requires every manufacturer to make the determination regarding the need for a new 510(k) submission in the first instance, but the FDA may review any manufacturer's decision. If the FDA disagrees with a manufacturer's determination, the FDA can require the manufacturer to cease marketing and/or recall the device until 510(k) clearance or PMA is obtained. If the FDA requires us to seek 510(k) clearance or PMAs for any modifications, we may be required to cease marketing and/or recall the modified device, if already in distribution, until 510(k) clearance or PMA is obtained and we could be subject to significant regulatory fines or penalties. The availability of the 510(k) pathway for our product candidates and the timing and data burden required to obtain 510(k) clearance could be adversely impacted by ongoing attempts to reform the 510(k) system. Furthermore, our products could be subject to voluntary recall if we or the FDA determines, for any reason, that our products pose a risk of injury or are otherwise defective. Moreover, the FDA can order a mandatory recall if there is a reasonable probability that our device would cause serious adverse health consequences or death. Delays in receipt or failure to receive clearances or approvals, the loss of previously received clearances or approvals, or the failure to comply with existing or future regulatory requirements could reduce our sales, profitability and future growth prospects.

Premarket Approval Pathway. A PMA must be submitted to the FDA if the device cannot be cleared through the 510(k) process. The PMA process is much more demanding than the 510(k) notification process. A PMA must be supported by extensive data, including but not limited to data obtained from preclinical or clinical studies or relating to manufacturing and labeling to demonstrate to the FDA's satisfaction the safety and effectiveness of the device.

After a PMA submission is complete, the FDA begins an in-depth review, which generally takes between one and three years, but may take significantly longer. During this review period, the FDA will typically request additional information or clarification of the information already provided. Also, an advisory panel of experts from outside the FDA may be convened to review and evaluate the application and provide recommendations to the FDA as to the approvability of the device. The FDA may or may not accept the panel's recommendation. In addition, the FDA will conduct a pre-approval inspection of the manufacturing facility to ensure compliance with Quality System Regulation, or QSR. New PMA applications or PMA supplements are required for significant modifications to the device, including, for example, certain types of modifications to the device's indication for use, manufacturing process, labeling and design. PMA supplements often require submission of the same type of information as a PMA application, except that the supplement is limited to information needed to support any changes from the device covered by the original PMA application and may not require as extensive clinical data or the convening of an advisory panel.

Clinical Trials. Clinical trials are generally required to support a PMA application and are sometimes required for 510(k) clearance. To perform a clinical trial in the United States for a significant risk device, prior submission of an application for an Investigational Device Exemption, or IDE, to the FDA is required. An IDE amendment must also be submitted before initiating a new clinical study under an existing IDE, such as initiating a pivotal trial following the conclusion of a feasibility trial. The IDE application must be supported by appropriate data, such as animal and laboratory testing results, and any available data on human clinical experience, showing that it is safe to test the device in humans and that the testing protocol is scientifically sound. The animal and laboratory testing must meet the FDA's good laboratory practice requirements.

The IDE and any IDE supplement for a new trial must be approved in advance by the FDA for a specific number of patients. Clinical trials conducted in the United States for significant risk devices may not begin until the IDE application or IDE supplement is approved by the FDA and the appropriate institutional review boards, or IRBs, overseeing the welfare of the research subjects and responsible for that particular clinical trial. If the product is considered a non-significant risk device under FDA regulations, only the patients' informed consent and IRB approval are required. Under its regulations, the agency responds to an IDE or an IDE amendment for a new trial within 30 days. The FDA may approve the IDE or amendment, grant an approval with certain conditions, or identify deficiencies and request additional information. It is common for the FDA to require additional information before approving an IDE or amendment for a new trial, and thus final FDA approval on a submission may require more than the initial 30 days. The FDA may also require that a small-scale feasibility study be conducted before a pivotal trial may commence. In a feasibility trial, the FDA limits the number of patients, sites

and investigators that may participate. Feasibility trials are typically structured to obtain information on safety and to help determine how large a pivotal trial should be to obtain statistically significant results.

Clinical trials are subject to extensive recordkeeping and reporting requirements. Our clinical trials must be conducted under the oversight of an IRB for the relevant clinical trial sites and must comply with FDA regulations, including but not limited to those relating to good clinical practices. We are also required to obtain the patients' informed consent in form and substance that complies with both FDA requirements and state and federal privacy and human subject protection regulations. We, the FDA or the IRB may suspend a clinical trial at any time for various reasons, including a belief that the risks to study subjects outweigh the anticipated benefits. Even if a trial is completed, the results of clinical testing may not adequately demonstrate the safety and efficacy of the device or may otherwise not be sufficient to obtain FDA approval to market the product in the United States. Similarly, in Europe the clinical study must be approved by a local ethics committee and in some cases, including studies with high-risk devices, by the ministry of health in the applicable country.

We received 510(k) clearances from the FDA in January 2014, for use of the MicroCutter XCHANGE 30 and blue cartridge, and for the white cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. To further expand the use of our MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures, which 510(k) submission has not yet received clearance from FDA. The MicroCutter XCHANGE 30 may serve as the predicate device for subsequent iterations and product line extensions.

Any products or product enhancements that we develop that require regulatory clearance, including enhancements to the MicroCutter XCHANGE 30, may not be cleared on the timelines that we currently anticipate, if cleared at all. Any new products or any product enhancements that we develop may not be subject to the shorter 510(k) clearance process, but may instead be subject to the more lengthy PMA requirements.

Pervasive and Continuing Regulation. There are numerous regulatory requirements governing the approval and marketing of a product. These include:

- product listing and establishment registration, which helps facilitate FDA inspections and other regulatory action;
- QSR, which requires manufacturers, including third-party manufacturers, to follow stringent design, testing, control, documentation and other quality assurance procedures during all aspects of the manufacturing process;
- labeling regulations and FDA prohibitions against the promotion of products for uncleared, unapproved or off-label use or indication;
- clearance or approval of product modifications that could significantly affect safety or efficacy or that would constitute a major change in intended use;
- medical device reporting regulations, which require that manufacturers comply with FDA requirements to report if their device may have caused or contributed to an adverse event, a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur;
- post-approval restrictions or conditions, including post-approval study commitments;
- post-market surveillance regulations, which apply when necessary to protect the public health or to provide additional safety and effectiveness data for the device; and
- notices of correction or removal and recall regulations.

Advertising and promotion of medical devices are also regulated by the Federal Trade Commission and by state regulatory and enforcement authorities. Promotional activities for FDA-regulated products have been the subject of significant enforcement actions brought under healthcare reimbursement laws, "fraud and abuse" laws (such as those prohibiting kickbacks and false claims, discussed below), and consumer protection statutes, among other theories. In addition, under the federal Lanham Act and similar state laws, competitors and others can initiate litigation relating to advertising claims.

We have registered with the FDA as a medical device manufacturer. The FDA has broad post-market and regulatory enforcement powers. We are subject to unannounced inspections by the FDA to determine our compliance with the QSR, and other regulations, and these inspections may include the manufacturing facilities of our suppliers.

Failure by us or by our suppliers to comply with applicable regulatory requirements can result in enforcement action by the FDA or state authorities, which may include any of the following sanctions:

- warning letters, fines, injunctions, consent decrees and civil penalties;
- customer notifications, repair, replacement, refunds, recall or seizure of our products;
- operating restrictions, partial suspension or total shutdown of production;
- delay in processing marketing applications for new products or modifications to existing products;
- mandatory product recalls;
- withdrawing approvals that have already been granted; and
- criminal prosecution.

Fraud and Abuse and False Claims. We are directly and indirectly subject to various federal and state laws governing our relationship with healthcare providers and pertaining to healthcare fraud and abuse, including anti-kickback laws. In particular, the federal healthcare program Anti-Kickback Statute prohibits persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual, or the furnishing, arranging for or recommending a good or service, for which payment may be made in whole or part under federal healthcare programs, such as the Medicare and Medicaid programs. Penalties for violations include criminal penalties and civil sanctions such as fines, imprisonment and possible exclusion from Medicare, Medicaid and other federal healthcare programs. Where such activities involve foreign government officials, they may also potentially be subject to the Foreign Corrupt Practices Act. The Anti-Kickback Statute is broad and prohibits many arrangements and practices that are lawful in businesses outside of the healthcare industry. In implementing the statute, the Office of Inspector General of the U.S. Department of Health and Services, or OIG, has issued a series of regulations, known as the "safe harbors." These safe harbors set forth provisions that, if all their applicable requirements are met, will assure healthcare providers and other parties that they will not be prosecuted under the Anti-Kickback Statute. The failure of a transaction or arrangement to fit precisely within one or more safe harbors does not necessarily mean that it is illegal or that prosecution will be pursued. However, conduct and business arrangements that do not fully satisfy each applicable element of a safe harbor may result in increased scrutiny by government enforcement authorities, such as the OIG.

The Federal False Claims Act imposes civil liability on any person or entity who submits, or causes the submission of a false or fraudulent claim to the United States Government. Damages under the Federal False Claims Act can be significant and consist of the imposition of fines and penalties. Under certain circumstances, the Federal False Claims Act also allows a private individual or entity with knowledge of past or present fraud on the federal government to sue on behalf of the government to recover the civil penalties and up to treble damages. The U.S. Department of Justice on behalf of the government has successfully enforced the Federal False Claims Act against medical device manufacturers. Federal suits have alleged that pharmaceutical manufacturers whose marketing and promotional practices were found to have included the off-label promotion and/or the payment of prohibited kickbacks to doctors violated the Federal False Claims Act on the grounds that these prohibited activities resulted in the submission of claims to federal and state healthcare entitlement programs such as Medicaid, resulting in the payment of claims for the off-label use that was not otherwise covered. Such manufacturers have entered into settlements with the federal government under which they paid amounts and entered into corporate integrity agreements that require, among other things, substantial reporting and remedial actions.

State authorities may likewise seek to enforce the False Claims Act (and/or the state equivalents) against medical device manufacturers.

We believe that our marketing practices are not in violation of the laws mentioned above or their state equivalents, but we cannot assure you that individuals or enforcement authorities will not attempt to take action against us and, if such action were successful, we could be required to pay significant fines and penalties and change our marketing practices. Such enforcement could have a significant adverse effect on our ability to operate.

We engage in a variety of activities that are potentially regulated under these laws, including, for example, consulting arrangements with surgeons, grants for training and other education, grants for research, and other interactions with doctors. Failure to comply with applicable legal requirements could potentially result in substantial penalties to us and significant adverse effect on our ability to operate. Even if we structure our programs with the intent of compliance with such laws, there can be no certainty that we would not need to defend against enforcement or litigation, in light of the fact that there is significant enforcement interest in medical device manufacturers in the United States, and some of the applicable laws are quite broad in scope.

We may also be subject to various federal and state marketing expenditure tracking and reporting laws, such as the federal Physician Payments Sunshine Act, which generally require certain types of expenditures in the United States to be tracked and reported. Several

states have enacted legislation requiring pharmaceutical and medical device companies to establish marketing compliance programs. Compliance with such requirements may require investment in infrastructure to ensure that tracking is performed properly, and some of these laws result in the public disclosure of various types of payments and relationships.

International Regulation. International sales of medical devices are subject to foreign governmental regulations, which vary substantially from country to country. The time required to obtain certification or approval by a foreign country may be longer or shorter than that required for FDA clearance or approval, and the requirements may differ.

The primary regulatory body in Europe is the European Union, or EU, which has adopted numerous directives and has promulgated voluntary standards regulating the design, manufacture and labeling of and clinical trials and adverse event reporting for medical devices. Devices that comply with the requirements of a relevant directive will be entitled to bear CE conformity marking, indicating that the device conforms with the essential requirements of the applicable directives and, accordingly, can be commercially distributed throughout the member states of the European Union and other countries that comply with or mirror these directives. The method for assessing conformity varies depending upon the type and class of the product, but normally involves a combination of self-assessment by the manufacturer and a third-party assessment by a notified body, which is an independent and neutral institution appointed by a country to conduct the conformity assessment. This third-party assessment may consist of an audit of the manufacturer's quality system and specific testing of the manufacturer's device. Such an assessment is required for a manufacturer to commercially distribute the product throughout these countries. ISO 9001 and ISO 13845 certifications are voluntary standards. Compliance establishes the presumption of conformity with the essential requirements for the CE Mark. We have the authorization to affix the CE Mark to the PAS-Port and C-Port devices and to commercialize the devices in the European Union for coronary artery bypass grafting. We have received CE Mark certification for the MicroCutter XPRESS 30 and MicroCutter XCHANGE 30, in July 2011, and March 2012, respectively, and we expect to be able to apply the CE Mark to future devices within the microcutter product line that comply with the certified design and manufacturing processes in the same manner.

In Japan, medical devices must be approved prior to importation and commercial sale by the Ministry of Health, Labor and Welfare, or MHLW. Manufacturers of medical devices outside of Japan are required to utilize a contractually bound In-Country Caretaker, or ICC, to submit an application for device approval to the MHLW. The MHLW evaluates each device for safety and efficacy. As part of its approval process, the MHLW may require that the product be tested in Japanese laboratories. The approval process for products such as our existing anastomotic products is typically 13 to 14 months. Other medical devices may require a longer review period for approval. Once approved, the manufacturer may import the device into Japan for sale by the manufacturer's contractually bound importer or distributor.

After a device is approved for importation and commercial sale in Japan, the MHLW continues to monitor sales of approved products for compliance with labeling regulations, which prohibit promotion of devices for unapproved uses and reporting regulations and reporting of product malfunctions, including serious injury or death caused by any approved device. Failure to comply with applicable regulatory requirements can result in enforcement action by the MHLW, which may include fines, injunctions, and civil penalties, recall or seizure of our products, operating restrictions, partial suspension or total shutdown of sales in Japan, or criminal prosecution.

We have received approval from the MHLW to distribute our PAS-Port system in Japan. We will be required to submit applications with respect to all new products and product enhancements for review and approval by the MHLW. Our contract with Century, our distributor in Japan, has a multi-year term and is renewable for additional multi-year terms upon mutual agreement of the parties.

In addition to MHLW oversight, the regulation of medical devices in Japan is also governed by the Japanese Pharmaceutical Affairs Law, or PAL. Under PAL, manufacturers outside of Japan must now appoint a "primary distributor" located in Japan that holds a primary distributor license for medical devices to provide primary distribution services, including conducting quality assurance and safety control tasks for each product at the time an application for the approval of each such product is submitted to the MHLW. Century serves as the "primary distributor" for Cardica. We do not anticipate that these changes will have a material impact on our existing level of third-party reimbursement for sales of our products in Japan. Century filed for regulatory approval in August 2013, of our MicroCutter XCHANGE 30 cartridges with the Pharmaceuticals and Medical Devices Agency in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a LCP to IXEF, and recently received approval in August 2015, to market in Japan.

In Canada, medical devices are regulated by the Therapeutic Products Directorate of Health Canada ("TPD") and are licensed for sale through submission to the TPD. The timeline for approval is similar to that of the FDA's 510(k) process. As of January 2003, all new and existing class II, III and IV Medical Device Licenses ("MDL") in Canada also require a valid International Organization for Standardization (ISO), 13485 or ISO 13488 Quality System Certificate from a registrar recognized by the Canadian Medical Devices Conformity Assessment System ("CMDCAS"). In late 2014, we submitted our MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of our MicroCutter XCHANGE 30, and if we receive approval, anticipate launching it in Canada.

Employees

As of June 30, 2015, we had 44 employees, including 13 employees in manufacturing, 3 employees in sales and marketing, 5 employees in clinical, regulatory and quality assurance, 8 employees in general and administrative and 15 employees in research and development. We believe that our future success will depend upon our continued ability to attract, hire and retain qualified personnel. None of our employees is represented by a labor union or party to a collective bargaining agreement, and we believe our employee relations are good.

Financial Information

Information regarding our revenues from external customers, our net loss and total assets is contained in the consolidated financial statements included in this report, which information is incorporated by reference here. For the specifics of our revenue by geographic location and long-lived assets, please see Note 1, "Concentrations of Credit Risk and Certain Other Risks" and "Impairment of Long-Lived Assets", in our Notes to Consolidated Financial Statements.

Corporate Information

We were incorporated in Delaware in October 1997 as Vascular Innovations, Inc. and changed our name to Cardica, Inc. in November 2001. Our principal executive offices are located at 900 Saginaw Drive, Redwood City, California 94063 and our telephone number is (650) 364-9975. We file annual reports, quarterly reports, current reports, proxy statements and amendments to such filings with the Securities and Exchange Commission, or SEC. We make these filings available, free of charge, on our website as soon as practicable after such material is electronically filed with the SEC. Our website address is *www.cardica.com* and the reports are filed under "SEC Filings", on the Investors/Media portion of our website. You may read and copy any materials we file with the SEC the SEC's Public Reference Room at 100 F Street, NE., Washington, DC 20549, on official business days during the hours of 10 a.m. to 3 p.m. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, which is *http://www.sec.gov*.

Executive Officers of the Registrant

The following table sets forth certain information concerning our executive officers as of August 31, 2015:

Name	Age	Position
Bernard A. Hausen, M.D., Ph.D.	55	President, Chief Executive Officer, Chief Medical Officer and Director
Robert Y. Newell	67	Vice President, Finance and Chief Financial Officer
Liam J. Burns	49	Vice President, Sales and Marketing
Gregory P. Watson	59	Vice President, Operations

Bernard A. Hausen, M.D., Ph.D. has been our President and Chief Executive Officer since December 2000. Dr. Hausen co-founded Cardica in October 1997 and has served as a director and our Chief Medical Officer since inception. Dr. Hausen received a medical degree from Hannover Medical School in Germany in 1988 and was trained there as a general and cardiothoracic surgeon. Upon completion of his training, he received a Ph.D. degree in Medical Physiology in 1999. From 1996 to 2000, he was employed as a Senior Research Scientist in the Laboratory for Transplantation Immunology of the Department of Cardiothoracic Surgery at Stanford University. Until Dr. Hausen became our full-time employee in October of 2000, he remained responsible for all surgery-related research in that laboratory.

Robert Y. Newell has been our Vice President, Finance and Chief Financial Officer since March 2003 and was Vice President, Finance and Operations, from July 2005 to July 2008. From January 2000 to February 2003 he was Vice President, Finance and Chief Financial Officer for Omnicell, Inc., a hospital supply and medication management company. Mr. Newell holds a B.A. degree in Mathematics from the College of William & Mary and an M.B.A. degree from the Harvard Business School. He currently serves as a member of the Board of Directors of ARI Network Services, Inc., a public software as a service (SaaS) company.

Liam J. Burns joined Cardica as our Vice President, Sales and Marketing in January 2014. Since September 2007, he has been President of EP Burns Group LLC, a healthcare and life science focused sales, marketing and leadership development consulting company that he founded, at which he was responsible for all facets of the business. From September 2006 to August 2007, he was Vice President Marketing of Power Medical Interventions, Inc. a surgical stapling company. From October 1991 to August 2006, he held various sales and marketing management positions with Ethicon, Inc., a Johnson & Johnson company. Mr. Burns holds a B.A. degree from the College of Holy Cross and an M.B.A. degree from Case Western Reserve University.

Gregory P. Watson joined Cardica as our Vice President of Operations in May 2015. From March 2013 to May 2015, Mr. Watson consulted for start-up and mid-stage medical device firms in various stages of commercialization to establish and scale up their manufacturing operations. From July 2010 to January 2013, Mr. Watson held the positions of vice president of manufacturing, operations

and product development for Uptake Medical Corp., where he was responsible for providing leadership and direction for the product development and manufacturing areas. From 1999 to 2010, Mr. Watson served as vice president of manufacturing and product development for TherOx, Inc. From 1987 to 1999, Mr. Watson served twelve years at Baxter Healthcare Corporation where he held various positions in the cardiovascular division including director of operations, director of R&D and plant manager. He currently holds nine U.S. patents. Mr. Watson earned his B.S. in Industrial Management from California State Polytechnic University.

Item 1A. Risk Factors

We have identified the following risks and uncertainties that may have a material adverse effect on our business, financial condition or results of operations. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impair our business operations.

Risks Related to Our Finances and Capital Requirements

We have a history of net losses, which we expect to continue for the foreseeable future, and we are unable to predict the extent of future losses or when we will become profitable, if at all.

We have incurred annual net losses since our inception in October 1997. As of June 30, 2015, our accumulated deficit was approximately $189.7 million. We expect to incur substantial additional losses until we can achieve significant commercial sales of our products, which depend upon a number of factors, including increased commercial sales of our C-Port and PAS-Port systems, as well as increased sales of our commercially launched MicroCutter XCHANGE 30 in Europe and in the United States.

Our ability to become and remain profitable depends upon our ability to generate significantly higher product sales. Our ability to generate significant and sustained revenue depends upon a number of factors, including:

- achievement of broad acceptance for the MicroCutter XCHANGE 30 in Europe and in the United States, as well as any future products that we may commercialize;
- achievement of international and U.S. regulatory clearance or approval for additional products; and
- successful sales, manufacturing, marketing and distribution of our products.

Historically, we have generated revenues primarily from the sale of automated anastomotic systems; however, we started generating revenues from the commercial sales of the MicroCutter XCHANGE 30 since its introduction in Europe in December 2012, and in the United States in March 2014, and through June 30, 2015, we have generated $1.4 million of net product revenues from the commercial sales of the MicroCutter XCHANGE 30. Sales of our C-Port and PAS-Port systems have not met the levels that we had anticipated, and to date our systems have had limited commercial adoption. Sales of our products, license and development and royalties activities generated revenues of $2.9 million, $3.6 million and $3.5 million for fiscal years ended June 30, 2015, 2014 and 2013, respectively. We do not anticipate that we will generate significantly higher product sales in the next few quarters.

Our cost of product sales was 145%, 136% and 117% of our net product sales for the fiscal years ended June 30, 2015, 2014 and 2013, respectively. We expect higher cost of product sales relative to revenue from product sales for the foreseeable future due to costs associated with commercializing our MicroCutter XCHANGE 30 . If, over the long term, we are unable to reduce our cost of producing goods and expenses relative to our net revenue, we will not achieve profitability even if we are able to generate significant product sales. Our failure to achieve and sustain profitability would negatively impact the market price of our common stock.

Existing lenders may have rights to our assets that are senior to our stockholders.

An existing debt arrangement with our current distributor and lender Century under which, as of June 30, 2015, $4.0 million of principal is outstanding, as well as potential future arrangements with other lenders, allow or may allow these lenders to have priority over our stockholders to our assets, including our intellectual property should we be in default of our obligations to the lenders. The proceeds of any sale or liquidation of our assets under these circumstances would be applied first to any of our debt obligations.

Our quarterly operating results and stock price may fluctuate significantly.

We expect our operating results to be subject to quarterly fluctuations. The revenue we generate, if any, and our operating results will be affected by numerous factors, many of which are beyond our control, including:

- the trading volume of our stock;
- the extent to which we are able to raise additional capital in any equity or debt transaction;

- market acceptance of our MicroCutter XCHANGE 30 in Europe and the United States once we execute the broader commercial launch;
- market acceptance of our MicroCutter XCHANGE 30 cartridge and stapler in Japan once Century commercializes it;
- the extent of our ongoing enhancements of the MicroCutter XCHANGE 30, including alterations and post-commercialization improvements based on early adopter experience with this newly commercial product;
- the extent of our ongoing research and development programs and related costs, including costs related to the development of additional products and features in our planned microcutter product line;
- our ability to enter into additional license, development and/or collaboration agreements with respect to our technology, and the terms thereof;
- market acceptance and adoption of future products that we may commercialize;
- our level of revenues;
- costs associated with our sales and marketing initiatives and manufacturing activities;
- costs associated with our potential proxy contest with Broadfin Healthcare Master Fund, LTD, including costs associated with any potential litigation arising or resulting from the potential proxy contest;
- costs and timing of obtaining and maintaining FDA and other regulatory clearances and approvals for our products and potential additional products;
- securing, maintaining and enforcing intellectual property rights and the costs thereof; and
- the effects of competing technological and market developments.

Quarterly fluctuations in our operating results may, in turn, cause the price of our stock to fluctuate substantially.

Risks Related to Our Business

We have temporarily suspended our controlled commercial launch of our MicroCutter XCHANGE 30 combo device to focus on improving performance based on surgeon feedback, and if we are not able to improve performance then we may not be able to recommence commercial sales of our MicroCutter XCHANGE 30 combo device.

We have expended significant time, money and effort in the development of our microcutter product line and, in particular, our MicroCutter XCHANGE 30 combo device, a device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges, which we commercially launched in Europe in December 2012, and in the United States in March 2014 in a controlled commercial launch. In November 2014, we shifted our focus to improved performance of the MicroCutter XCHANGE 30 combo device based on surgeon feedback, and temporarily suspended our controlled commercial launch and expect that we will need to continue to make enhancements and improvements to the MicroCutter XCHANGE 30 combo device. If we are not successful in improving the performance of the MicroCutter XCHANGE 30 combo device to meet surgeon expectations and achieving market adoption of the MicroCutter XCHANGE 30 in Europe and the United States, we may never generate substantial revenue from this product line, and our business, financial condition and results of operations would be materially and adversely affected, and we may be forced to cease operations.

The current unit costs for our products are very high, and if we are not able to bring them down we will suffer from price competition and may not become profitable.

The current unit costs for our products, based on limited manufacturing volumes, are very high and for the MicroCutter XCHANGE 30 are in excess of revenues per unit, and it will be necessary to achieve economies of scale to become profitable. Certain of our manufacturing processes are labor intensive, and achieving significant cost reductions will depend in part upon reducing the time required to complete these processes. We cannot assure you that we will be able to achieve cost reductions in the manufacture of our products and, without these cost reductions, our business may never achieve profitability.

We have considered, and will continue to consider as appropriate, manufacturing in-house certain components currently provided by third parties, as well as implementing new production processes. Manufacturing yields or costs may be adversely affected by the transition

to in-house production or to new production processes, when and if these efforts are undertaken, which would materially and adversely affect our business, financial condition and results of operations.

We are dependent upon the commercial success of our MicroCutter XCHANGE 30 in Europe and in the United States which, if not successful, could prevent us from successfully commercializing our other potential microcutter products.

We have expended significant time, money and effort in the development of our microcutter product line and, in particular, our MicroCutter XCHANGE 30 combo device. If we are not successful in improving the performance of the MicroCutter XCHANGE 30 combo device and achieving market adoption of the MicroCutter XCHANGE 30 in Europe and the United States, we may never generate substantial revenue from this product line, and our business, financial condition and results of operations would be materially and adversely affected, and we may be forced to cease operations. We anticipate that our ability to increase our revenue significantly will depend on the continued adoption of the MicroCutter XCHANGE 30 in Europe, and adoption of the MicroCutter XCHANGE 30 in the United States, and our ability to expand our microcutter product line.

A number of factors will influence our ability to gain clinical adoption of the MicroCutter XCHANGE 30 and any future microcutter products:

- in many surgical specialties, the use of laparoscopic and open surgical stapling devices is routine in clinical practice and an accepted standard of care. Two large companies, Johnson & Johnson and Covidien, dominate the market for surgical stapling devices. For our products to be clinically adopted, they must show benefits that are significant enough for surgeons to communicate their preference and to overcome any constraints on their hospitals' ability to purchase competing products, such as purchasing contracts, to buy one of our stapling products to replace a competing device;

- our microcutter products must demonstrate the degree of reliability that surgeons have experienced with products that they have been using for years;

- market acceptance of our products also depends on our ability to demonstrate consistent quality and safety of our products;

- if physicians are not able to use our microcutter products properly, or use them on tissue thicknesses for which they are not designed, adoption of our microcutter products may be negatively impacted;

- any recalls may impact physicians' and hospitals' perception of our products;

- we will need to demonstrate the cost-effectiveness of our products, including against branded, patent protected products, as well as any generic stapling products similar to currently commercially available products following expiration of patents on our competitors' products;

- our ability to reduce our costs of manufacturing the MicroCutter XCHANGE 30;

- our ability to increase our sales force; and

- our ability to address the need for improvements in response to feedback from physicians, if any.

We cannot predict when, if ever, we will generate significant commercial revenue from the sale of the MicroCutter XCHANGE 30 or any other potential future products or anticipated features in our microcutter product line. If we fail to achieve significant growth in market adoption of the MicroCutter XCHANGE 30, our ability to develop our other planned microcutter products, if at all, will be delayed, which would further harm our business.

We are dependent upon the success of our C-Port and PAS-Port systems to generate revenue in the near term, and sales of our C-Port and PAS-Port systems have not met the levels that we had anticipated and if we are unable to increase sales of our C-Port and PAS-Port systems, our business will be harmed.

We have expended significant time, money and effort in the development of our current commercial products used by cardiac surgeons to perform coronary bypass surgery, the C-Port and the PAS-Port systems. We commenced sales of our C-Port xA system in December 2006 (after introduction of our original C-Port system in January 2006) and our C-Port Flex A in April 2007. We commenced U.S. sales of our PAS-Port system in September 2008. To date, our anastomosis products have not gained, and we cannot assure you that our anastomosis products or any other products that we may develop will gain, any significant degree of market acceptance among physicians or patients. We believe that recommendations by physicians will be essential for market acceptance of our products; however, we cannot assure you that significant recommendations will be obtained. Physicians will not recommend our products unless they conclude, based on clinical data and other factors, that the products represent a safe and acceptable alternative to other available options. In particular, physicians may elect not to recommend using our anastomosis products in surgical procedures until such time, if ever, as we successfully

demonstrate with long-term data that our products result in patency rates comparable to or better than those achieved with hand-sewn anastomoses, and we resolve any technical limitations that may arise. Further, if physicians have negative experiences with our anastomosis products in surgical procedures, whether due to the fault of our anastomosis products or the physician, the adoption of these products could be negatively impacted.

To date we have generated revenues almost exclusively from the sale of automated anastomotic systems, and have generated minimal revenues from the commercial sales of the MicroCutter XCHANGE 30 since its December 2012 introduction in Europe and March 2014 introduction in the United States, following our FDA clearances for the MicroCutter XCHANGE 30 with blue staple cartridge in January 2014, and for the white staple cartridge in February 2014. During the three months ended March 31, 2015, we eliminated eight sales representatives, three of whom were selling our automated anastomotic systems and five were selling our microcutter products. We will continue to sell our automated anastomotic systems internationally through distributors and plan to sell our automated anastomotic systems through independent sales representatives in the United States. We continue to only sell our microcutter products to a select number of key hospitals in the United States and through distributors in Europe before we commercially re-launch our improved MicroCutter XCHANGE 30. If we are not successful in increasing commercial adoption of our C-Port and PAS-Port systems, we may never generate substantial revenue, our business, financial condition and results of operations would be materially and adversely affected, and we may be forced to cease operations.

The limitations on the indications of use for the MicroCutter XCHANGE 30 will limit our promotional activities, which could inhibit our success in commercializing the MicroCutter XCHANGE 30 and could expose us to potential off-label risks, including fines, penalties or injunctions if we are determined to be promoting the use of our products for unapproved or "off-label" uses.

Our promotional materials and training methods must comply with FDA and other applicable laws and regulations, including the prohibition of the promotion of the off-label use of our products. Healthcare providers may use our products off-label, as the FDA does not restrict or regulate a physician's choice of treatment within the practice of medicine. However, if the FDA determines that our promotional materials or training constitutes promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine and criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our promotional or training materials to constitute promotion of an unapproved use, which could result in significant fines or penalties. Although our policy is to refrain from statements that could be considered off-label promotion of our products, the FDA or another regulatory agency could disagree and conclude that we have engaged in off-label promotion. In addition, the off-label use of our products may increase the risk of product liability claims. Product liability claims are expensive to defend and could result in substantial damage awards against us and harm our reputation.

We have limited clinical data regarding the safety and efficacy of the MicroCutter XCHANGE 30. Any data that is generated in the future may not be positive or consistent with our existing data, which would affect market acceptance and the rate at which the MicroCutter XCHANGE 30, and any future microcutter products, are adopted.

The success of the MicroCutter XCHANGE 30 and any future microcutter products depends on their acceptance by the surgical community as safe and effective. Even if the data collected from future clinical studies or clinical experience indicates positive results, each surgeon's actual experience with our devices outside the clinical study setting may vary. Clinical studies conducted with our initial microcutter products may involve procedures performed by thoracic, bariatric, colorectal and general surgeons who are technically proficient, high-volume surgeons. Consequently, both short- and long-term results reported in these studies may be significantly more favorable than typical results of practicing surgeons, which could negatively impact rates of adoption of the microcutter if launched. In addition, any adverse experiences of surgeons using the microcutter products, or adverse outcomes to patients, may deter surgeons from using our products and negatively impact product adoption.

If the FDA determines that our C-Port systems or PAS-Port systems do not perform as anticipated, or if the FDA identifies new concerns related to the safety and effectiveness of these products, we may be required to withdraw these products, which could harm our business.

As a condition of its U.S market clearance, the C-Port system is subject to a mandatory Post Market Surveillance order under Section 522 of the Federal Food Drug and Cosmetic Act (which we refer to as the 522 order) to demonstrate graft patency outcomes and technical failure rate in a clinical study. Should the FDA decide that the C-Port system does not perform as anticipated, or if the FDA identifies new concerns related to the safety and effectiveness of the product, or if the FDA determines that the requirements of the 522 order are otherwise unmet, we may be required to withdraw the C-Port system from the market and may be subject to other enforcement action, which could harm our business.

Our C-Port and PAS-Port systems were designed for use with venous grafts. In addition, we have studied the use of the C-Port systems with venous grafts and arterial grafts. Using the C-Port systems with arterial grafts may not yield patency rates or material adverse cardiac event rates comparable to those found in our clinical trials using venous grafts, which could negatively affect market acceptance of our C-Port systems. In addition, the clips and staples deployed by our products are made of 316L medical-grade stainless steel, to which some patients are allergic. These allergies, especially if not previously diagnosed or unknown, may result in adverse reactions that negatively affect the patency of the anastomoses or the healing of the implants and may therefore adversely affect outcomes, particularly when compared to anastomoses performed with other materials, such as sutures. Additionally, in the event a surgeon, during the course of surgery, determines that it is necessary to convert to a hand-sewn anastomosis and to remove an anastomosis created by one of our products, the removal of the implants may result in more damage to the target vessel (such as the aorta or coronary artery) than would typically be encountered during removal of a hand-sewn anastomosis. Moreover, the removal may damage the target vessel to an extent that could further complicate construction of a replacement hand-sewn or automated anastomosis, which could be detrimental to patient outcome. These or other issues, if experienced, could limit physician adoption of our products.

Even if the data collected from future clinical studies or clinical experience indicates positive results, each physician's actual experience with our devices outside the clinical study setting may vary. Clinical studies conducted with the C-Port and PAS-Port systems have involved procedures performed by physicians who are technically proficient, high-volume users of the C-Port and PAS-Port systems. Consequently, both short- and long-term results reported in these studies may be significantly more favorable than typical results of practicing physicians, which could negatively impact rates of adoption of the C-Port and PAS-Port systems.

If we are unable to establish sales and marketing capabilities or enter into and maintain arrangements with third parties to market and sell our products, our business may be harmed.

We have limited experience as a company in the sale, marketing and distribution of our products. To commercialize the MicroCutter XCHANGE 30 in the United States, we will have to improve performance of the MicroCutter XCHANGE 30 combo device based on surgeon feedback and build a sales force. Century is responsible for marketing and commercialization of cardiac and microcutter products in Japan. To promote our current and future products in the United States, Canada and Europe, we must develop sales, marketing and distribution capabilities or make arrangements with third parties to perform these services. Competition for qualified sales personnel is intense. Developing a sales force is expensive and time consuming and could delay any product launch. We may be unable to establish and manage an effective sales force in a timely or cost-effective manner, if at all, and any sales force we do establish may not be capable of generating sufficient demand for our products. We have entered into arrangements with third parties to perform sales and marketing services, which may result in lower product sales than if we directly marketed and sold our products. We expect to rely on third-party distributors or independent sales representatives for substantially all of our sales. If we are unable to establish adequate sales and marketing capabilities, independently or with others, we may not be able to generate significant revenue and may not become profitable.

Our products require training to use, and if physicians are not willing to undergo that training, or if they undergo the training but do not use our products properly, or for other reasons, our products may not gain any significant degree of market acceptance, and a lack of market acceptance would have a material adverse effect on our business.

Widespread use of our products will require the training of numerous physicians, and the time required to complete training could result in a delay or dampening of market acceptance. Even if the safety and efficacy of our products is established, physicians may use our products improperly due to unfamiliarity with the products, or may use the MicroCutter XCHANGE 30 on tissues with thicknesses greater than the specifications for the MicroCutter XCHANGE 30. If this were to happen, the MicroCutter XCHANGE 30 may not function as desired for the physicians and could be reported as a problem with the MicroCutter XCHANGE 30 rather than the physicians using it improperly, which could damage the reputation of the MicroCutter XCHANGE 30 and cause other physicians to consider the MicroCutter XCHANGE 30 to be not a safe product. Further, physicians may elect not to use our products for a number of other reasons beyond our control, including inadequate or no reimbursement from health care payors, physicians' reluctance to use products that have not been proven through time in the market, the introduction of competing devices by our competitors and pricing for our products. Failure of our products to achieve any significant market acceptance would have a material adverse effect on our business, financial condition and results of operations.

We may not be successful in our efforts to improve and expand our product portfolio, and our failure to do so could cause our business and prospects to suffer.

While we continue to improve performance of the MicroCutter XCHANGE 30 combo device based on surgeon feedback and make modifications and add features to our MicroCutter XCHANGE 30, we have suspended development of other potential products in our planned microcutter product line until the development and commercialization of the MicroCutter XCHANGE 30 have been completed. Significant additional research and development and financial resources will be required to continue the development of the other products in our planned product line into commercially viable products and to obtain necessary regulatory clearances to commercialize the devices. We cannot assure you that our development efforts will be successful or that they will be completed within our publicly stated anticipated timelines, and we may never be successful in developing a viable product for the markets intended to be addressed by our other potential microcutter products. Further, even if we do successfully develop any of these microcutter products, we may not be successful in

commercializing them for any number of reasons, including failure or delays in obtaining regulatory clearances, or if surgeons do not perceive the benefits of these products to be significantly greater than current established products. We may also face additional competition from branded, patent-protected products, as well as generic stapling products similar to currently commercially available products following expiration of patents on our competitors' products, which could create greater price competition and decrease the revenue potential of our microcutter products. Our failure to successfully develop our other microcutter products and improvements to our MicroCutter XCHANGE 30 would have a material adverse effect on our business, growth prospects and ability to raise additional capital.

Healthcare reform measures could hinder or prevent the commercial success of our products.

The pricing and reimbursement environment may change in the future and become more challenging as a result of any of one several possible regulatory developments, including policies advanced by the United States government, new healthcare legislation or fiscal challenges faced by government health administration authorities. The U.S. government has shown significant interest in pursuing healthcare "reform" and reducing healthcare costs. For example, aggregate reductions to Medicare payments to providers of up to 2% per fiscal year, were implemented starting in 2013. Any government-adopted reform measures that decrease the amount of reimbursement available from governmental and other third-party payers, and could potentially adversely affect our business.

Our PAS-Port and C-Port systems, our MicroCutter XCHANGE 30, and future products may face future development and regulatory difficulties and limitations on use.

Even though the current generations of the C-Port and PAS-Port systems have received U.S. regulatory clearance, the FDA may still impose significant restrictions on the indicated uses or marketing of these products or ongoing requirements for potentially costly post-clearance studies. The FDA permits commercial distribution of most new medical devices only after the device has received 510(k) clearance or is the subject of an approved PMA. Any of our future products, including planned products in our microcutter product line and any future generations of the C-Port and PAS-Port systems, may not obtain regulatory clearances required for marketing or may face these types of restrictions or requirements, particularly as the FDA is considering revising its 510(k) clearance system to, in certain cases, require human clinical data and to prohibit the combination of multiple predicate devices as the basis for a 510(k).

The process of obtaining regulatory clearances or approvals to market a medical device, particularly from the FDA, can be costly and time consuming, and there can be no assurance that such clearances or approvals will be granted on a timely basis, if at all. We rely substantially on the premarket notification process for FDA clearance under Section 510(k) of the Federal Food, Drug and Cosmetic Act. This provision allows many medical devices to avoid human clinical trials if the product is "substantially equivalent" to another device already on the market. Premarket notification requires a new device to be compared for safety, effectiveness and technological characteristics to another device (or multiple devices) already on the market. A successful 510(k) submission results in FDA clearance for commercialization. If we can no longer use the 510(k) pathway in the future, we may be required to perform clinical trials for our new products in order to obtain clearance or approval for commercialization. If so, our development costs will increase substantially, and the likelihood of approval for some of our products may be reduced. The PMA approval process is more costly, lengthy and uncertain than the 510(k) clearance process and requires the development and submission of clinical studies supporting the safety and effectiveness of the device. Product modifications may also require the submission of a new 510(k) clearance or the approval of a PMA before the modified product can be marketed. Any products or product enhancements that we develop that require regulatory clearance or approval may not be cleared or approved on the timelines that we currently anticipate, if approved at all. Any new products or any product enhancements that we develop may not be subject to the shorter 510(k) clearance process, but may instead be subject to the more lengthy PMA requirements. Additionally, even if 510(k) or other regulatory clearance is granted for any potential product, the approved indications for use may be limited, and the FDA may require additional animal or human clinical data prior to any potential approval of additional indications.

The European Union, or EU, requires that manufacturers of medical products obtain the right to affix the CE Mark to their products before selling them in member countries of the EU. We have received CE Mark certification for the two initial microcutter surgical cutting and stapling devices that we have developed, the MicroCutter XCHANGE 30 and the MicroCutter XPRESS 30. To maintain authorization to apply the CE Mark to future devices within the microcutter product line, we are subject to annual surveillance audits and periodic re-certification audits. If we modify the intended use of new products (relative to predicate products) or change the indication for use or develop new products in the future, we may need to apply for permission to affix the CE Mark to such products. We do not know whether we will be able to obtain permission to affix the CE Mark to new or modified products or whether we will continue to meet the quality and safety standards required to maintain the authorization that we have received. If we are unable to maintain authorization to affix the CE Mark to microcutter products, we will not be able to sell these products in member countries of the EU, which would have a material adverse effect on our results of operations.

Regulatory agencies subject a product, its manufacturer and the manufacturer's facilities to continual review, regulation and periodic inspections. If a regulatory agency discovers previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, a regulatory agency may impose restrictions on that product, our collaborators or us, including requiring withdrawal of the product from the market. Our products will also be subject to ongoing FDA requirements for the labeling, packaging, storage, advertising, promotion, record-keeping and submission of safety and other post-market information on the product. If our products fail to comply with applicable regulatory requirements, a regulatory agency may impose any of the following sanctions:

- warning letters, fines, injunctions, consent decrees and civil penalties;
- customer notifications, repair, replacement, refunds, recall or seizure of our products;
- operating restrictions, partial suspension or total shutdown of production;
- delay in processing marketing applications for new products or modifications to existing products;
- withdrawing approvals that have already been granted; and
- criminal prosecution.

To market any products internationally, we must establish and comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Approval procedures vary among countries and can involve additional product testing and additional administrative review periods. The time required to obtain approval in other countries might differ from that required to obtain FDA clearance or approval. The regulatory approval process in other countries may include all of the risks detailed above regarding FDA clearance or approval. Regulatory approval in one country does not ensure regulatory approval in another, but a failure or delay in obtaining regulatory approval in one country may negatively impact the regulatory process in others. Failure to obtain regulatory approval in other countries or any delay or setback in obtaining such approval could have the same adverse effects detailed above regarding FDA clearance or approval, including the risk that our products may not be approved for use under all of the circumstances requested, which could limit the uses of our products and adversely impact potential product sales, and that such clearance or approval may require costly, post-marketing follow-up studies. If we fail to comply with applicable foreign regulatory requirements, we may be subject to fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecution.

If we do not achieve our projected development goals in the time frames we announce and expect, the commercialization of our product candidates may be delayed and, as a result, our stock price may decline.

From time to time, we may estimate and publicly announce the timing anticipated for the accomplishment of various clinical, regulatory and other product development goals, which we sometimes refer to as milestones. These milestones may include submissions for and receipt of clearances or approvals from regulatory authorities, other clinical and regulatory events or the launch of new products. These estimates are based on a variety of assumptions. The actual timing of these milestones can vary dramatically compared to our estimates, in some cases for reasons beyond our control. If we do not meet milestones as publicly announced, the commercialization of our products may be delayed and, as a result, our stock price may decline.

Our manufacturing facilities, and those of our suppliers, must comply with applicable regulatory requirements. Failure of our manufacturing facilities to comply with quality requirements would harm our business and our results of operations.

Our manufacturing facilities and processes are subject to periodic inspections and audits by various federal, state and foreign regulatory agencies. For example, our facilities have been inspected by State of California regulatory authorities pursuant to granting a California Device Manufacturing License and by the FDA. Additionally, to market products in Europe, we are required to maintain International Standards Organization, or ISO, 13485:2003 certification and are subject to periodic surveillance audits. We are currently ISO 13485:2003 certified; however, our failure to maintain necessary regulatory compliance and permits for our manufacturing facilities could prevent us from manufacturing and selling our products.

Additionally, our manufacturing processes and, in some cases, those of our suppliers, are required to comply with the FDA's Quality System Regulation, or QSR, which covers the procedures and documentation of the design, testing, production, control, quality assurance, labeling, packaging, storage and shipping of our products, including the PAS-Port and C-Port systems and the MicroCutter XCHANGE 30. We are also subject to similar state requirements and licenses. In addition, we must engage in extensive record keeping and reporting and must make available our manufacturing facilities and records for periodic inspections by governmental agencies, including the FDA, state authorities and comparable agencies in other countries. If we are given notice of significant violations in a QSR inspection, our operations could be disrupted and our manufacturing interrupted. Failure to take adequate corrective action in response to an adverse QSR inspection could result in, among other things, a shut-down of our manufacturing operations, significant fines, suspension of product distribution or other operating restrictions, seizures or recalls of our devices and criminal prosecutions, any of which would cause our

business to suffer. Furthermore, our key component suppliers may not currently be or may not continue to be in compliance with applicable regulatory requirements, which may result in manufacturing delays for our products and cause our revenue to decline.

We may also be required to recall our products due to manufacturing supply defects. If we issue recalls of our products in the future, our revenue and business could be harmed.

Lack of third-party coverage and reimbursement for our products could delay or limit their adoption.

We may experience limited sales growth resulting from limitations on reimbursements made to purchasers of our products by third-party payors, and we cannot assure you that our sales will not be impeded and our business harmed if third-party payors fail to provide reimbursement that hospitals view as adequate.

In the United States, our products are and will continue to be purchased primarily by medical institutions, which then bill various third-party payors, such as CMS which administer the Medicare program, and other government programs and private insurance plans, for the health care services provided to their patients. The process involved in applying for coverage and incremental reimbursement from CMS is lengthy and expensive. Under current CMS reimbursement policies, CMS offers a process to obtain add-on payment for a new medical technology when the existing Diagnosis-Related Group, or DRG, prospective payment rate is inadequate. To obtain add-on payment, a technology must be considered "new," demonstrate substantial improvement in care and exceed certain payment thresholds. Add-on payments are made for no less than two years and no more than three years. We must demonstrate the safety and effectiveness of our technology to the FDA in addition to CMS requirements before add-on payments can be made. Further, Medicare coverage is based on our ability to demonstrate the treatment is "reasonable and necessary" for Medicare beneficiaries. In November 2006, CMS denied our request for an add-on payment with respect to our C-Port systems. According to CMS, we met the "new" criteria and exceeded the payment threshold but did not in their view demonstrate substantial improvement in care. Even if our products receive FDA and other regulatory clearance or approval, they may not be granted coverage and reimbursement in the foreseeable future, if at all. Moreover, many private payors look to CMS in setting their reimbursement policies and amounts. If CMS or other agencies limit coverage or decrease or limit reimbursement payments for doctors and hospitals, this may affect coverage and reimbursement determinations by many private payors.

We cannot assure you that CMS will provide coverage and reimbursement for our products. If a medical device does not receive incremental reimbursement from CMS, then a medical institution would have to absorb the cost of our products as part of the cost of the procedure in which the products are used. Acute care hospitals are now generally reimbursed by CMS for inpatient operating costs under a Medicare hospital inpatient prospective payment system. Under the Medicare hospital inpatient prospective payment system, acute care hospitals receive a fixed payment amount for each covered hospitalized patient based upon the DRG to which the inpatient stay is assigned, regardless of the actual cost of the services provided. At this time, we do not know the extent to which medical institutions would consider insurers' payment levels adequate to cover the cost of our products. Failure by hospitals and physicians to receive an amount that they consider to be adequate reimbursement for procedures in which our products are used could deter them from purchasing our products and limit our revenue growth. In addition, pre-determined DRG payments may decline over time, which could deter medical institutions from purchasing our products. If medical institutions are unable to justify the costs of our products, they may refuse to purchase them, which would significantly harm our business.

Any clinical trials that we may conduct may not begin on time, or at all, and may not be completed on schedule, or at all.

The commencement or completion of any clinical trials that we may conduct may be delayed or halted for numerous reasons, including, but not limited to, the following:

- the FDA or other regulatory authorities suspend or place on hold a clinical trial, or do not approve a clinical trial protocol or a clinical trial;
- the data and safety monitoring committee of a clinical trial recommends that a trial be placed on hold or suspended;
- patients do not enroll in clinical trials at the rate we expect;
- patients are not followed-up at the rate we expect;
- clinical trial sites decide not to participate or cease participation in a clinical trial;
- patients experience adverse side effects or events related to our products;
- patients die or suffer adverse medical effects during a clinical trial for a variety of reasons, which may not be related to our product candidates, including the advanced stage of their disease and other medical problems;

- third-party clinical investigators do not perform our clinical trials on our anticipated schedule or consistent with the clinical trial protocol and good clinical practices, or other third-party organizations do not perform data collection and analysis in a timely or accurate manner;

- regulatory inspections of our clinical trials or manufacturing facilities may, among other things, require us to undertake corrective action or suspend or terminate our clinical trials if investigators find us not to be in compliance with regulatory requirements;

- third-party suppliers fail to provide us with critical components that conform to design and performance specifications;

- the failure of our manufacturing processes to produce finished products that conform to design and performance specifications;

- changes in governmental regulations or administrative actions;

- the interim results of the clinical trial are inconclusive or negative;

- pre-clinical or clinical data is interpreted by third parties in different ways; or

- our trial design, although approved, is inadequate to demonstrate safety and/or efficacy.

Clinical trials sometimes experience delays related to outcomes experienced during the course of the trials, which may result in a material delay in the trial and could lead to more significant delays or other effects in future trials. Clinical trials may require the enrollment of large numbers of patients, and suitable patients may be difficult to identify and recruit. Patient enrollment in clinical trials and completion of patient follow-up in clinical trials depend on many factors, including the size of the patient population, the nature of the trial protocol, the proximity of patients to clinical sites and the eligibility criteria for the study and patient compliance. For example, patients may be discouraged from enrolling in our clinical trials if the trial protocol requires them to undergo extensive post-treatment procedures to assess the safety and effectiveness of our product candidates, or they may be persuaded to participate in contemporaneous trials of competitive products. Delays in patient enrollment or failure of patients to continue to participate in a study may cause an increase in costs and delays or result in the failure of the trial.

Our clinical trial costs will increase if we have material delays in our clinical trials or if we need to perform more or larger clinical trials than planned. Adverse events during a clinical trial could cause us to repeat a trial, terminate a trial or cancel an entire program.

If the third parties upon which we rely to conduct our clinical trials do not perform as contractually required or expected, we may not be able to obtain regulatory approval for or commercialize our product candidates.

We do not have the ability to independently conduct clinical trials for our product candidates, and we must rely on third parties, such as contract research organizations, medical institutions, clinical investigators and contract laboratories, to conduct our clinical trials. In addition, we rely on third parties to assist with our pre-clinical development of product candidates. Furthermore, our third-party clinical trial investigators may be delayed in conducting our clinical trials for reasons outside of their control, such as changes in regulations, delays in enrollment, and the like. If these third parties do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, if these third parties need to be replaced or if the quality or accuracy of the data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for other reasons, any clinical trials that we may conduct may be extended, delayed, suspended or terminated, and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates on a timely basis, if at all.

Because two customers account for a substantial portion of our product sales, the loss of these significant customers would cause a substantial decline in our revenue.

We derive a substantial portion of our revenue from sales to Century, our distributor in Japan, and to Herz-Und Diabeteszentrum in Germany. The loss of either of these customers would cause a decrease in revenue and, consequently, an increase in net loss. For fiscal years ended June 30, 2015 and 2014, sales to Century accounted for approximately 28% and 30%, respectively, and sales to Herz-Und Diabeteszentrum accounted for approximately 10% and 12%, respectively, of our total product sales. We expect these customers will continue to account for a substantial portion of our sales in the near term. As a result, if we lose these customers, our revenue and net loss would be adversely affected. In addition, customers that have accounted for significant revenue in the past may not generate revenue in any future period. The failure to obtain new significant customers or additional orders from existing customers will materially affect our operating results.

We may require substantial additional capital to continue operations as currently conducted and as proposed to be conducted.

As of June 30, 2015, we had approximately $21.2 million of cash, cash equivalents and short-term investments, $4.0 million in long-term investments and $4.0 million of debt principal outstanding. We believe that our existing cash, cash equivalents, short-term and long-term investments will be sufficient to meet our anticipated cash needs to enable us to conduct our business substantially as currently conducted for at least the next 12 months. We may be able to extend this time period to the extent that we decrease our planned expenditures, or raise additional capital. We have based our estimate as to the sufficiency of our cash resources on assumptions that may prove to be wrong.

Because we do not anticipate that we will generate sufficient product sales to achieve profitability for the next several years, if at all, we may need to raise substantial additional capital to finance our operations in the future. To raise capital, we may seek to sell additional equity or debt securities, obtain a credit facility or enter into product development, license or distribution agreements with third parties or divest one or more of our commercialized products or products in development. However, we cannot be certain that additional funding of any kind will be available on acceptable terms, or at all. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our Series A preferred stock and common stock and could contain covenants that would restrict our operations. Any product development, licensing, distribution or sale agreements that we enter into may require us to relinquish valuable rights, including with respect to commercialized products or products in development that we would otherwise seek to commercialize or develop ourselves. We may not be able to obtain sufficient additional funding or enter into a strategic transaction in a timely manner. Our need to raise capital may require us to accept terms that may harm our business or be disadvantageous to our current stockholders. If adequate funds are not available or revenue from product sales do not increase, we would be required to further reduce our workforce, delay, reduce the scope of or eliminate our commercialization efforts with respect to one or more of our products or one or more of our research and development programs. Failure to raise additional capital may result in our ceasing to be publicly traded or ceasing operations.

If our competitors for our MicroCutter XCHANGE 30 have products that are marketed more effectively or are demonstrated to be safer or more effective than ours, our commercial opportunity for our MicroCutter XCHANGE 30 and any future microcutter products will be reduced or eliminated and our business will be harmed.

Although we have commercially launched the MicroCutter XCHANGE 30 in Europe and in the United States, we have generated minimal revenues from this launch through June 30, 2015. We only received the FDA 510(k) clearances for the MicroCutter XCHANGE 30 and blue staple cartridge in January 2014, and for the white staple cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in the small and large intestine, as well as the transection of the appendix. To further expand the use of the MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. We have not yet received FDA clearance for this 510(k) submission. The MicroCutter XCHANGE 30 competes, and the MicroCutter XCHANGE 45 and other planned improvements, features and products in the microcutter product line if they receive regulatory clearance and are successfully launched, would compete in the market for stapling and cutting devices against laparoscopic stapling and sealing devices currently marketed around the world. We believe the principal competitive factors in the market for laparoscopic staplers include:

- reduced product size;
- ease of use;
- product quality and reliability;
- device cost-effectiveness;
- degree of articulation;
- surgeon relationships; and
- sales and marketing capabilities.

Two large competitors, Ethicon Endo-Surgery, part of Johnson & Johnson, and Covidien currently control over 80% of this market. Other large competitors in the laparoscopic device market include Stryker Endoscopy and Olympus, which acquired another competitor, Gyrus Medical. Ethicon Endo-Surgery and Covidien, which acquired a small competitor, Power Medical, each have large direct sales forces in the United States and have been the largest participants in the market for single use disposable laparoscopic stapling devices for many years. Competing against large established competitors with significant resources may make establishing a market for any products that we develop difficult which would have a material adverse effect on our business. A private company, JustRight Surgical, LLC, is developing smaller surgical instruments and has announced FDA 510(k) clearance for a 5 millimeter stapler that could be considered competitive with our stapling products, but is more limited in availability of staple sizes and articulation compared to the MicroCutter

XCHANGE 30. Further, we may also face additional competition from generic surgical stapling products similar to currently commercially available products following expiration of patents on our competitors' products.

If our competitors for our anastomotic solutions and cardiac bypass products have products that are approved in advance of ours, are marketed more effectively or are demonstrated to be safer or more effective than ours, our commercial opportunity for our anastomotic solutions and cardiac bypass products will be reduced or eliminated and our business will be harmed.

The market for anastomotic solutions and cardiac bypass products is competitive. Competitors include a variety of public and private companies that currently offer or are developing cardiac surgery products generally and automated anastomotic systems specifically that would compete directly with ours.

We believe that the primary competitive factors in the market for medical devices used in the treatment of coronary artery disease include:

- improved patient outcomes;
- access to and acceptance by leading physicians;
- product quality and reliability;
- ease of use;
- device cost-effectiveness;
- training and support;
- novelty;
- physician relationships; and
- sales and marketing capabilities.

We may be unable to compete successfully on the basis of any one or more of these factors, which could have a material adverse effect on our business, financial condition and results of operations.

A number of different technologies exist or are under development for performing anastomoses, including sutures, mechanical anastomotic devices, suture-based anastomotic devices and shunting devices. Currently, substantially all anastomoses are performed with sutures and, for the foreseeable future we believe that sutures will continue to be the principal alternative to our anastomotic products. Sutures are far less expensive than our automated anastomotic products, and other anastomotic devices may be less expensive than our own. Surgeons, who have been using sutures for their entire careers, may be reluctant to consider alternative technologies, despite potential advantages. Any resistance to change among practitioners could delay or hinder market acceptance of our products, which would have a material adverse effect on our business.

Cardiovascular diseases may also be treated by other methods that do not require anastomoses, including, interventional techniques such as balloon angioplasty with or without the use of stents, pharmaceuticals, atherectomy catheters and lasers. Several of these alternative treatments are widely accepted in the medical community and have a long history of use. In addition, technological advances with other therapies for cardiovascular disease, such as drugs, or future innovations in cardiac surgery techniques could make other methods of treating these diseases more effective or lower cost than bypass procedures. For example, the number of bypass procedures in the United States and other major markets has declined in recent years and is expected to decline in the years ahead because competing treatments are, in many cases, far less invasive and provide acceptable clinical outcomes. Many companies working on treatments that do not require anastomoses may have significantly greater financial, manufacturing, marketing, distribution and technical resources and experience than we have. Many of our competitors have significantly greater financial resources and expertise in research and development, manufacturing, pre-clinical testing, clinical trials, obtaining regulatory clearance or approval and marketing approved products than we do. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. Our competitors may succeed in developing technologies and therapies that are more effective, better tolerated or less costly than any that we are developing or that would render our product candidates obsolete and noncompetitive. Our competitors may succeed in obtaining clearance or approval from the FDA and foreign regulatory authorities for their products sooner than we do for ours. We will also face competition from these third parties in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient enrollment for clinical trials and in acquiring and in-licensing technologies and products complementary to our programs or advantageous to our business.

We are dependent upon a number of key suppliers, including single source suppliers, the loss of which would materially harm our business.

We use or rely upon sole source suppliers for certain components and services used in manufacturing our products, and we utilize materials and components supplied by third parties with which we do not have any long-term contracts. Many suppliers have ceased supplying materials for use in implantable medical devices. We cannot assure you that materials required by us will not be restricted or that we will be able to obtain sufficient quantities of such materials or services in the future. Moreover, the continued use by us of materials manufactured by third parties could subject us to liability exposure. Because we do not have long-term contracts, none of our suppliers is required to provide us with any guaranteed minimum production levels.

We cannot quickly replace suppliers or establish additional new suppliers for some of our components, particularly due to both the complex nature of the manufacturing process used by our suppliers and the time and effort that may be required to obtain FDA clearance or approval or other regulatory approval to use materials from alternative suppliers. Any significant supply interruption or capacity constraints affecting our facilities or those of our suppliers would have a material adverse effect on our ability to manufacture our products and, therefore, a material adverse effect on our business, financial condition and results of operations.

We have limited manufacturing experience and may encounter difficulties in increasing production to provide an adequate supply to customers.

To date, our manufacturing activities have consisted primarily of producing moderate quantities of our products for use in clinical studies and for commercial sales in Japan, Europe and the United States. Production in increased commercial quantities will require us to expand our manufacturing capabilities and to hire and train additional personnel. We may encounter difficulties in increasing our manufacturing capacity and in manufacturing larger commercial quantities, including:

- maintaining product yields;
- maintaining quality control and assurance;
- providing component and service availability;
- maintaining adequate control policies and procedures; and
- hiring and retaining qualified personnel.

Difficulties encountered in increasing our manufacturing could have a material adverse effect on our business, financial condition and results of operations.

The manufacture of our products is a complex and costly operation involving a number of separate processes and components. Any shipment delays could harm perception of our products and have a material adverse impact on our results of operations.

We may in the future be a party to patent litigation and administrative proceedings that could be costly and could interfere with our ability to sell our products.

The medical device industry has been characterized by extensive litigation regarding patents and other intellectual property rights, and companies in the industry have used intellectual property litigation to gain a competitive advantage. We may become a party to patent infringement claims and litigation or interference proceedings declared by the U.S. Patent and Trademark Office to determine the priority of inventions. The defense and prosecution of these matters are both costly and time consuming. Additionally, we may need to commence proceedings against others to enforce our patents, to protect our trade secrets or know-how or to determine the enforceability, scope and validity of the proprietary rights of others. These proceedings would result in substantial expense to us and significant diversion of effort by our technical and management personnel.

While we are not aware of any patents issued to third parties that contain subject matter materially related to our technology, there may be patents held by third parties of which we are not aware that contain subject matter materially related to our technology. We cannot assure you that third parties will not assert that our products and systems infringe the claims in their patents or seek to expand their patent claims to cover aspects of our products and systems. An adverse determination in litigation or interference proceedings to which we may become a party could subject us to significant liabilities or require us to seek licenses. In addition, if we are found to willfully infringe third-party patents, we could be required to pay treble damages in addition to other penalties. Although patent and intellectual property disputes in the medical device area have often been settled through licensing or similar arrangements, costs associated with these arrangements may be substantial and could include ongoing royalties. We may be unable to obtain necessary licenses on satisfactory terms, if at all. If we do not obtain necessary licenses, we may be required to redesign our products to avoid infringement, and it may not be possible to do so effectively. Adverse determinations in a judicial or administrative proceeding or failure to obtain necessary licenses

could prevent us from manufacturing and selling the C-Port or PAS-Port systems or any other product we may develop, which would have a significant adverse impact on our business.

Intellectual property rights may not provide adequate protection, which may permit third parties to compete against us more effectively.

We rely upon patents, trade secret laws and confidentiality agreements to protect our technology and products. Our pending patent applications may not issue as patents or, if issued, may not issue in a form that will be advantageous to us. Any patents we have obtained or will obtain in the future might be invalidated or circumvented by third parties. If any challenges are successful, competitors might be able to market products and use manufacturing processes that are substantially similar to ours. We may not be able to prevent the unauthorized disclosure or use of our technical knowledge or other trade secrets by consultants, vendors or former or current employees, despite the existence generally of confidentiality agreements and other contractual restrictions. Monitoring unauthorized use and disclosure of our intellectual property is difficult, and we do not know whether the steps we have taken to protect our intellectual property will be adequate. In addition, the laws of many foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States. To the extent that our intellectual property protection is inadequate, we are exposed to a greater risk of direct competition. In addition, competitors could purchase any of our products and attempt to replicate some or all of the competitive advantages we derive from our development efforts or design around our protected technology. If our intellectual property is not adequately protected against competitors' products and methods, our competitive position could be adversely affected, as could our business.

We also rely upon trade secrets, technical know-how and continuing technological innovation to develop and maintain our competitive position. We require our employees, consultants and advisors to execute appropriate confidentiality and assignment-of-inventions agreements with us. These agreements typically provide that all materials and confidential information developed or made known to the individual during the course of the individual's relationship with us be kept confidential and not disclosed to third parties except in specific circumstances and that all inventions arising out of the individual's relationship with us shall be our exclusive property. These agreements may be breached, and in some instances, we may not have an appropriate remedy available for breach of the agreements. Furthermore, our competitors may independently develop substantially equivalent proprietary information and techniques, reverse engineer our information and techniques, or otherwise gain access to our proprietary technology.

Our products face the risk of technological obsolescence, which, if realized, could have a material adverse effect on our business.

The medical device industry is characterized by rapid and significant technological change. There can be no assurance that third parties will not succeed in developing or marketing technologies and products that are more effective than ours or that would render our technology and products obsolete or noncompetitive. Additionally, new, less invasive surgical procedures and medications could be developed that replace or reduce the importance of current procedures that use or could use our products. Accordingly, our success will depend in part upon our ability to respond quickly to medical and technological changes through the development and introduction of new products. We expect the relative speed with which we can develop products, complete clinical testing and regulatory clearance or approval processes, train physicians in the use of our products, and supply commercial quantities of products to the market to be important competitive factors. Product development involves a high degree of risk, and we cannot assure you that our new product development efforts will result in any commercially successful products. We have experienced delays in completing the development and commercialization of our planned products, and there can be no assurance that these delays will not continue or recur in the future. Any delays could result in a loss of market acceptance and market share.

We are subject, directly or indirectly, to federal and state healthcare fraud and abuse laws, marketing expenditure tracking and disclosure (or "sunshine") laws, health information privacy and security laws, and consumer protection laws. If we are unable to comply, or have not fully complied, with such laws, we could face criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings.

Our operations may be directly, or indirectly, subject to various federal and state fraud and abuse laws, including, without limitation, the federal Anti-Kickback Statute and the federal False Claims Act. These laws may impact, among other things, our current activities with physicians, including consulting arrangements, as well as proposed sales, marketing and educational activities. In addition, we may be subject to patient privacy regulation by the federal government and by the US states and foreign jurisdictions in which we conduct our business. The laws that may affect our ability to operate include, but are not limited to:

- the federal Anti-Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, to induce, or in return for, either the referral of an individual, or the purchase or recommendation of an item or service for which payment may be made under a federal health care program, such as the Medicare and Medicaid programs;

- federal civil and criminal false claims laws and civil monetary penalty laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third party payers that are false or fraudulent;

- federal criminal statutes created under the Health Insurance Portability and Accountability Act of 1996 (HIPAA), which prohibit executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters;

- HIPAA, as amended by the Health Information Technology and Clinical Health Act of 2009 (HITECH), and its implementing regulations, which imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information;

- state and foreign law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third party payer, including commercial insurers, and state and foreign laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts;

- the Foreign Corrupt Practices Act, a U.S. law which regulates certain financial relationships with foreign government officials (which could include, for example, certain medical professionals);

- federal and state consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers; and

- state and federal marketing expenditure tracking and reporting laws, which generally require certain types of expenditures in the United States to be tracked and reported (compliance with such requirements may require investment in infrastructure to ensure that tracking is performed properly, and some of these laws result in the public disclosure of various types of payments and relationships, which could potentially have a negative effect on our business and/or increase enforcement scrutiny of our activities).

If our operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including, without limitation, civil and criminal penalties, damages, fines, possible exclusion from Medicare, Medicaid and other government healthcare programs, and curtailment or restructuring of our operations, any of which could adversely affect our ability to operate our business and our results of operations.

We could be exposed to significant product liability claims, which could be time consuming and costly to defend, divert management attention, and adversely impact our ability to obtain and maintain insurance coverage. The expense and potential unavailability of insurance coverage for our company or our customers could adversely affect our ability to sell our products, which would adversely affect our business.

The testing, manufacture, marketing, and sale of our products involve an inherent risk that product liability claims will be asserted against us. Additionally, we are currently training physicians in the United States on the use of our blue and white staple cartridges for the MicroCutter XCHANGE 30, C-Port and PAS-Port systems and in Europe for the MicroCutter XCHANGE 30. During training, patients may be harmed, which could also lead to product liability claims. Product liability claims or other claims related to our products, or their off-label use, regardless of their merits or outcomes, could harm our reputation in the industry, reduce our product sales, lead to significant legal fees, and result in the diversion of management's attention from managing our business.

Although we maintain product liability insurance in the amount of $10.0 million, we may not have sufficient insurance coverage to fully cover the costs of any claim or any ultimate damages we might be required to pay. We may not be able to obtain insurance in amounts or scope sufficient to provide us with adequate coverage against all potential liabilities. Any product liability claims brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing continuing coverage. Product liability claims in excess of our insurance coverage would be paid out of cash reserves, harming our financial condition and adversely affecting our operating results.

Some of our customers and prospective customers may have difficulty in procuring or maintaining liability insurance to cover their operations and use of the C-Port or PAS-Port systems or the microcutter product line. Medical malpractice carriers are withdrawing coverage in certain states or substantially increasing premiums. If this trend continues or worsens, our customers may discontinue using the C-Port or PAS-Port systems and potential customers may opt against purchasing the C-Port or PAS-Port systems due to the cost or inability to procure insurance coverage.

We sell our systems internationally and are subject to various risks relating to these international activities, which could adversely affect our revenue.

To date, a substantial portion of our product sales has been attributable to sales in international markets. By doing business in international markets, we are exposed to risks separate and distinct from those we face in our domestic operations. Our international business may be adversely affected by changing economic conditions in foreign countries. Because most of our sales are currently denominated in U.S. dollars, if the value of the U.S. dollar increases relative to foreign currencies, our products could become more costly to the international customer and, therefore, less competitive in international markets, which could affect our results of operations. Engaging in international business inherently involves a number of other difficulties and risks, including:

- export restrictions and controls relating to technology;
- the availability and level of reimbursement within prevailing foreign healthcare payment systems;
- pricing pressure that we may experience internationally;
- required compliance with existing and changing foreign regulatory requirements and laws;
- laws and business practices favoring local companies;
- longer payment cycles;
- difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;
- political and economic instability;
- potentially adverse tax consequences, tariffs and other trade barriers;
- international terrorism and anti-American sentiment;
- difficulties and costs of staffing and managing any foreign operations; and
- difficulties in enforcing intellectual property rights.

Our exposure to each of these risks may increase our costs, impair our ability to market and sell our products and require significant management attention. We cannot assure you that one or more of these factors will not harm our business.

Our operations are currently conducted at a single location that may be at risk from earthquakes, terror attacks or other disasters.

We currently conduct all of our manufacturing, development and management activities at a single location in Redwood City, California, near known earthquake fault zones. We have taken precautions to safeguard our facilities, including insurance, health and safety protocols, and off-site storage of computer data. However, any future natural disaster, such as an earthquake, or a terrorist attack, could cause substantial delays in our operations, damage or destroy our equipment or inventory and cause us to incur additional expenses. A disaster could seriously harm our business and results of operations. Our insurance does not cover earthquakes and floods and may not be adequate to cover our losses in any particular case.

If we use hazardous materials in a manner that causes injury, we may be liable for damages.

Our research and development and manufacturing activities involve the use of hazardous materials. Although we believe that our safety procedures for handling and disposing of these materials comply with federal, state and local laws and regulations, we cannot entirely eliminate the risk of accidental injury or contamination from the use, storage, handling or disposal of these materials. We do not carry specific hazardous waste insurance coverage, and our property and casualty and general liability insurance policies specifically exclude coverage for damages and fines arising from hazardous waste exposure or contamination. Accordingly, in the event of contamination or injury, we could be held liable for damages or penalized with fines in an amount exceeding our resources, and our clinical trials or regulatory clearances or approvals could be suspended or terminated.

Changes in tax structures may negatively impact our financial results and industry in general, which could harm our business and the value of our stock.

Effective January 1, 2013, U.S. health care law reforms under the *2010 Affordable Care Act* imposed a new 2.3% excise tax on certain medical technology companies regardless of whether the companies are profitable. Industry advocates anticipate the new tax will

negatively impact innovation and U.S. competitiveness. The tax may already be having an adverse impact on U.S. medical device research and development investment activity and job creation, and may force affected companies to consider cutting manufacturing operations, research and development, and employment levels. These new taxes may also adversely impact patient access to new and innovative medical technologies such as those we manufacture and develop. If any of these risks materialize, then our business may be harmed and the value of our common stock could decline. We cannot assure you that the Affordable Care Act, as currently enacted or as amended in the future, will not adversely affect our business and financial results, and we cannot predict how future federal or state legislative or administrative changes relating to healthcare reform will affect our business.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

Under Section 382 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an "ownership change," generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes (such as research tax credits) to offset its post-change income may be limited. If we undergo such an ownership change, the limitation may result in the expiration of our net operating losses and credits before we can use them, which could potentially result in increased future tax liability to us. We may experience ownership changes in the future as a result of future offerings of our stock and other subsequent shifts in our stock ownership. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards to offset United States federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us.

Risks Related to Our Common Stock

If our stock price declines, our common stock may be subject to delisting from the NASDAQ Capital Market.

On December 9, 2014, we received notice from the NASDAQ Global Market that we did not meet the continued listing requirements for listing our common stock on the NASDAQ Global Market because for 30 consecutive business days the bid price of our common stock had closed below $1.00 per share. In June 2015, we transferred the listing of our common stock to the NASDAQ Capital Market. We have until December 7, 2015, to regain compliance with the minimum bid price rule. To regain compliance, the closing bid price of our common stock must be at least $1.00 per share for a minimum of ten consecutive business days (or such longer period of time as the NASDAQ staff may require in some circumstances, but generally not more than 20 consecutive business days) before December 7, 2015. If we are not able to achieve compliance by December 7, 2015, we will need to cure the deficiency by effecting a reverse stock split. However, if it appears to the NASDAQ staff that we will not be able to cure the deficiency, or if we do not meet the other listing standards, NASDAQ could provide notice that our common stock will become subject to delisting. We cannot guarantee that our stock price will meet the listing requirements and therefore our common stock may be subject to delisting. If our common stock is delisted, this would, among other things, substantially impair our ability to raise additional funds and could result in a loss of institutional investor interest and fewer development opportunities for us.

The conversion of shares of Series A preferred stock into common stock, or the perception that such conversions may occur, could cause the market price of our common stock to decline.

We currently have 191,474 shares of our Series A preferred stock outstanding. Each share of our Series A preferred stock is convertible into 100 shares of our common stock at any time at the option of the holder, subject to certain limitations. The conversion of substantial amounts of our Series A preferred stock would result in the issuance by us of a substantial number of additional shares of our common stock, which, subject to certain limitations, could be traded publicly. Such conversions, or the perception that such conversions may occur, could cause the market price of our common stock to decline.

The price of our common stock may continue to be volatile, and the value of an investment in our common stock may decline.

An active and liquid trading market for our common stock may not be sustained. Factors that could cause volatility in the market price of our common stock include, but are not limited to:

- completion of development and commercial launch of our microcutter products, and the timing thereof;
- our ability to maintain our listing on the NASDAQ Capital Market;
- perceptions that we may not be able to raise capital as needed, or that investors will be substantially diluted if we do raise capital;
- market acceptance and adoption of our products;
- regulatory clearance or approvals of or other regulatory developments with respect to our products;
- volume and timing of orders for our products;

- changes in earnings estimates, investors' perceptions, recommendations by securities analysts or our failure to achieve analysts' earnings estimates;
- quarterly variations in our or our competitors' results of operations;
- general market conditions and other factors unrelated to our operating performance or the operating performance of our competitors;
- the announcement of new products or product enhancements by us or our competitors;
- announcements related to patents issued to us or our competitors and to litigation;
- developments in our industry; and
- actions by stockholder activists.

In addition, the stock prices of many companies in the medical device industry have experienced wide fluctuations that have often been unrelated to the operating performance of those companies. These factors may materially and adversely affect the market price of our common stock.

The ownership of our common stock is highly concentrated, and your interests may conflict with the interests of our existing stockholders.

Our executive officers and directors and their affiliates, together with other stockholders that own 5% or more of our outstanding common stock, beneficially owned approximately 42% of our outstanding common stock as of June 30, 2015. In addition, two stockholders collectively hold all of our Series A preferred stock and may convert those shares into 19,147,400 shares of our common stock and, if they were to convert all of the shares of our Series A preferred stock, our executive officers and directors and their affiliates, together with other stockholders that own 5% or more of our outstanding common stock, would beneficially own approximately 52% of our outstanding common stock. Accordingly, these stockholders have significant influence over the outcome of corporate actions requiring stockholder approval. The interests of these stockholders may be different than the interests of other stockholders on these matters. This concentration of ownership could also have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which in turn could reduce the price of our common stock.

Evolving regulation of corporate governance and public disclosure will result in additional expenses and continuing uncertainty.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new Securities and Exchange Commission regulations and The NASDAQ Stock Market rules are creating uncertainty for public companies. We are presently evaluating and monitoring developments with respect to new and proposed rules and cannot predict or estimate the amount of the additional compliance costs we may incur or the timing of such costs. These new or changed laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by courts and regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Maintaining appropriate standards of corporate governance and public disclosure will result in increased general and administrative expenses and a diversion of management time and attention from product-generating and revenue-generating activities to compliance activities. In addition, if we fail to comply with new or changed laws, regulations and standards, regulatory authorities may initiate legal proceedings against us and our business and reputation may be harmed.

Our future operating results may be below securities analysts' or investors' expectations, which could cause our common stock price to decline.

The revenue and income potential of our products and our business model are unproven, and we may be unable to generate significant revenue or grow at the rate expected by securities analysts or investors. In addition, our costs may be higher than we, securities analysts or investors expect. If we fail to generate sufficient revenue or our costs are higher than we expect, our results of operations will suffer, which in turn could cause our common stock price to decline. Our results of operations will depend upon numerous factors, including:

- the broad commercial launch of our MicroCutter XCHANGE 30, and the timing thereof;

- completion of development and commercial launch of our other microcutter products, and the timing thereof;
- FDA or other regulatory clearance or approval of our products;
- demand for our products;
- the performance of third-party contract manufacturers and component suppliers;
- our ability to develop sales and marketing capabilities;
- our ability to develop, introduce and market new or enhanced versions of our products on a timely basis; and
- our ability to obtain and protect proprietary rights.

Our operating results in any particular period may not be a reliable indication of our future performance. In some future quarters, our operating results may be below the expectations of securities analysts or investors. If this occurs, the price of our common stock will likely decline.

Anti-takeover defenses that we have in place could prevent or frustrate attempts to change our direction or management.

Provisions of our certificate of incorporation and bylaws and applicable provisions of Delaware law may make it more difficult for or prevent a third party from acquiring control of us without the approval of our board of directors. These provisions:

- limit who may call a special meeting of stockholders;
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon at stockholder meetings;
- prohibit cumulative voting in the election of our directors, which would otherwise permit less than a majority of stockholders to elect directors;
- prohibit stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of our stockholders; and
- provide our board of directors with the ability to designate the terms of and issue a new series of preferred stock without stockholder approval.

In addition, Section 203 of the Delaware General Corporation Law generally prohibits us from engaging in any business combination with certain persons who own 15% or more of our outstanding voting stock or any of our associates or affiliates who at any time in the past three years have owned 15% or more of our outstanding voting stock. These provisions may have the effect of entrenching our management team and may deprive stockholders of the opportunity to sell their shares to potential acquirers at a premium over prevailing prices. This potential inability to obtain a control premium could reduce the price of our common stock.

We may become involved in securities class action litigation that could divert management's attention and harm our business.

The stock market in general, the NASDAQ Capital Market and the market for medical device companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Further, the market prices of securities of medical device companies have been particularly volatile. These broad market and industry factors may materially harm the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against that company. We may become involved in this type of litigation in the future. Litigation often is expensive and diverts management's attention and resources, which could materially harm our financial condition and results of operations.

We have never paid dividends on our capital stock, and we do not anticipate paying any cash dividends in the foreseeable future.

We have paid no cash dividends on any of our classes of capital stock to date, and we currently intend to retain our future earnings to fund the development and growth of our business. As a result, capital appreciation, if any, of our common stock will be the sole source of gain to our stockholders for the foreseeable future.

The announcement by a dissident stockholder of an intention to conduct a proxy contest has the potential to adversely affect our business and the market price of our common stock.

Broadfin Healthcare Master Fund, LTD, or Broadfin, has announced its intention to initiate a proxy contest with respect to the election of directors at our 2015 annual meeting of stockholders, or the Annual Meeting. Broadfin is proposing to solicit proxies for the purpose of voting in favor of its eight nominees for election to our board of directors, including three of our current board members. Our business, operating results or financial condition could be harmed by the potential proxy contest because, among other things:

- responding to the potential proxy contest is costly and time-consuming, is a significant distraction for our board of directors, management and employees, and diverts the attention of our board of directors and senior management from the pursuit of our business strategy, which could adversely affect our results of operations and financial condition;
- perceived uncertainties as to our future direction, our ability to execute on our strategy, or changes to the composition of our board of directors, may lead to the perception of a change in the direction of our business, instability or lack of continuity which may be exploited by our competitors, cause concern to our current or potential future customers and suppliers, and may result in the loss of potential business opportunities and make it more difficult to attract and retain qualified personnel and business partners;
- the expenses for legal and advisory fees and administrative and associated costs incurred in connection with responding to the potential proxy contest and any related litigation may be substantial; and
- we may choose to initiate, or may become subject to, litigation as a result of the potential proxy contest or matters arising from the potential proxy contest, which would serve as a further distraction to our board of directors, management and employees and would require us to incur significant additional costs.

In addition, the market price of our common stock could be subject to significant fluctuation or otherwise be adversely affected by the uncertainties described above, the outcome of the potential proxy contest, or a threat of future stockholder activism.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

We currently lease approximately 30,000 square feet of office, manufacturing and laboratory space in Redwood City, California. Our monthly average rent expense is approximately $80,000 and the lease expires on August 31, 2018, with the option to extend for a period of three years beyond the expiration date. We believe that our existing facility should meet our needs for at least the next few years. Our facility is subject to periodic inspections by state and federal regulatory authorities.

Item 3. Legal Proceedings

We are not subject to any material legal proceeding.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market for Common Equity

Our common stock began trading on the NASDAQ Global Market on February 3, 2006, under the symbol "CRDC" and was transferred to the NASDAQ Capital Market in June 2015. The table below sets forth the high and low closing sales prices for our common stock for the periods indicated:

	High	Low
Fiscal Year 2015		
First Quarter ended September 30, 2014	$ 1.29	$ 1.02
Second Quarter ended December 31, 2014	$ 1.09	$ 0.57
Third Quarter ended March 31, 2015	$ 0.74	$ 0.53
Fourth Quarter ended June 30, 2015	$ 0.61	$ 0.37
Fiscal Year 2014		
First Quarter ended September 30, 2013	$ 1.50	$ 1.10
Second Quarter ended December 31, 2013	$ 1.35	$ 0.88
Third Quarter ended March 31, 2014	$ 1.61	$ 0.95
Fourth Quarter ended June 30, 2014	$ 1.30	$ 0.82

As of September 18, 2015, there were 83 holders of record of common stock. This number does not include the number of persons whose shares are held by a nominee or in "street name" accounts through brokers.

Preferred Stock

Our Series A Convertible Preferred Stock does not trade on a trading market, and all of our outstanding Series A Convertible Preferred Stock is held by two holders of record.

Dividend Policy

We have never declared or paid any dividends on our capital stock. We currently intend to retain all of our future earnings, if any, to finance our operations and do not anticipate paying any cash dividends on our capital stock in the foreseeable future. Future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then existing conditions, including our operating results, financial conditions, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant.

Recent Sales of Unregistered Securities

Not applicable.

Issuer Purchases of Equity Securities

During the quarter ended June 30, 2015, we did not repurchase any equity securities.

Item 6. Selected Financial Data

The following selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes to those statements included elsewhere in this report.

The following selected balance sheet data as of June 30, 2015 and 2014, and the statements of operations data for each of the three fiscal years in the period ended June 30, 2015, have been derived from our audited consolidated financial statements, which are included elsewhere in this annual report. The selected balance sheet data as of June 30, 2013, 2012 and 2011, and the selected statements of operations data for the fiscal years ended June 30, 2012 and 2011, has been derived from our audited financial statements not included in this annual report. Historical results are not necessarily indicative of the results to be expected in future periods.

	Fiscal Year Ended June 30,				
	2015	2014	2013	2012	2011
	(in thousands, except per share data)				
Statements of Operations Data:					
Net revenue:					
Product sales, net	$ 2,922	$ 3,505	$ 3,093	$ 3,274	$ 3,889
License and development revenue	—	41	336	336	9,277
Royalty revenue	68	69	70	71	77
Total net revenue	2,990	3,615	3,499	3,681	13,243
Operating costs and expenses:					
Cost of product sales	4,235	4,770	3,604	3,638	3,350
Research and development	7,341	6,883	9,145	7,220	7,495
Selling, general and administrative	10,197	8,463	6,410	6,139	5,920
Total operating costs and expenses	21,773	20,116	19,159	16,997	16,765
Loss from operations	(18,783)	(16,501)	(15,660)	(13,316)	(3,522)
Interest income	56	12	15	12	21
Interest expense	(450)	(504)	(457)	(268)	(11)
Other income (expense), net	(5)	27	(35)	(3)	(5)
Net loss before income tax benefit	(19,182)	(16,966)	(16,137)	(13,575)	(3,517)
Income tax benefit	—	—	—	—	—
Net loss	$ (19,182)	$ (16,966)	$ (16,137)	$ (13,575)	$ (3,517)
Deemed dividend related to beneficial conversion feature of convertible preferred stock	—	(1,915)	—	—	—
Net loss allocable to common stockholders	$ (19,182)	$ (18,881)	$ (16,137)	$ (13,575)	$ (3,517)
Basic and diluted net loss per common share	$ (0.22)	$ (0.32)	$ (0.40)	$ (0.44)	$ (0.14)
Shares used in computing basic and diluted net loss per common share	88,953	58,395	40,842	30,547	25,620

	As of June 30,				
	2015	2014	2013	2012	2011
	(in thousands)				
Balance Sheet Data:					
Cash, cash equivalents and investments	$ 25,206	$ 42,796	$ 12,395	$ 14,645	$ 9,325
Working capital	21,303	39,965	12,268	13,316	8,477
Total assets	29,294	47,577	17,761	18,142	11,470
Short-term note payable	—	—	—	—	—
Long-term liabilities	5,147	4,735	4,559	4,364	433
Total stockholders' equity	22,089	40,185	10,974	11,360	8,862

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes to those statements included elsewhere in this report. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "Risk Factors" and elsewhere in this Report.

Overview

We are commercializing and developing our MicroCutter XCHANGE® 30 based on our proprietary "staple-on-a-strip" technology for use by thoracic, pediatric, bariatric, colorectal and general surgeons. The MicroCutter XCHANGE® 30, which is currently commercially-available, is a cartridge based microcutter device with a 5 millimeter shaft diameter and a 30 millimeter staple line cleared for use in the United States for specific indications for use, and in the European Union, or EU, for a broader range of indications for use. We previously had additional products in development, including the MicroCutter XCHANGE® 45, a cartridge based microcutter device with an 8 millimeter shaft and a 45 millimeter staple line, and the MicroCutter FLEXCHANGE™ 30, a cartridge based microcutter device with a flexible shaft to facilitate endoscopic procedures requiring cutting and stapling; however, we suspended development of these additional potential products to focus solely on development of the MicroCutter XCHANGE® 30. We recently completed an assessment by an independent market research firm of the US market for the MicroCutter XCHANGE 30 which identified a potential market opportunity exceeding $250 million annually. In addition, we estimate that the commercially-available MicroCutter XCHANGE 30, along with our additional potential products, if developed, would be suited for use in approximately 1.4 million procedures annually in the United States, involving, we estimate, over four million staple cartridge deployments, three million of which we believe would be deployed in laparoscopic procedures.

In March 2012, we completed the design verification for and applied Conformité Européenne, or the CE Mark, to the MicroCutter XCHANGE 30 and, in December 2012, began a controlled commercial launch of the MicroCutter XCHANGE 30 in Europe. We received from the United States Food and Drug Administration, or FDA, 510(k) clearances for the MicroCutter XCHANGE 30 and blue cartridge in January 2014, and for the white cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. In March 2014, we made our first sale of the MicroCutter XCHANGE 30 in the United States, and subsequently temporarily suspended our controlled commercial launch in November 2014, as we shifted our focus to improved performance based on surgeon feedback. In April 2015, we resumed our controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. While we continue this controlled commercial launch, our goal is to complete product improvements on the MicroCutter XCHANGE 30 combo device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges. To further expand the use of the MicroCutter XCHANGE 30, we submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance.

We are attempting to expand in the international market of our MicroCutter XCHANGE 30 with additional selected regualtory filings. We also submitted our MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of our MicroCutter XCHANGE 30 and, if we receive approval, anticipate launching it in Canada. In addition, our exclusive distributor in Japan, Century Medical, Inc., or Century, filed for regulatory approval of our MicroCutter XCHANGE 30 cartridges with the Pharmaceuticals and Medical Devices Agency, or PMDA, in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a Vectra Liquid Crystal Polymer, or LCP to IXEF Polyarylamide, or IXEF, and recently received approval in August 2015, to market in Japan. We believe that the MicroCutter XCHANGE 30 is differentiated in the market compared to currently marketed staplers due to its significantly reduced size and ability to articulate up to 80 degrees.

Prior to 2009, our business focused on the design, manufacture and marketing of proprietary automated anastomotic systems used by cardiac surgeons to perform coronary bypass surgery. Our C-Port® Distal Anastomosis Systems, or C-Port systems, are sold in the United States and Europe. The C-Port systems are used to perform a distal anastomosis, which is the connection between a bypass graft vessel and the target coronary artery. As of June 30, 2015, more than 14,700 C- Port systems had been sold in the United States and Europe. We also currently sell our PAS-Port® Proximal Anastomosis System, or PAS-Port system, in the United States, Europe and Japan. The PAS-Port system is used to perform a proximal anastomosis, which is the connection of a bypass graft vessel to the aorta or other source of blood. As of June 30, 2015, more than 40,800 PAS-Port systems had been sold in the United States, Europe and Japan.

Historically, we have generated revenues primarily from the sale of automated anastomotic systems; however, we started generating revenues from the commercial sales of the MicroCutter XCHANGE 30 since its introduction in Europe in December 2012, and in the United States in March 2014, and through June 30, 2015, we have generated $1.4 million of net product revenues from the commercial sales of the MicroCutter XCHANGE 30.

For the fiscal year ended June 30, 2015, we generated net revenue of $3.0 million, including $0.7 million from commercial sales of the MicroCutter XCHANGE 30 and $0.1 million of license and development and royalty revenues, and incurred a net loss of $19.2 million.

Since our inception, we have incurred significant net losses, and we expect to continue to incur net losses for at least the next several years. We have not generated significant revenues from the MicroCutter XCHANGE 30. To date, our C-Port and PAS-Port systems have had limited commercial adoption, and sales have not met the levels that we had anticipated. Revenues from product sales and milestone payments were not sufficient to support the operation of our business as we had planned. If we fail to obtain broader commercial adoption of our C-Port and PAS-Port systems or achieve commercial adoption of our microcutter products, we may be required to delay, further reduce the scope of or eliminate our commercialization efforts with respect to one or more of our products or one or more of our research and development programs. During the three months ended March 31, 2015, we eliminated eight sales representatives, three of whom were related to selling our automated anastomotic systems and five were for microcutter products. We will continue to sell our automated anastomotic systems internationally through distributors and through independent sales representatives in the United States. We continue to sell our microcutter products only to a select number of key hospitals in the United States and through distributors in Europe before we broadly commercially re-launch our improved MicroCutter XCHANGE 30 combo device. As such, we anticipate that our automated anastomotic systems sales revenue will slightly decrease and our microcutter product sales revenue will slightly increase in the next few quarters.

As of June 30, 2015, we had approximately $21.2 million of cash, cash equivalents and short-term investments, $4.0 million in long-term investments and $4.0 million of debt principal outstanding. In April 2014, we sold 37,375,000 shares of our common stock at $0.85 per share, and 191,474 shares of Series A Convertible Preferred Stock at $85 per share. The Series A convertible preferred stock is non-voting and is convertible into shares of our common stock at a conversion rate of 100 shares of common stock for each share of Series A convertible preferred stock, provided that conversion will be prohibited if, as a result, the holder and its affiliates would own more than 9.98% of the total number of shares of the our common stock then outstanding unless the holder gives us at least 61 days prior notice of an intent to convert into shares of common stock that would cause the holder to own more than 9.98% of the total number of shares of common stock then issued and outstanding. Net proceeds from the financing to us were approximately $44.6 million.

We believe that our existing cash, cash equivalents, short-term and long-term investments will be sufficient to meet our anticipated cash needs to enable us to conduct our business substantially as currently conducted for at least the next 12 months. We may be able to extend this time period to the extent that we decrease our planned expenditures, or raise additional capital. We have based our estimate as to the sufficiency of our cash resources on assumptions that may prove to be wrong, including assumptions with respect to the level of revenue from product sales and the cost of product development, and we could exhaust our available financial resources sooner than we currently expect. The sufficiency of our current cash resources and our need for additional capital, and the timing thereof, will depend on many factors, including the extent of our ongoing research and development programs and related costs, including costs related to the continued development of the MicroCutter XCHANGE 30, our ability to enter into additional license, development and/or collaboration agreements with respect to our technology, and the terms thereof, market acceptance and adoption of our current products or any future

products that we may develop or commercialize, our level of revenues, costs associated with our sales and marketing initiatives and manufacturing activities, costs and timing of obtaining and maintaining FDA, and other regulatory clearances or approvals for our products and potential additional products, securing, maintaining and enforcing intellectual property rights and the costs thereof, and the effects of competing technological and market developments.

We may seek to sell additional equity or debt securities, obtain a credit facility, enter into product development, license or distribution agreements with third parties or divest one or more of our commercialized products or products in development. The sale of additional equity or convertible debt securities could result in significant dilution to our stockholders, particularly in light of the prices at which our common stock has been recently trading. In addition, if we raise additional funds through the sale of equity securities, new investors could have rights superior to our existing stockholders. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Any product development, licensing, distribution or sale agreements that we enter into may require us to relinquish valuable rights, including with respect to commercialized products or products in development that we would otherwise seek to commercialize or develop ourselves. We may not be able to obtain sufficient additional financing or enter into a strategic transaction in a timely manner. Our need to raise capital may require us to accept terms that may harm our business or be disadvantageous to our current stockholders.

Agreements with Century

On September 2, 2011, we signed a distribution agreement, or the Distribution Agreement, with Century Medical, Inc., or Century, with respect to distribution of our planned microcutter products in Japan. Under the terms of a secured note purchase agreement entered into at the time of the Distribution Agreement, Century agreed to loan us an aggregate of up to $4.0 million, with principal due on September 30, 2016, subject to certain conditions, which principal due date was extended to September 30, 2018, effective July 1, 2014. Under this facility, we received $2.0 million on September 30, 2011, and the remaining $2.0 million on December 27, 2011. The note bears 5% annual interest which is payable quarterly in arrears on the last business day of March, June, September and December of each year through September 30, 2018, the maturity date when the total $4.0 million of principal becomes due. In return for the loan commitment, we granted Century distribution rights to our planned microcutter product line in Japan, and a right of first negotiation for distribution rights in Japan to future products. Century is responsible for securing regulatory approval from the Ministry of Health in Japan for microcutter products. After approval for marketing in Japan, we would sell microcutter units to Century, which would then sell the microcutter devices to their customers in Japan.

Proceeds from the note and granting the distribution rights were allocated to the note based on their aggregate fair value of $2.4 million at the dates of receipt. This fair value was determined by discounting cash flows using a discount rate of 18%, which we estimated was a market rate of borrowing that could be obtained by companies with credit risk similar to ours. The remainder of the proceeds of $1.6 million was recognized as debt issuance discount and was allocated to the value of the distribution rights granted to Century under the Distribution Agreement and is included in deferred revenue. The deferred revenue will be recognized over the term of the Distribution Agreement, beginning upon the first sale by Century of microcutter products in Japan.

In addition, our distribution agreement with Century pertaining to the PAS-Port system, originally dated June 16, 2003, as amended, was last amended effective July 1, 2014. The last amendment, among other things, renewed the contract for another five years, extending the expiration date to July 31, 2019. The note amendment was accounted for as the modification of the 2011 note agreement, as the value of the consideration provided by us in the form of additional distribution rights was estimated to be approximately equal to the reduction in the fair value of the note. Accordingly, we reduced the carrying value of the note of $3.1 million to its post-modification fair value of $2.6 million, and recorded the resulting incremental discount of $0.5 million as deferred revenue. We determined the fair value of the amended note using the discount rate of 18%, which we estimated as the market rate of borrowing as of the modification date that could be obtained by companies with credit risk similar to us. The incremental discount of $0.5 million will be amortized over the remaining term of the note using the effective interest rate method. The deferred revenue will be recognized over the term of the distribution agreement beginning upon the first sale by Century of the microcutter products in Japan.

Agreements with Intuitive Surgical

On August 16, 2010, we entered into a license agreement, or License Agreement, with Intuitive Surgical Operations, Inc., or Intuitive Surgical, pursuant to which we granted to Intuitive Surgical a worldwide, sublicenseable, exclusive license to use our intellectual property in the robotics field in diagnostic or therapeutic medical procedures, but excluding vascular anastomosis applications, for an upfront license fee of $9.0 million. We are also eligible to receive single-digit royalties on sales by Intuitive Surgical, its affiliates or its sublicensees of specified stapler and clip applier products covered by our patent rights as well as on sales of certain other products covered by our patent rights that may be developed in the future, if any. Each party has the right to terminate the License Agreement in the event of the other party's uncured material breach or bankruptcy. Following any termination of the License Agreement, the licenses granted to Intuitive Surgical will continue, and, except in the case of termination for our uncured material breach or insolvency, Intuitive Surgical's payment obligations will continue as well. Under the License Agreement, Intuitive Surgical has rights to improvements in our technology and intellectual property over a specified period of time.

In addition, on the same date, we entered into a stock purchase agreement with Intuitive Surgical pursuant to which Intuitive Surgical paid $3.0 million to purchase from us an aggregate of 1,249,541 shares of our common stock, or the Stock Issuance. The net proceeds recorded to stockholders' equity based upon the fair value of our common stock on August 16, 2010, were approximately $2.0 million after offering expenses. From the premium paid of $1.0 million and the upfront license fee payment of $9.0 million, $0, $41,000 and $0.3 million have been recorded as license and development revenue for the fiscal years ended June 30, 2015, 2014 and 2013, respectively, and there was no deferred revenue as of June 30, 2015. There were no underwriters or placement agents involved with the Stock Issuance, and no underwriting discounts or commissions or similar fees were payable in connection with the Stock Issuance.

Agreement with MLV

On August 3, 2011, we entered into the ATM Agreement with MLV, which expired on August 2, 2014, that provided for the sale of our common stock through MLV as our sales agent. As of June 30, 2015, we received net proceeds of $1.2 million from the sale of an aggregate of 884,756 shares of common stock through MLV. During the fiscal year ended June 30, 2015, we did not sell any shares of common stock through MLV and the ATM agreement expired on August 2, 2014. During fiscal year ended June 30, 2014, we received net proceeds of $0.4 million from the sale of an aggregate of 439,163 shares of common stock through MLV.

Resignation of Chief Executive Officer

On August 6, 2015, we announced that Bernard A. Hausen, M.D., Ph.D., has informed the Board of Directors that he will step down as chief executive officer, president and as a member of the Board of Directors. By request of the Company, Dr. Hausen has agreed to stay on in his role as president and chief executive officer and a director for a transition period expected to be completed by December 31, 2015. Until that time, Dr. Hausen will continue to perform the duties assigned to him by the Board of Directors, and his compensation during this transition period will remain the same. In addition, provided that Dr. Hausen signs a liability release in favor of the Company, Dr. Hausen will receive, as severance benefits following the termination of his employment with the Company, twelve months base salary, reimbursement of up to 18 months of COBRA premiums for his health care, and accelerated vesting of all of his equity awards.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of our consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

We believe that the following critical accounting policies are the most critical to an understanding of our consolidated financial statements because they require us to make significant judgments and estimates that are used in the preparation of our consolidated financial statements.

Revenue Recognition. We recognize revenue when four basic criteria are met: (1) persuasive evidence of an arrangement exists; (2) title has transferred; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured. We generally use contracts and customer purchase orders to determine the existence of an arrangement. We use contractual terms, shipping documents and third-party proof of delivery to verify that title or rights have transferred. We assess whether the fee is fixed or determinable based upon the terms of the agreement associated with the transaction. To determine whether collection is probable, we assess a number of factors, including past transaction history with the customer and the creditworthiness of the customer. If we determine that collection is not reasonably assured, then the recognition of revenue is deferred until collection becomes reasonably assured, which is generally upon receipt of payment.

We record product sales net of estimated product returns and discounts from the list prices for our products. The amounts of product returns and the discount amounts have not been material to date. Our sales to distributors do not include price protection. We include shipping and handling costs in cost of product sales.

Payments that are contingent upon the achievement of a substantive milestone are recognized in their entirety in the period in which the milestone is achieved subject to satisfaction of all revenue recognition criteria at that time. Revenue generated from license fees and performing development services are recognized when they are earned and non-refundable upon receipt, over the period of performance, or upon incurrence of the related development expenses in accordance with contractual terms, based on the actual costs incurred to date plus overhead costs for certain project activities. Amounts paid but not yet earned on the project are recorded as deferred revenue until such time as performance is rendered or the related development expenses are incurred.

Inventory. We state our inventories at the lower of cost or market value on a first-in, first-out basis. Inventory write-downs are established when conditions indicate that the net realizable value is less than cost due to physical deterioration, usage, obsolescence, reductions in estimated future demand or reductions in selling prices. Inventory write-downs are measured as the difference between the cost of inventory and estimated net realizable value. Inventory write-downs are charged to cost of product sales and establish a lower cost basis for the inventory. We balance the need to maintain strategic inventory levels with the risk of obsolescence due to changing

technology and the risk of lower customer demand levels. While we believe the current value of inventories represents all known and estimated changes in demand, we have experienced reduced demand for our C-Port systems and further unfavorable changes in market conditions may result in a need for additional inventory write-downs that could adversely impact our financial results.

Stock-Based Compensation. We account for employee and director share-based compensation plans, including stock options and restricted stock units, or RSUs, pursuant to Accounting Standards Codification, or ASC, 718 "Compensation — Stock Compensation". Stock-based compensation cost is measured on the grant date, based on fair value-based measurement of the award, and is recognized as an expense over the requisite service period which generally equals the vesting period of each grant. We recognize compensation expense using the accelerated method and we account for the non-employee share-based grants pursuant to ASC 505-50 "Equity — Equity Based Payments to Non-Employees".

We selected the Black-Scholes option pricing model for determining the estimated fair value-based measurements of share-based awards. The use of the Black-Scholes model requires the use of assumptions including expected term, expected volatility, risk-free interest rate and expected dividends. The expected term of options granted is determined using the standard method. Under this approach, we estimate the expected life of options granted based on historical exercise and post-vest cancellation patterns, which we believe are representative of future behavior. The risk-free interest rate for the expected term of each option is based on a risk-free zero-coupon spot interest rate at the time of grant. We have never declared or paid any cash dividends and do not plan to pay cash dividends in the foreseeable future. The expected volatility is based on our historical stock price. We estimate forfeitures in calculating the expense related to stock-based compensation. We recorded fair value-based stock-based compensation expense of $1.1 million, or $ 0.01 per share, $1.0 million, or $0.02 per share, and $0.9 million, or $0.02 per share, for the fiscal years ended June 30, 2015, 2014 and 2013, respectively.

Results of Operations

Comparison of Fiscal Years ended June 30, 2015 and 2014

Net Revenue. Net revenue decreased $0.6 million, or 17%, to $3.0 million in fiscal year 2015 compared to $3.6 million in fiscal year 2014.

Net product sales decreased $0.6 million, or 17%, to $2.9 million in fiscal year 2015 compared to $3.5 million in fiscal year 2014. The decrease of product sales for the fiscal year ended June 30, 2015, was primarily attributable to lower PAS-Port and C-Port systems sales in the United States and international markets, due to the elimination of the cardiac sales team, offset in part by higher MicroCutter XCHANGE 30 sales.

For fiscal years 2015 and 2014, sales to Century, our distributor in Japan, accounted for approximately 28% and 30%, respectively, of our total product sales. For the fiscal years ended June 30, 2015 and 2014, sales to Herz-Und Diabeteszentrum in Germany accounted for approximately 10% and 12%, respectively, of our product sales.

License and development revenue from our agreement with Intuitive Surgical and royalty revenue decreased $42,000, or 38%, to $68,000 in fiscal year 2015 compared to $0.1 million in fiscal year 2014. The decrease was primarily attributable to the end of the three years amortization of the license and development agreement with Intuitive Surgical.

Cost of Product Sales. Cost of product sales consists primarily of material, labor and overhead costs. Cost of product sales decreased by $0.6 million, or 11%, to $4.2 million in fiscal year 2015 compared to $4.8 million in fiscal year 2014.

The decrease in cost of product sales in fiscal year 2015 compared to fiscal year 2014 is primarily driven by lower product cost related to the lower PAS-Port and C-Port systems sales in the United States and Europe in fiscal 2015.

Our cost of product sales was 145% and 136% of our net product sales in fiscal years 2015 and 2014, respectively, largely associated with our MicroCutter XCHANGE 30 product line capacity utilization. The production capacity and infrastructure has been put in place in anticipation of future growth of our microcutter products.

We expect higher costs relative to product sales for the next few years due to the planned commercialization of our microcutter product line.

Research and Development Expenses. Research and development expenses consist primarily of personnel costs within our product development, regulatory and clinical groups and the costs of clinical trials. Research and development expenses increased by $0.4 million, or 7%, to $7.3 million in fiscal year 2015 compared to $6.9 million in fiscal year 2014.

The increase in research and development expenses in fiscal year 2015 compared to fiscal year 2014 was attributable to an increase of $0.5 million of material purchases and clinical study expenses relating to the improved MicroCutter XCHANGE 30, partially offset by lower salaries and benefits expenses of $0.1 million due to lower staff levels.

We anticipate that research and development expenses will increase modestly in absolute terms in fiscal year 2016 due to clinical trial, product testing and tooling expenses related to the improved MicroCutter XCHANGE 30.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of costs for administrative and sales and marketing personnel, intellectual property and marketing expenses. Selling, general and administrative expenses increased by $1.7 million, or 20%, to $10.2 million in fiscal year 2015 compared to $8.5 million in fiscal year 2014.

The net increase in selling, general and administrative expenses in fiscal year 2015 compared to fiscal year 2014 was primarily attributable to an increase in professional outside service expenses of $1.0 million mainly related to the shareholder activist proxy contest for the 2014 annual meeting, an increase in salaries and benefits expenses of $0.6 million and an increase in noncash stock compensation expenses of $0.1 million, mainly due to the expanded bonus plan to include manager-level employees and the severance expenses relating to headcount reductions, partially offset by a decrease in microcutter demonstration and sample expenses of $0.1 million due to temporarily suspending our controlled commercial launch of the MicroCutter XCHANGE 30 in November 2014. In April 2015, we resumed our controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges.

We expect selling, general and administrative expenses to decrease slightly in absolute terms in fiscal year 2016 due to the reduction in headcount of approximately 13% of our total employees in the quarter ended March 31, 2015, and the resolution of the 2014 annual proxy contest .

Interest Income. Interest income increased by $44,000, or 367%, to $56,000 for fiscal year 2015 from $12,000 for fiscal year 2014. The increase in interest income in fiscal year 2015 was primarily attributable to higher cash available for investments.

Interest Expense. Interest expense decreased by $0.1 million to $0.4 million for fiscal year 2015 from $0.5 million in fiscal year 2014. The decrease in interest expense was due to the interest, and the loan modification with a lower annual rate of 16.9% as compared to the original rate of 17.4% relating to the accretion of debt discount, on our note payable to Century, which we issued in September and December 2011. We expect interest expense to increase in future periods as the note payable is scheduled to mature on September 30, 2018, and the debt discount is accreted using the effective interest method.

Deemed dividend related to beneficial conversion feature of convertible preferred stock. We recorded a deemed dividend of $1.9 million in fiscal year ended June 30, 2014, relating to the issuance of our issued and outstanding Series A Convertible Preferred Stock, representing a one-time beneficial conversion charge due to the difference between the common stock price and conversion price on the closing date of our public offering in April 2014.

Comparison of Fiscal Years ended June 30, 2014 and 2013

Net Revenue. Net revenue increased $0.1 million, or 3%, to $3.6 million in fiscal year 2014 compared to $3.5 million in fiscal year 2013.

Net product sales increased $0.4 million, or 13%, to $3.5 million in fiscal year 2014 compared to $3.1 million in fiscal year 2013. The increase of product sales for the fiscal year ended June 30, 2014, was primarily attributable to both higher MicroCutter XCHANGE 30 and PAS-Port systems sales in the United States and international markets, offset in part by lower C-Port systems sales.

For fiscal years 2014 and 2013, sales to Century, our distributor in Japan, accounted for approximately 30% and 33%, respectively, of our total product sales. For the fiscal years ended June 30, 2014 and 2013, sales to Herz-Und Diabeteszentrum in Germany accounted for approximately 12% and 8%, respectively, of our product sales.

License and development revenue from our agreement with Intuitive Surgical and royalty revenue decreased $0.3 million, or 89%, to $0.1 million in fiscal year 2014 compared to $0.4 million in fiscal year 2013. The decrease was primarily attributable to the end of the three years amortization of the license and development agreement with Intuitive Surgical.

Cost of Product Sales. Cost of product sales increased by $1.2 million, or 32%, to $4.8 million in fiscal year 2014 compared to $3.6 million in fiscal year 2013.

The increase in cost of product sales in fiscal year 2014 compared to fiscal year 2013 is primarily driven by higher product cost related to the MicroCutter XCHANGE 30 design changes and the MicroCutter XCHANGE 30 sales in the United States and Europe in fiscal 2014.

Our cost of product sales was 136% and 117% of our net product sales in fiscal years 2014 and 2013, respectively, largely associated with our MicroCutter XCHANGE 30 product line capacity utilization. The production capacity and infrastructure has been put in place in anticipation of the foreseeable future growth of our microcutter products.

Research and Development Expenses. Research and development expenses decreased by $2.2 million, or 25%, to $6.9 million in fiscal year 2014 compared to $9.1 million in fiscal year 2013.

The decrease in research and development expenses in fiscal year 2014 compared to fiscal year 2013 was attributable to a decrease of $1.1 million of material purchases due to the completion of the development of our MicroCutter XCHANGE 30, a decrease of $0.2 million in traveling expenses and a decrease of $0.6 million in clinical expenses, due to the completion of our microcutter clinical trial in Europe. There were also decreases in salaries and benefits expenses of $0.1 million and noncash stock compensation expenses of $0.1 million, due primarily to fewer numbers of personnel.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by $2.1 million, or 32%, to $8.5 million in fiscal year 2014 compared to $6.4 million in fiscal year 2013.

The net increase in selling, general and administrative expenses in fiscal year 2014 compared to fiscal year 2013 was primarily attributable to an increase in microcutter demonstration and sample expenses of $1.1 million related to sales training, an increase in salaries and benefits expenses of $0.6 million and an increase in noncash stock compensation expenses of $0.2 million, mainly due to higher bonus percentage payout based on milestone achievements and the four additions in our sales force, and an increase in travel expenses of $0.2 million related to the MicroCutter XCHANGE 30 introduction in the United States.

Interest Income. Interest income decreased by $3,000, or 20%, to $12,000 for fiscal year 2014 from $15,000 for fiscal year 2013. The decrease in interest income in fiscal year 2014 was primarily attributable to lower cash available for investments.

Interest Expense. Interest expense increased by $47,000 to $0.5 million for fiscal year 2014 from $0.4 million in fiscal year 2013. The increase in interest expense was due to the interest, including the accretion of debt discount, on our note payable to Century, which we issued in September and December 2011, as the net debt balance increases due to the effective interest method.

Deemed dividend related to beneficial conversion feature of convertible preferred stock. We recorded a deemed dividend of $1.9 million in fiscal year ended June 30, 2014, relating to the issuance of our issued and outstanding Series A Convertible Preferred Stock, representing a one-time beneficial conversion charge due to the difference between the common stock price and conversion price on the closing date of our public offering in April 2014.

Income Taxes

Due to uncertainty surrounding the realization of our deferred tax assets through future taxable income, we have provided a full valuation allowance, and no benefit has been recognized for our net operating losses and other deferred tax assets. Accordingly, deferred tax asset valuation allowances have been established as of June 30, 2015 and 2014, to reflect these uncertainties. At June 30, 2015, we had unrecognized tax benefits of $1.1 million, which would not currently affect our effective tax rate if recognized due to our deferred tax assets being fully offset by a valuation allowance.

As of June 30, 2015, we had net operating loss carry-forwards to reduce future taxable income, of approximately $171.0 million for federal income tax purposes and $108.4 million available to reduce future taxable income, if any, for state income taxes. The net operating loss carry-forwards begin to expire in the fiscal year 2019. We also had federal and state research and development credit carry-forwards of approximately $1.8 million and $3.8 million, respectively, at June 30, 2015. The federal credits begin to expire in fiscal year 2021 if not utilized. The California state credit carry-forwards have an unlimited carry-forward period and the State of Arizona credits begin to expire in fiscal year 2024. We have completed a study of our tax attributes under Section 382 of the Internal Revenue Code of 1986 through June 30, 2010, which resulted in significant limitations on our net operating loss and credit carry-forwards prior to utilization. The related reductions are reflected in the carry-forward amounts discussed above. The most recent analysis of our historical ownership changes was completed in 2014. Due to IRC Section 382 and 383 limitations, we only account for net operating loss and tax credit carry-forwards as deferred tax assets where we reasonably expect that these losses and carry-forwards can be utilized in future periods

Liquidity and Capital Resources

As of June 30, 2015, our accumulated deficit was $189.7 million. As of June 30, 2015, we had cash, cash equivalents, and short-term investments of $21.2 million, and $4.0 million in long-term investments, compared to cash, cash equivalents, and short-term investments of $40.5 million and $2.3 million in long-term investments at June 30, 2014. We currently invest majority of our cash, cash equivalents, short-term and long-term investments in money market funds, corporate debt and commercial paper securities. As of June 30, 2015 and 2014, we had $4.0 million debt principal outstanding. Since inception, we have financed our operations primarily through private and public sales of convertible preferred stock, long-term notes payable, public and private sales of common stock, warrants to purchase common stock and license or collaboration agreements.

In April 2014, we completed the sale of 37,375,000 shares of our common stock at a price to the public of $0.85 per share and 191,474 shares of Series A Convertible Preferred Stock at a price to the public of $85 per share. Net proceeds from the financing to us were approximately $44.6 million. On March 20, 2013, we completed the sale of 14,251,368 shares of our common stock at a price to the public of $1.05 per share. Net proceeds from the financing to us were $14.0 million. In February 2012, we completed the sale of 9,091,000 shares of our common stock in an underwritten public offering at a price to the public of $1.65 per share. Net proceeds from that financing to us were $13.9 million. We have also sold stock through various agreements with other entities. As of June 30, 2015, we received net proceeds of $1.2 million from the sale of 884,756 shares of our common stock through McNicoll Lewis & Vlak LLC, or MLV, pursuant to an ATM agreement, which agreement expired in August 2014. In addition, in December 2010, we entered into a purchase agreement with Aspire Capital, which provided for the sale of our common stock subject to the conditions set forth in that agreement, which agreement terminated in February 2013. Through the termination date, we had raised $4.4 million of capital through the sale of 1,350,000 shares of our common stock under that purchase agreement; all of the capital raised under that purchase agreement had been raised prior to June 30, 2012.

On September 2, 2011, we entered into a Distribution Agreement with Century, with respect to distribution of our planned microcutter products in Japan. Additionally, under the terms of a secured note purchase agreement, Century agreed to loan us an aggregate of up to $4.0 million, with principal due five years after the first draw by us under the agreement, subject to certain conditions, which principal due date was extended by two years to September 30, 2018, effective July 1, 2014. In return for the loan commitment, we granted Century distribution rights to our planned microcutter product line in Japan, and a right of first negotiation for distribution rights in Japan to future products. Century is responsible for securing regulatory approval from the Ministry of Health in Japan for the microcutter product line. After approval for marketing in Japan, we would sell microcutter units to Century, who would then sell the microcutter devices to their customers in Japan.

Under this facility, we received $2.0 million on September 30, 2011, and the remaining $2.0 million on December 27, 2011. The note, as amended, bears 5% annual interest which is payable quarterly in arrears on the last business day of March, June, September and December of each year through September 30, 2018, the maturity date when the total $4.0 million of principal becomes due. Proceeds from the note and granting the distribution rights were allocated to the note based on its aggregate fair value of $2.4 million at the dates of receipt. This fair value was determined by discounting cash flows using a discount rate of 18%, which we estimated approximated a market rate of return on debt financing that could be obtained by companies with credit risk similar to us. The remainder of the proceeds of $1.6 million, and the additional $0.5 million due to the two years extension, were allocated to the value of the distribution rights granted to Century under the Distribution Agreement and is included in deferred revenue. The deferred revenue will be recognized on a straight-line basis over the term of the Distribution Agreement, beginning upon the first sale by Century of the microcutter products in Japan. In August 2013, Century filed for regulatory approval of our MicroCutter XCHANGE 30 cartridge with the Pharmaceuticals and Medical Devices Agency in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a LCP to IXEF, and recently received approval in August 2015, to market in Japan.

On November 11, 2010, we entered into an amendment, or Lease Amendment, to our facility lease. Pursuant to the Lease Amendment, the term of the lease is extended four years, through August 31, 2015, and we were granted an improvement allowance of $0.1 million to be used in connection with the construction of alterations and refurbishment of improvements in the premises, which was used and reimbursed in November 2011, and January 2012. The leasehold improvement allowance was recorded as a reduction of rent expense on a straight-line basis over the term of the lease. On November 24, 2014, we entered into another amendment, or Second Lease Amendment, to our facility lease. Pursuant to the Second Lease Amendment, the term of the lease is extended by three years, from September 1, 2015, through August 31, 2018 (the "Second Extended Term"). In addition, under the Second Lease Amendment, we were granted an option to further extend the lease for a period of three years beyond August 31, 2018 (the "Option Term"), with the annual rent payable by us during the Option Term to be equal to the annual rent for comparable buildings, as described in the Second Lease Amendment. Under the operating lease we were required to maintain a letter of credit with a restricted cash balance at our bank. A certificate of deposit of $0.1 million was recorded as restricted cash in the condensed balance sheets as of June 30, 2015, related to this letter of credit.

Summary cash flow data is as follows:

	Fiscal Year Ended June 30,		
	2015	2014	2013
		(In thousands)	
Net cash used in operating activities	$ (16,426)	$ (13,808)	$ (14,865)
Net cash used in investing activities	(798)	(12,174)	(2,063)
Net cash provided by (used in) financing activities	(65)	45,162	14,829

Our net use of cash in operating activities for fiscal year 2015 was primarily attributable to our net loss adjusted for non-cash items primarily due to the continued development and commercialization efforts related to our MicroCutter XCHANGE 30, an increased in inventories of $0.3 million due to the temporary hold on the MicroCutter XCHANGE 30 sales in November 2014, and a decrease in accounts receivable of $0.3 million due to lower C-Port and PAS-Port systems sales. Our net use of cash in operating activities for fiscal year 2014 was primarily attributable to our net loss adjusted for non-cash items primarily due to the continued development and commercialization efforts related to our MicroCutter XCHANGE 30, partially offset by a decreased inventories of $0.4 million due to design changes and MicroCutter XCHANGE 30 sales which directly resulted in an increase in accounts receivable of $0.3 million. Our net use of cash for fiscal year 2013 was primarily attributable to our net loss adjusted for non-cash items, partially offset by an increase in inventories of $0.9 million due to our microcutter product builds, and a decrease in deferred revenue of $0.3 million due to the Intuitive Surgical arrangement.

Net cash used in investing activities of $0.8 million for fiscal year 2015, reflects purchases of property and equipment of $0.7 million mainly related to tools and molds modifications purchased for our microcutter development as well as a net purchases of investments of $0.1 million. Net cash used in investing activities of $12.2 million for fiscal year 2014, reflects purchases of property and equipment of $0.8 million mainly related to tools and molds modifications purchased for our microcutter development as well as a net purchases of investments of $11.4 million. Net cash used in investing activities of $2.1 million for fiscal year 2013, reflects purchases of property and equipment of $ 2.1 million mainly related to tools and molds modifications purchased for our microcutter.

Net cash used in financing activities of $0.1 million for fiscal year 2015, was the residual issuance costs related to April 2014 offering. Net cash provided by financing activities of $45.2 million for fiscal year 2014, was due primarily to the net proceeds of $44.7 million received from our public stock offering in April 2014, and an aggregate net proceeds of $0.4 million received from the sale of shares of common stock through MLV. Net cash provided by financing activities of $14.8 million for fiscal year 2013, was due primarily to the net proceeds of $14.0 million received from our common stock offering in March 2013, aggregate net proceeds of $0.8 million received from the sale of shares of common stock through MLV and proceeds from the exercise of options of $88,000.

We believe that our existing cash, cash equivalents, short-term and long-term investments will be sufficient to meet our anticipated cash needs to enable us to conduct our business substantially as currently conducted through at least the next 12 months. We would be able to extend this time period to the extent that we decrease our planned expenditures, or raise additional capital. We have based our estimate on assumptions that may prove to be wrong, including assumptions with respect to the level of revenue from product sales, and the cost of product development, including the process for obtaining FDA approval for the commercial use of our microcutter products in the United States and internationally, and we could exhaust our available financial resources sooner than we currently expect.

The sufficiency of our current cash resources and our need for additional capital, and the timing thereof, will depend upon numerous factors. These factors include, but are not limited to, the following:

- the extent to which we are able to raise additional capital in any equity or debt transaction;
- market acceptance of our MicroCutter XCHANGE 30 in Europe and in the United States once we execute the broader commercial launch;
- our success in obtaining regulatory approval from the Pharmaceuticals and Medical Devices Agency of our MicroCutter XCHANGE 30 cartridge in Japan and the timing of such approval, and market acceptance of our MicroCutter XCHANGE 30 cartridge in Japan if such approval is obtained;
- the extent of our ongoing enhancements of the MicroCutter XCHANGE 30, including alterations and post-commercialization improvements based on early adopter experience with this newly commercial product;
- the extent of our ongoing research and development programs and related costs, including costs related to the continued development of the MicroCutter XCHANGE 45 and additional future products and features in our microcutter product line;
- our ability to enter into additional license, development and/or collaboration agreements with respect to our technology, and the terms thereof;

- market acceptance and adoption of future products that we may commercialize;
- our level of revenues;
- costs associated with our sales and marketing initiatives and manufacturing activities;
- costs associated with our potential proxy contest with Broadfin Heathcare Master Fund, LTD, including costs associated with any potential litigation arising or resulting from the potential proxy contest;
- costs and timing of obtaining and maintaining FDA and other regulatory clearances and approvals for our products and potential additional products;
- securing, maintaining and enforcing intellectual property rights and the costs thereof; and
- the effects of competing technological and market developments.

As part of our controlled commercial launch of the MicroCutter XCHANGE 30 in Europe and in the United States, we made our first sales in December 2012 and March 2014, respectively. We have agreements for the microcutter product line with four distributors in Europe. In addition, in August 2014, we established a subsidiary in Germany, Cardica, GmbH, to facilitate direct sale of the microcutter product. We intend to continue to make enhancements to the MicroCutter XCHANGE 30 before continuing our efforts to develop other products in our planned microcutter product line. We cannot predict when, if ever, we will generate significant commercial revenue from the sale of either of these products or any other products in our planned microcutter product line. Because we do not anticipate that we will generate sufficient product sales to achieve profitability for at least the next few years, if at all, we may need to raise substantial additional capital to finance our operations in the future. Until we can generate significant continuing revenue, if ever, we expect to satisfy our future cash needs public or private equity offerings, debt financings or corporate collaboration and licensing arrangements, as well as through interest income earned on cash balances. To raise capital, we may seek to sell additional equity or debt securities, obtain a credit facility or enter into product development, license or distribution agreements with third parties or divest one or more of our commercialized products or products in development. However, we cannot be certain that additional funding of any kind will be available on acceptable terms, or at all. The sale of additional equity or convertible debt securities could result in significant dilution to our stockholders, particularly in light of the prices at which our common stock has been recently trading. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Any product development, licensing, distribution or sale agreements that we enter into may require us to relinquish valuable rights, including with respect to commercialized products or products in development that we would otherwise seek to commercialize or develop ourselves. We may not be able to obtain sufficient additional funding or enter into a strategic transaction in a timely manner. Our need to raise capital may require us to accept terms that may harm our business or be disadvantageous to our current stockholders. If adequate funds are not available or revenue from product sales do not increase, we would be required to reduce our workforce, delay, reduce the scope of or eliminate our commercialization efforts with respect to one or more of our products or one or more of our research and development programs in advance of the 12 months, to ensure that we have sufficient capital to meet our obligations and continue on a path designed to preserve stockholder value.

Broadfin Healthcare Master Fund, LTD, or Broadfin, has announced its intention to initiate a proxy contest with respect to the election of directors at our 2015 annual meeting of stockholders, or the Annual Meeting. Broadfin is proposing to solicit proxies for the purpose of voting in favor of its eight nominees for election to our board of directors, including three of our current board members. Responding to the potential proxy contest is costly and time-consuming, is a significant distraction for our board of directors, management and employees, and diverts the attention of our board of directors and senior management from the pursuit of our business strategy, which could adversely affect our results of operations and financial condition. Further, we have incurred, and will continue to incur, expenses for legal and advisory fees and administrative and associated costs incurred in connection with responding to the potential proxy contest, which may include related litigation, which costs may be substantial.

Contractual Obligations

Our future contractual obligations at June 30, 2015, were as follows (in thousands):

Fiscal Year Ending June 30,	Operating lease obligations	Purchase commitments	Note payable, including interest	Total
2016 (7/1/2015 – 6/30/2016)	$ 932	$ 802	$ 200	$ 1,934
2017 – 2018 (7/1/2016 – 6/30/2018)	2,033	—	400	2,433
2019 – 2020 (7/1/2018 – 6/30/2020)	173	—	4,050	4,223
Total	$ 3,138	$ 802	$ 4,650	$ 8,590

This compares to future contractual obligations at June 30, 2014, of $5.9 million.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board ("FASB") issued an accounting standard update which provides guidance on whether a cloud computing arrangement includes a software license to a customer of such an arrangement. If a cloud computing arrangement includes a software license, a customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses, otherwise the customer should account for the arrangement as a service contract. The standard is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The standard can be applied prospectively to all arrangements entered into or materially modified after the effective date, or retrospectively. The adoption of this guidance is not expected to have an impact on our consolidated financial statements and disclosures.

In April 2015, the FASB issued an accounting standard update which requires an entity to present debt issuance costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs will continue to be reported as interest expense. The standard is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The standard will be applied retrospectively to each prior period presented. We will be evaluating the impact of the adoption of this guidance on our consolidated balance sheets.

In February 2015, the FASB issued an amendment to the accounting standard regarding the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The amendments in this update are effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The adoption of this update is not expected to have a material effect on our consolidated financial statements or disclosures.

In August 2014, the FASB issued an accounting standard update related to the disclosures around going concern. The new standard provides guidance around management's responsibility to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the consolidated financial statements are issued. The new standard is effective for the annual periods and interim periods within those annual periods beginning after December 15, 2016. Early application is permitted. We will be evaluating the impact of the adoption of this guidance on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606): *Revenue from Contracts with Customers*, which guidance in this update will supersede the revenue recognition requirements in Topic 605, *Revenue Recognition*, and most industry-specific guidance when it becomes effective. ASU No. 2014-09 affects any entity that enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principal of ASU No. 2014-09 is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU No. 2014-09 was effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, which will be our fiscal year 2018 (beginning July 1, 2017), and entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. However, in July 2015, the FASB approved the deferral of the new standard's effective date by one year. The new standard will now be effective for annual reporting periods beginning after December 15, 2017, which will be our fiscal year 2019 (beginning July 1, 2018). The FASB will permit companies to adopt the new standard early, but not before the original effective date of December 15, 2016. We will be evaluating the impact of the adoption of this guidance on our consolidated financial statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, including structured finance, special purpose or variable interest entities.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We had cash, cash equivalents, short-term and long-term investments of $25.2 million at June 30, 2015, compared to $42.8 million at June 30, 2014. These amounts were invested primarily in money market funds and marketable securities and are held for working capital purposes. The marketable securities were invested primarily in corporate debt securities and commercial papers. We do not enter into investments for trading or speculative purposes. We do not believe that a 10% drop in interest rates would have a material effect on the fair value of our marketable securities due to the short-term nature of these instruments. Declines in interest rates, however, will reduce future investment income.

Item 8. Financial Statements and Supplementary Data

Index to Financial Statements

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Cardica, Inc.

We have audited the accompanying consolidated balance sheets of Cardica, Inc. as of June 30, 2015 and 2014, and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended June 30, 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cardica, Inc. at June 30, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2015, in conformity with U.S. generally accepted accounting principles.

/s/ BDO USA, LLP
San Jose, California
September 25, 2015

Cardica, Inc.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	June 30, 2015	June 30, 2014
Assets		
Current assets		
Cash and cash equivalents	$ 8,264	$ 25,553
Short-term investments	12,972	14,928
Accounts receivable	424	706
Inventories	1,391	1,086
Prepaid expenses and other current assets	310	349
Total current assets	23,361	42,622
Property and equipment, net	1,859	2,536
Long-term investments	3,970	2,315
Restricted cash	104	104
Total assets	$ 29,294	$ 47,577
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 699	$ 847
Accrued compensation	434	899
Other accrued liabilities	522	437
Current portion of deferred rent	—	71
Current portion of deferred revenue	403	403
Total current liabilities	2,058	2,657
Deferred revenue, net of current portion	2,125	1,610
Note payable	2,828	3,092
Other non-current liabilities	194	33
Total liabilities	7,205	7,392
Commitments and contingencies (Note 5)		
Stockholders' equity		
Preferred stock, $0.001 par value: 5,000,000 shares authorized; 191,474 shares issued and outstanding at June 30, 2015 and 2014	17,214	17,214
Common stock, $0.001 par value: 125,000,000 shares authorized; 89,021,443 and 89,005,443 shares issued and 88,955,216 and 88,939,216 shares outstanding at June 30, 2015 and 2014, respectively	89	89
Additional paid-in capital	195,099	194,015
Treasury stock at cost (66,227 shares at June 30, 2015 and 2014)	(596)	(596)
Accumulated other comprehensive loss	(8)	(10)
Accumulated deficit	(189,709)	(170,527)
Total stockholders' equity	22,089	40,185
Total liabilities and stockholders' equity	$ 29,294	$ 47,577

See accompanying notes to financial statements.

Cardica, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Fiscal Year Ended June 30,		
	2015	**2014**	**2013**
Net revenue			
Product sales, net	$ 2,922	$ 3,505	$ 3,093
License and development revenue	—	41	336
Royalty revenue	68	69	70
Total net revenue	2,990	3,615	3,499
Operating costs and expenses			
Cost of product sales	4,235	4,770	3,604
Research and development	7,341	6,883	9,145
Selling, general and administrative	10,197	8,463	6,410
Total operating costs and expenses	21,773	20,116	19,159
Loss from operations	(18,783)	(16,501)	(15,660)
Interest income	56	12	15
Interest expense	(450)	(504)	(457)
Other income (expense), net	(5)	27	(35)
Net loss before income tax	$ (19,182)	$ (16,966)	$ (16,137)
Income tax benefit	—	—	—
Net loss	$ (19,182)	$ (16,966)	$ (16,137)
Deemed dividend related to beneficial conversion feature of convertible preferred stock	—	(1,915)	—
Net loss allocable to common stockholders	$ (19,182)	$ (18,881)	$ (16,137)
Basic and diluted net loss per share allocable to common stockholders	$ (0.22)	$ (0.32)	$ (0.40)
Shares used in computing basic and diluted net loss per share allocable to common stockholders	88,953	58,395	40,842

See accompanying notes to financial statements.

Cardica, Inc.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Fiscal Year Ended June 30,		
	2015	**2014**	**2013**
Net loss	$ (19,182)	$ (16,966)	$ (16,137)
Other comprehensive loss:			
Change in unrealized loss on investment	2	(5)	—
Comprehensive loss	$ (19,180)	$ (16,971)	$ (16,137)

See accompanying notes to financial statements.

Cardica, Inc.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except share data)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated other comprehensive loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balance at June 30, 2012	—	$ —	36,511,388	$ 37	$ 149,348	$ (596)	$ (5)	$ (137,424)	$ 11,360
Issuance of common stock upon exercise of employee stock options for cash	—	—	10,518	—	88	—	—	—	88
Issuance of common stock upon release of restricted share units	—	—	48,000	—	—	—	—	—	—
Sale of common stock, Wedbush net of financing costs of $1.0 million	—	—	14,251,368	14	13,998	—	—	—	14,012
Sale of common stock, Aspire returned commitment shares	—	—	(166,759)	—	—	—	—	—	—
Sale of common stock, MLV net of financing costs $25,000	—	—	414,099	—	729	—	—	—	729
Stock-based compensation expense	—	—	—	—	922	—	—	—	922
Net loss	—	—	—	—	—	—	—	(16,137)	(16,137)
Balance at June 30, 2013	—	—	51,068,614	51	165,085	(596)	(5)	(153,561)	10,974
Issuance of common stock upon release of restricted share units	—	—	122,666	—	—	—	—	—	—
Sale of common stock, net of issuance costs of $2.3 million	—	—	37,375,000	38	29,375	—	—	—	29,413
Sale of preferred stock, net of issuance costs of $1.0 million	191,474	15,299	—	—	—	—	—	—	15,299
Deemed dividend related to beneficial conversion feature of Series A preferred stock	—	1,915	—	—	(1,915)	—	—	—	—
Sale of common stock, MLV net of issuance costs $51,000	—	—	439,163	—	450	—	—	—	450
Stock-based compensation expense	—	—	—	—	1,020	—	—	—	1,020
Net loss	—	—	—	—	—	—	—	(16,966)	(16,966)
Net change in unrealized loss on marketable securities	—	—	—	—	—	—	(5)	—	(5)
Balance at June 30, 2014	191,474	17,214	89,005,443	89	194,015	(596)	(10)	(170,527)	40,185
Issuance of common stock upon release of restricted share units	—	—	16,000	—	—	—	—	—	—
Sale of common stock, net of issuance costs of $0.1 million	—	—	—	—	(65)	—	—	—	(65)
Stock-based compensation expense	—	—	—	—	1,149	—	—	—	1,149
Net loss	—	—	—	—	—	—	—	(19,182)	(19,182)
Net change in unrealized loss on marketable securities	—	—	—	—	—	—	2	—	2
Balance at June 30, 2015	191,474	$ 17,214	89,021,443	$ 89	$ 195,099	$ (596)	$ (8)	$ (189,709)	$ 22,089

See accompanying notes to consolidated financial statements.

Cardica, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year Ended June 30,		
	2015	**2014**	**2013**
Operating activities			
Net loss	$ (19,182)	$ (16,966)	$ (16,137)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization of property and equipment	1,255	1,387	1,154
Amortization of premiums on marketable securities	437	126	135
Loss on disposal or retirement of property and equipment	86	60	68
Stock-based compensation expense on grants of stock awards to non-employees	65	107	65
Stock-based compensation expense on grants of stock awards to employees	1,084	913	857
Allowance for doubtful account	—	(33)	33
Non cash interest expense	251	304	256
Changes in assets and liabilities			
Accounts receivable	282	(282)	(125)
Prepaid expenses and other current assets	39	(96)	(39)
Inventories	(305)	371	(881)
Accounts payable and other accrued liabilities	(101)	171	(86)
Accrued compensation	(465)	299	190
Deferred revenue	—	(41)	(336)
Other non-current liabilities	128	(128)	(19)
Net cash used in operating activities	(16,426)	(13,808)	(14,865)
Investing activities			
Purchases of property and equipment	(664)	(822)	(2,079)
Proceeds from maturities of investments	30,334	8,648	10,082
Purchases of investments	(30,468)	(20,000)	(10,066)
Net cash used in investing activities	(798)	(12,174)	(2,063)
Financing activities			
Proceeds from sales of convertible preferred stock, net of issuance costs	—	15,299	—
Proceeds from sales of common stock, net of issuance costs	(65)	29,863	14,741
Proceeds from issuance of common stock pursuant to the exercise of stock options	—	—	88
Net cash (used in) provided by financing activities	(65)	45,162	14,829
Net increase (decrease) in cash and cash equivalents	(17,289)	19,180	(2,099)
Cash and cash equivalents at beginning of year	25,553	6,373	8,472
Cash and cash equivalents at end of year	$ 8,264	$ 25,553	$ 6,373
Supplemental disclosure of cash flow information			
Cash paid for interest	$ 200	$ 200	$ 200
Supplemental disclosure of non-cash investing and financing information			
Deemed dividend related to beneficial conversion feature of convertible preferred stock	$ —	$ 1,915	$ —
Supplemental disclosure of non-cash information			
Incremental debt discount relating to note extension	$ 515	$ —	$ —

See accompanying notes to financial statements.

Cardica, Inc.
Notes to Consolidated Financial Statements

Note 1. Organization and Summary of Significant Accounting Policies

Organization

Cardica, Inc. (the "Company") was incorporated in the state of Delaware on October 15, 1997, as Vascular Innovations, Inc. On November 26, 2001, the Company changed its name to Cardica, Inc. The Company is commercializing and developing a commercializing and developing the MicroCutter XCHANGE® 30 based on its proprietary "staple-on-a-strip" technology intended for use by thoracic, pediatric, bariatric, colorectal and general surgeons. The MicroCutter XCHANGE® 30, which is currently commercially-available, is a cartridge based microcutter device with a 5 millimeter shaft diameter and a 30 millimeter staple line currently approved for use in the United States for specified indications of use, and in the European Union, or EU, for a broader range of specified indications of use. The Company previously had additional products in development, including the MicroCutter XCHANGE® 45, a cartridge based microcutter device with an 8 millimeter shaft and a 45 millimeter staple line, and the MicroCutter FLEXCHANGE™ 30, a cartridge based microcutter device with a flexible shaft to facilitate endoscopic procedures requiring cutting and stapling; however, the Company suspended development of these additional potential products to focus solely on development of the MicroCutter XCHANGE® 30.

In March 2012, the Company completed the design verification for and applied Conformité Européenne, or the CE Mark, to the MicroCutter XCHANGE 30 and, in December 2012, began a controlled commercial launch of the MicroCutter XCHANGE 30 in Europe. The Company received from the United States Food and Drug Administration, or FDA, 510(k) clearances for the MicroCutter XCHANGE 30 and blue cartridge in January 2014, and for the white cartridge in February 2014, for use in multiple open or minimally-invasive surgical procedures for the transection, resection and/or creation of anastomoses in small and large intestine, as well as the transection of the appendix. The blue cartridge is for use in medium thickness tissue, and the white cartridge is for use in thin tissue. In March 2014, the Company made its first sale of the MicroCutter XCHANGE 30 in the United States, and subsequently temporarily suspended its controlled commercial launch in November 2014, as the Company shifted its focus to improved performance based on surgeon feedback. In April 2015, the Company resumed its controlled commercial launch primarily in Europe, of the MicroCutter XCHANGE 30 for thinner tissue usually requiring deployment of white cartridges. While the Company continues this controlled commercial launch, the Company's goal is to complete product improvements on the MicroCutter XCHANGE 30 combo device that will accommodate thicker tissue ranges requiring deployment of both white and blue cartridges. To further expand the use of the MicroCutter XCHANGE 30, the Company submitted a 510(k) Premarket Notification to the FDA in April 2015, to expand the indications for use to include vascular structures. This 510(k) submission has not yet received FDA clearance.

The Company is attempting to expand in the international market of its MicroCutter XCHANGE 30 with additional selected regualtory filings. The Company also submitted the MicroCutter XCHANGE 30 blue and white cartridges application to Health Canada for regulatory approval of the MicroCutter XCHANGE 30 and, if the Company receives approval, anticipate launching it in Canada. In addition, in August 2013, the Company's exclusive distributor in Japan, Century Medical, Inc., or Century, filed for regulatory approval of the MicroCutter XCHANGE 30 cartridges with the Pharmaceuticals and Medical Devices Agency, or PMDA, in Japan and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a Vectra Liquid Crystal Polymer, or LCP, to IXEF Polyarylamide, or IXEF, and recently received approval in August 2015, to market in Japan.

Historically, the Company generated product revenues primarily from the sale of automated anastomotic systems; however, the Company started generating revenues from the commercial sales of the MicroCutter XCHANGE 30 since its introduction in Europe in December 2012, and in the United States in March 2014, and through June 30, 2015, the Company generated $1.4 million of net product revenues from the commercial sales of the MicroCutter XCHANGE 30.

For the years ended June 30, 2015, 2014 and 2013, the Company generated $0.7 million, $0.5 million and $0.2 million, respectively of net product revenues from the commercial sales of the MicroCutter XCHANGE 30.

Liquidity

The Company has incurred cumulative net losses of $189.7 million through June 30, 2015, negative cash flows from operating activities and expects to incur losses for the next several years. As of June 30, 2015, the Company had approximately $21.2 million of cash, cash equivalents and short-term investments, $4.0 million in long-term investments and $4.0 million of debt principal outstanding. The Company believes that its existing cash, cash equivalents, short-term and long-term investments, will be sufficient to meet its anticipated cash needs to enable the Company to conduct its business substantially as currently conducted for at least the next 12 months. The Company would be able to extend this time period to the extent that it decreases its planned expenditures, or raises additional capital.

Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the applicable rules and regulations of the Securities and Exchange Commission ("SEC") and include the accounts of Cardica, Inc. and its wholly-owned subsidiary in Germany. All significant intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Translation

The Company's foreign operations are subject to exchange rate fluctuations and foreign currency costs. The functional currency of the German subsidiary is the United States dollar. Transactions and balances denominated in dollars are presented at their original amounts. Monetary assets and liabilities denominated in currencies other than the dollar are re-measured at the current exchange rate prevailing at the balance sheet date. All transaction gains or losses from the re-measurement of monetary assets and liabilities are included in the consolidated statements of operations within other income (expense).

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") generally requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could materially differ from these estimates.

Reclassification

During fiscal year 2015, the Company identified that it had not appropriately classified $20.2 million of short-term investments as cash equivalents for the fiscal year ended June 30, 2014. Accordingly, the Company reclassified $20.2 million of short-term investments to cash equivalents for the year ended June 30, 2014 as these investments had an active market and original maturity dates of 90 days or less upon purchase. The reclassification resulted in the following changes to the June 30, 2014 consolidated financial statements: a decrease in net cash used in investing activities by $20.2 million in the Consolidated Statements of Cashflows; decrease in money market funds of $17.7 million, corporate debt securities of $1.0 million and commercial paper of $1.5 million from the available-for-sale securities as disclosed in Note 1 to the Consolidated Financial Statements; increase in cash equivalents and decrease in short-term investments by $20.2 million as disclosed in Note 2 to the Consolidated Financial Statements. The misclassification had no effect on previously reported results of operations, total assets or accumulated deficit.

Cash and Cash Equivalents

The Company's cash and cash equivalents are maintained in checking, money market, commercial paper and corporate debt securities investment accounts. The Company considers all highly liquid investments with maturities remaining on the date of purchase of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable consists of trade receivables and other receivables. Accounts receivable are recorded at net realizable value, which approximates fair value. The Company evaluates the collectability of accounts receivable on a case-by-case basis and makes adjustments to the bad debt reserve for expected losses. The Company considers factors such as ability to pay, bankruptcy, credit ratings, payment history and past-due status of the accounts. If circumstances related to customers change, estimates of recoverability would be further adjusted. For the fiscal year ended June 30, 2014, the Company recovered $33,000 of bad debt reserve that was recorded in the fiscal year ended June 30, 2013.

Available-for-Sale Securities

Available-for-sale securities consist primarily of corporate debt securities, commercial papers, and certificates of deposits, and, by the Company's investment policy, restrict exposure to any single corporate issuer by imposing concentration limits. Although maturities may extend beyond one year, it is management's intent that these securities are available for use in current operations.

The Company held investments in marketable securities as of June 30, 2015 and 2014, with maturity dates of less than one year for short-term and greater than one year for long-term. The Company records its marketable securities at fair value and classifies them as available-for-sale. The cost of securities sold is based on the specific-identification method. Interest on securities classified as available-for-sale is included in interest income. Unrealized gains or losses on available-for-sale securities are classified as other comprehensive income or loss and reported as a separate component of stockholders' equity until realized.

When the resulting fair value is significantly below cost basis and/or the significant decline has lasted for an extended period of time, the Company performs an evaluation to determine whether the marketable equity security is other than temporarily impaired. The evaluation that the Company uses to determine whether a marketable equity security is other than temporarily impaired is based on the specific facts and circumstances present at the time of assessment, which include significant quantitative and qualitative assessments and estimates regarding credit ratings, collateralized support, the length of time and significance of a security's loss position and intent and ability to hold a security to maturity or forecasted recovery.

Investments are summarized as follows (in thousands):

	As of June 30, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
Corporate debt securities – Short-term	$ 12,978	$ —	$ (6)	$ 12,972
Corporate debt securities – Long-term	3,972	—	(2)	3,970
Total	$ 16,950	$ —	$ (8)	$ 16,942

	As of June 30, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
Corporate debt securities – Short-term	$ 13,434	$ —	$ (6)	$ 13,428
Commercial paper - Short-term	1,500	—	—	1,500
Corporate debt securities – Long-term	2,319	—	(4)	2,315
Total	$ 17,253	$ —	$ (10)	$ 17,243

Restricted Cash

Under an operating lease for its facility in Redwood City, California, the Company is required to maintain a letter of credit with a restricted cash balance at the Company's bank. A certificate of deposit of $0.1 million at June 30, 2015 and 2014, has been recorded as restricted cash in the accompanying balance sheets, related to the letter of credit (see Note 5).

A certificate of deposit of $4,000 at June 30, 2015 and 2014, has been recorded as restricted cash in the accompanying balance sheets related to the deposit on the Company's merchant credit card.

Concentrations of Credit Risk and Certain Other Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, long-term investments and accounts receivable. The Company places its cash, cash equivalents, short-term and long-term investments with high-credit quality financial institutions. The Company is exposed to credit risk in the event of default by the institutions holding the cash, cash equivalents, short-term and long-term investments to the extent of the amounts recorded on the balance sheet. The Company sells its products to hospitals in the U.S. and Europe and to distributors in Europe, Japan and Saudi Arabia that resell the products to hospitals. The Company does not require collateral to support credit sales. The Company has had insignificant credit losses to date.

The following table illustrates total net revenue from the geographic location in which the Company's customers are located and sales revenue by product line.

Net revenue by geographic location:

	Fiscal Year Ended June 30,		
	2015	2014	2013
United States	50%	45%	53%
Japan	28%	29%	29%
Germany	14%	15%	11%
Rest of world	8%	11%	7%

Sales revenue by product line:

	Fiscal Year Ended June 30,		
	2015	2014	2013
Microcutter	$ 684	$ 488	$ 176
Cardiac (automated anastomotic systems)	2,238	3,017	2,917
Total	$ 2,922	$ 3,505	$ 3,093

The following table illustrates concentrations of credit risk for the periods presented.

	Percent of Total Net Revenue for Fiscal Year Ended June 30,			Percent of Total Accounts Receivable as of June 30,	
	2015	2014	2013	2015	2014
Century Medical	28%	29%	29%	46%	35%
Herz-Und Diabeteszentrum	10%	12%	7%	—	8%

As of June 30, 2015, 2014 and 2013, and for the years then ended, no other customer accounted for equal to or greater than 10% of net revenue or account receivable balances. The Company does not believe that accounts receivable from Century Medical and Herz-Und Diabeteszentrum represent a significant credit risk based on past collection experiences and the general creditworthiness of these customers.

The Company depends upon a number of key suppliers, including single source suppliers, the loss of which would materially harm the Company's business. Single source suppliers are relied upon for certain components and services used in manufacturing the Company's products. The Company does not have long-term contracts with any of the suppliers; rather, purchase orders are submitted for each order. Because long-term contracts do not exist, none of the suppliers are required to provide the Company any guaranteed minimum quantities.

Inventories

Inventories are recorded at the lower of cost or market on a first-in, first-out basis. The Company periodically assesses the recoverability of all inventories, including materials, work-in-process and finished goods, to determine whether adjustments for impairment are required. Inventory that is obsolete or in excess of forecasted usage is written down to its estimated net realizable value based on assumptions about future demand and market conditions. Further reduced demand may result in the need for additional inventory write-downs in the near term. Inventory write-downs are charged to cost of product sales and establish a lower cost basis for the inventory.

Property and Equipment

Property and equipment are stated at cost and depreciated on a straight-line basis over the estimated useful lives of the related assets, which are generally three to five years. Amortization of leasehold improvements is computed using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the related assets. Upon sale or retirement of assets, the costs and related accumulated depreciation and amortization are removed from the balance sheet and the resulting gain or loss is reflected in the statement of operations.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss is recognized when estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. Impairment, if any, is assessed using discounted cash flows. All long-lived assets are in the United States, and through June 30, 2015, there have been no indications of impairment; therefore, the Company has recorded no such losses.

Revenue Recognition

The Company recognizes revenue when four basic criteria are met: (1) persuasive evidence of an arrangement exists; (2) title has transferred; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured. The Company uses contracts and customer purchase orders to determine the existence of an arrangement. The Company uses shipping documents and third-party proof of delivery to verify that title has transferred. The Company assesses whether the fee is fixed or determinable based upon the terms of the agreement associated with the transaction. To determine whether collection is probable, the Company assesses a number of factors, including past transaction history with the customer and the creditworthiness of the customer. If the Company determines that collection is not reasonably assured, then the recognition of revenue is deferred until collection becomes reasonably assured, which is generally upon receipt of payment.

The Company records product sales net of estimated product returns and discounts from the list prices for its products. The amounts of product returns and the discount amounts have not been material to date. The Company's sales to distributors do not include price protection.

Payments that are contingent upon the achievement of a substantive milestone are recognized in their entirety in the period in which the milestone is achieved subject to satisfaction of all revenue recognition criteria at that time. Revenue generated from license fees and performing development services are recognized when they are earned and non-refundable upon receipt, over the period of performance, or upon incurrence of the related development expenses in accordance with contractual terms, based on the actual costs incurred to date plus overhead costs for certain project activities. Amounts paid but not yet earned on a project are recorded as deferred revenue until such time as performance is rendered or the related development expenses, plus overhead costs for certain project activities, are incurred.

Research and Development

Research and development expenses consist of costs incurred for internally sponsored research and development, direct expenses, research-related overhead expenses, and costs incurred on development contracts. Research and development costs are charged to research and development expenses as incurred.

Clinical Trials

The Company accrues and expenses costs for clinical trial activities performed by third parties based upon estimates of the percentage of work completed over the life of the individual study in accordance with agreements established with contract research organizations and clinical trial sites. The Company determines the estimates through discussion with internal clinical personnel and outside service providers as to progress or stage of completion of trials or services and the agreed upon fee to be paid for such services. Costs of setting up clinical trial sites for participation in the trials are expensed immediately as research and development expenses. Clinical trial site costs related to patient enrollment are accrued as patients are entered into the trial.

Deferred Rent

Rent expense is recognized on a straight-line basis over the non-cancelable term of the Company's facility operating lease. The difference between the actual amounts paid and amounts recorded as rent expense is recorded to deferred rent. The current portion of deferred rent is recorded as other accrued liabilities, while the non-current portion is recorded in non-current accrued liabilities.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax reporting bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company would classify interest and penalties related to uncertain tax positions in income tax expense, if applicable. There was no interest expense or penalties related to unrecognized tax benefits recorded through June 30, 2015.

Segments

The Company operates in a single reporting segment. Management uses one measurement of profitability and does not segregate its business for internal reporting purposes. All of the Company's long-lived assets are maintained in the United States.

Net Loss per Share

Basic net loss per share is calculated by dividing the net loss by the weighted-average number of common shares outstanding for the period without consideration of potential common shares. Diluted net loss per share is computed by dividing the net loss by the weighted-average number of common shares and dilutive potential common share equivalents outstanding for the period less the dilutive potential common shares for the period determined using the treasury-stock method. Dilutive potential common share equivalents are excluded from the computation of net loss per share in the loss periods as their effect would be antidilutive. For purposes of this calculation, options, warrants and underlying convertible preferred shares to purchase stock and unvested restricted stock awards are considered to be potential common shares and are only included in the calculation of diluted net loss per share when their effect is dilutive.

In the years the Preferred Stock was outstanding, the two-class method was used to calculate basic and diluted earnings (loss) per common share since it is a participating security under ASC 260 *Earnings per Share*. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. Under the two-class method, basic earnings (loss) per common share is computed by dividing net earnings (loss) attributable to common share after allocation of earnings to participating securities by the weighted-average number of common shares outstanding during the year. Diluted earnings (loss) per common share is computed using the more dilutive of the two-class method or the if-converted method. In periods of net loss, no effect is given to participating securities since they do not contractually participate in the losses of the Company. The following table summarizes the dilutive impact of Preferred Stock for the year it was outstanding and the potential dilution that could occur if options to acquire common stock were exercised or if restricted stocks have fully vested, and reconciles the weighted-average common shares outstanding used in the computation of basic and diluted earnings per share.

The following table sets forth the computation of the basic and diluted net loss per share (in thousands, except per share data):

	Fiscal Year Ended June 30,		
	2015	2014	2013
Numerator:			
Net loss	$ (19,182)	$ (16,966)	$ (16,137)
Deemed dividend related to beneficial conversion feature of convertible preferred stock	—	(1,915)	—
Net loss allocable to common stockholders	$ (19,182)	$ (18,881)	$ (16,137)
Denominator:			
Weighted-average shares outstanding allocable to common stockholders	88,953	58,395	40,842
Denominator for basic and diluted net loss per share allocable to common stockholders	88,953	58,395	40,842
Basic and diluted net loss per share allocable to common stockholders	$ (0.22)	$ (0.32)	$ (0.40)

The following table sets forth the outstanding securities not included in the diluted net loss per common share calculation for the fiscal years ended June 30, 2015, 2014 and 2013, because their effect would be antidilutive (in thousands):

	As of June 30,		
	2015	2014	2013
Options to purchase common stock	4,556	5,601	3,936
Non-vested restricted stock units and awards	190	16	46
Shares reserved for issuance upon conversion of Series A Preferred	19,147	19,147	—
Warrants	—	3,991	3,991
	23,893	28,755	7,973

Stock-Based Compensation

Stock-based compensation expense related to employee and director share-based compensation plans, including stock options and restricted stock units, is measured on the grant date, based on the fair value-based measurement of the award and is recognized as an expense over the requisite service period which generally equals the vesting period of each grant. The Company recognizes compensation expense using the accelerated method and the Company accounts for the non-employee share-based grants pursuant to ASC 505-50, Equity Based Payments to Non-Employees.

The Company selected the Black-Scholes option pricing model for determining the estimated fair value-based measurements of share-based awards. The use of the Black-Scholes model requires the use of assumptions including expected term, expected volatility, risk-free interest rate and expected dividends. The Company used the following assumptions in its fair value-based measurements:

	Fiscal Year Ended June 30,		
	2015	2014	2013
Risk-free interest rate	0.21% – 1.65%	0.91% – 1.49%	0.44% – 0.74%
Dividend yield	—	—	—
Weighted-average expected life (years)	4.3 – 4.9	3.8 – 4.6	3.8 – 4.6
Volatility	65% – 72%	66% – 80%	78% – 88%

The Company estimates the expected life of options granted based on historical exercise and post-vest cancellation patterns, which the Company believes are representative of future behavior. The risk-free interest rate for the expected term of each option is based on a risk-free zero-coupon spot interest rate at the time of grant. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. The expected volatility is based on the Company's historical stock price. The Company estimates forfeitures in calculating the expense related to stock-based compensation. The Company recorded stock-based compensation expenses under ASC 718 of $1.1 million, or $0.01 per share, $0.9 million, or $0.02 per share, and $0.9 million, or $0.02 per share for the fiscal years ended June 30, 2015, 2014 and 2013, respectively. The Company did not record any stock-based compensation expenses under ASC 505-50 for fiscal year ended June 30, 2015. The Company recorded stock-based compensation expenses under ASC 505-50 of $0.1 million, or $0 per share for fiscal years ended June 30, 2014 and 2013. In December 2014, the Company cancelled certain options granted to employees in excess of the stock plan limits, which resulted in the recognition of $0.2 million of unamortized expense recorded as stock-based compensation expenses.

Total compensation expense related to unvested awards not yet recognized is approximately $0.6 million at June 30, 2015, and is expected to be recognized over a weighted average period of 3 years.

Included in the statement of operations is the following non-cash stock-based compensation expense for the periods reported, including non-employee stock based compensation expense and the amortization of deferred compensation (in thousands):

	Fiscal Year Ended June 30,		
	2015	2014	2013
Cost of product sales	$ 63	$ 117	$ 88
Research and development	183	133	236
Selling, general and administrative	903	770	598
Total	$ 1,149	$ 1,020	$ 922

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board ("FASB") issued an accounting standard update which provides guidance on whether a cloud computing arrangement includes a software license to a customer of such an arrangement. If a cloud computing arrangement includes a software license, a customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses, otherwise the customer should account for the arrangement as a service contract. The standard is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The standard can be applied prospectively to all arrangements entered into or materially modified after the effective date, or retrospectively. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements and disclosures.

In April 2015, the FASB issued an accounting standard update which requires an entity to present debt issuance costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs will continue to be reported as interest expense. The standard is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The standard will be applied retrospectively to each prior period presented. The Company will be evaluating the impact of the adoption of this guidance on the Company's consolidated balance sheets.

In February 2015, the FASB issued an amendment to the accounting standard regarding the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The amendments in this update are effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. The adoption of this update is not expected to have a material effect on the Company's consolidated financial statements or disclosures.

In August 2014, the FASB issued an accounting standard update related to the disclosures around going concern. The new standard provides guidance around management's responsibility to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. The new standard is effective for the annual periods and interim periods within those annual periods beginning after December 15, 2016. Early application is permitted. The Company will be evaluating the impact of the adoption of this guidance on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606): *Revenue from Contracts with Customers*, which guidance in this update will supersede the revenue recognition requirements in Topic 605, *Revenue Recognition*, and most industry-specific guidance when it becomes effective. ASU No. 2014-09 affects any entity that enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principal of ASU No. 2014-09 is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, which will be the Company's fiscal year 2018 (beginning July 1, 2017), and entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. However, in July 2015, the FASB approved the deferral of the new standard's effective date by one year. The new standard will now be effective for annual reporting periods beginning after December 15, 2017, which will be our fiscal year 2019 (beginning July 1, 2018). The FASB will permit companies to adopt the new standard early, but not before the original effective date of December 15, 2016. The Company will be evaluating the impact of the adoption of this guidance on the Company's consolidated financial statements.

Note 2. Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, "*Fair Value Measurements and Disclosures*," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

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

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company does not have any liabilities that are measured at fair value on a recurring basis. All assets that are measured at fair value on a recurring basis have been segregated into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date. These assets measured at fair value are summarized below (in thousands):

	As of June 30, 2015			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 6,399	$ —	$ —	$ 6,399
Corporate debt securities	—	668	—	668
Short-term investments:				
Corporate debt securities	—	12,972	—	12,972
Long-term investments:				
Corporate debt securities	—	3,970	—	3,970
Total assets at fair value	$ 6,399	$ 17,610	$ —	$ 24,009

	As of June 30, 2014			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 20,158	$ —	$ —	$ 20,158
Corporate debt securities	—	1,000	—	1,000
Commercial paper	—	1,500	—	1,500
Short-term investments:				
Corporate debt securities	—	13,428	—	13,428
Commercial paper		1,500	—	1,500
Long-term investments:				
Corporate debt securities	—	2,315	—	2,315
Total assets at fair value	$ 20,158	$ 19,743	$ —	$ 39,901

Funds held in money market instruments, are included in Level 1 as their fair values are based on market prices/quotes for identical assets in active markets.

Corporate debt securities and commercial papers are valued primarily using market prices comparable securities, bid/ask quotes, interest rate yields, and prepayment spreads and are included in Level 2.

Cash balances of $1.2 million and $2.9 million at June 30, 2015 and 2014, respectively, are not included in the fair value hierarchy disclosure. For June 30, 2014, the Company reclassified $17.7 million of money market funds from short-term investments to cash equivalents money market funds, $1.5 million from commercial paper short-term investments to cash equivalents commercial paper and $1.0 million from corporate debt securities short-term investments to cash equivalents corporate debt securities as these investments had original maturity dates of 90 days or less upon purchase. As of June 30, 2015, the Company's material financial assets and liabilities were reported at their current carrying values which approximate fair value given the short-term nature of less than a year, except for its note payable. As of June 30, 2015, the Company's note payable was reported at its current carrying value which approximates fair value based on Level 3 unobservable inputs involving discounted cash flows and the estimated market rate of borrowing that could be obtained by companies with credit risk similar to the Company's credit risk.

Note 3. Inventories

Inventories consisted of the following (in thousands):

	June 30, 2015	June 30, 2014
Raw materials	$ 870	$ 669
Work in progress	162	207
Finished goods	359	210
Total	$ 1,391	$ 1,086

Note 4. Property and Equipment

Property and equipment consisted of the following (in thousands):

	June 30,	
	2015	2014
Computer hardware and software	$ 98	$ 70
Office furniture and equipment	27	27
Machinery and equipment	6,378	6,306
Leasehold improvements	183	174
	6,686	6,577
Less: accumulated depreciation and amortization	(4,827)	(4,215)
Subtotal	1,859	2,362
Construction in process (1)	—	174
Total	$ 1,859	$ 2,536

(1) Construction in process includes equipments paid based on installment plan, but not yet placed in service pending completion. The completion dates for these equipments range from three months to two years, and the future payments are immaterial.

Note 5. Commitments and Contingencies

On November 11, 2010, the Company entered into an amendment to its facility lease (the "Lease Amendment"). Pursuant to the Lease Amendment, the term of the lease was extended by four years, through August 31, 2015, and the Company was granted an improvement allowance of $148,070 to be used in connection with the construction of alterations and refurbishment of improvements in the premises, which was used and reimbursed in the fiscal year ended June 30, 2012. The leasehold improvement allowance will be recorded as a reduction of rent expense on a straight-line basis over the term of the lease. On November 24, 2014, the Company entered into another amendment to its facility lease (the "Second Lease Amendment"), extended its lease by three years, from September 1, 2015, through August 31, 2018 (the "Second Extended Term"). In addition, under the Second Lease Amendment, the Company was granted an option to further extend the lease for a period of three years beyond August 31, 2018 (the "Option Term"), with the annual rent payable by the Company during the Option Term to be equal to the annual rent for comparable buildings, as described in the Second Lease Amendment. Under the operating lease, the Company is required to maintain a letter of credit with a restricted cash balance at the Company's bank. A certificate of deposit of $0.1 million was recorded as restricted cash in the condensed balance sheets as of June 30, 2015 and 2014, related to the letter of credit.

Future minimum lease payments under the non-cancelable operating leases having initial terms of a year or more as of June 30, 2015, including the Lease Amendment, are as follows (in thousands):

Fiscal year ending June 30,	Operating Leases
2016	$ 932
2017	1,001
2018	1,032
2019	173
Total minimum lease payments	$ 3,138

Rent expense for fiscal years 2015, 2014 and 2013, was $0.8 million, $0.6 million and $0.6 million, respectively.

Note 6. Distribution, License, Development and Commercialization Agreements

Century

On September 2, 2011, the Company signed a distribution agreement (the "Distribution Agreement") with Century Medical, Inc. ("Century") with respect to distribution of the Company's planned microcutter products in Japan. Under the terms of a secured note purchase agreement, Century agreed to loan the Company an aggregate of up to $4.0 million, with principal due in September 30, 2016, subject to certain conditions, which principal due date was extended by two years effective July 1, 2014. Under this facility, the Company received $2.0 million on September 30, 2011, and the remaining $2.0 million on December 27, 2011. The note bears 5% annual interest which is payable quarterly in arrears through September 30, 2018, the maturity date when the total $4.0 million of principal becomes due. In return for the loan commitment, the Company granted Century distribution rights to the Company's planned microcutter product line in Japan, and a right of first negotiation for distribution rights in Japan to future products. Century is responsible for securing regulatory approval from the Ministry of Health in Japan for the microcutter product line. In August 2013, Century filed for regulatory approval of the MicroCutter XCHANGE 30 cartridges with the Pharmaceuticals and Medical Devices Agency and in April 2014, filed for the MicroCutter XCHANGE 30 stapler with TUV Rheinland Japan Ltd, a registered third-party agency in Japan and received approvals in late 2014 for both, to market in Japan. Also, in January 2015, Century submitted an application to PMDA, relating to a change in the material of the cartridge insert component within the MicroCutter XCHANGE 30 cartridges, changing the distal tip of the cartridge insert material from a LCP to IXEF, and recently received approval in August 2015, to market in Japan. After approval for marketing in Japan, the Company would sell microcutter units to Century, who would then sell the microcutter devices to their customers in Japan.

Proceeds from the note and granting the distribution rights were allocated to the note based on its aggregate fair value of $2.4 million at the dates of receipt. This fair value was determined by discounting cashflows using a discount rate of 18%, which the Company estimated a market rate of borrowing that could be obtained by companies with credit risk similar to the Company's. The remainder of the proceeds of $1.6 million was recognized as debt issuance discount and was allocated to the value of the distribution rights granted to Century under the Distribution Agreement and is included in deferred revenue. The deferred revenue will be recognized over the term of the Distribution Agreement, beginning upon the first sale by Century of the microcutter products in Japan.

The Company's distribution agreement with Century pertaining to the PAS-Port system, originally dated June 16, 2003, as amended, was due to expire on July 31, 2014. Concurrently and in return for the amendment of the note, as discussed above, to extend the maturity date to September 30, 2018, the Company amended its distribution agreement with Century for the PAS-Port system, effective July 1, 2014, to, among other things, renew the contract for another five years, extending the expiration date to July 31, 2019. The note amendment was accounted for as the modification of the 2011 note agreement, as the value of the consideration provided by the Company in the form of additional distribution rights was estimated to be approximately equal to the reduction in the fair value of the note. Accordingly, the

Company reduced the carrying value of the note of $3.1 million to its post-modification fair value of $2.6 million, and recorded the resulting incremental discount of $0.5 million as deferred revenue. The Company determined the fair value of the amended note using the discount rate of 18%, which the Company estimated as the market rate of borrowing as of the modification date that could be obtained by companies with credit risk similar to the Company's. The incremental discount of $0.5 million will be amortized over the remaining term of the note using the effective interest rate method. The deferred revenue will be recognized over the term of the distribution agreement beginning upon the first sale by Century of the microcutter products in Japan.

Cook Incorporated

In June 2007, the Company entered into, and in September 2007 and in June 2009 amended, a license, development and commercialization agreement with Cook, to develop and commercialize a specialized device, referred to as the PFO device, designed to close holes in the heart from genetic heart defects known as patent foramen ovales ("PFOs"). Under the agreement, Cook funded certain development activities and the Company and Cook jointly developed the device. The Company's significant deliverables under the arrangement were the license rights and the associated development activities. These deliverables were determined to represent one unit of accounting as there was no standalone value to the license rights. If developed, Cook would receive an exclusive, worldwide, royalty-bearing license, with the right to grant sublicenses, to make, have made, use, sell, offer for sale and import the PFO device. Under this agreement, the Company received no payments in the fiscal years ended June 30, 2015, 2014 and 2013. Amounts paid but not yet earned on the project are recorded as deferred revenue until such time as the related development expenses for certain project activities are incurred. A total of $0.4 million under this agreement has been recorded as deferred development revenue on the balance sheet as of June 30, 2015. On January 6, 2010, the Company and Cook mutually agreed to suspend work on the PFO project and, accordingly, the Company does not anticipate receiving any additional payments or recording any additional revenue related to this agreement in the foreseeable future.

Intuitive Surgical

On August 16, 2010, the Company entered into a license agreement with Intuitive Surgical Operations, Inc., or Intuitive Surgical, (the "License Agreement") pursuant to which the Company granted to Intuitive Surgical a worldwide, sublicenseable, exclusive license to use the Company's intellectual property in the robotics field in diagnostic or therapeutic medical procedures, but excluding vascular anastomosis applications, for an upfront license fee of $9.0 million. Each party has the right to terminate the License Agreement in the event of the other party's uncured material breach or bankruptcy. Following any termination of the License Agreement, the licenses granted to Intuitive Surgical will continue, and except in the case of termination for the Company's uncured material breach or insolvency, Intuitive Surgical's payment obligations will continue as well. Under the License Agreement, Intuitive Surgical has rights to improvements in the Company's technology and intellectual property over a specified period of time.

The Company determined that there were two substantive deliverables under the License Agreement representing separate units of accounting: license rights to technology that existed as of August 16, 2010, and license rights to technology that may be developed over the following three years. The $9.0 million upfront license payment and $1.0 million premium on the stock purchase by Intuitive Surgical (see Note 8) were aggregated and allocated to the two units of accounting based upon the relative estimated selling prices of the deliverables. The relative estimated selling prices of the deliverables were determined using a probability weighted expected return model with significant inputs relating to the nature of potential future outcomes and the probability of occurrence of future outcomes. Based upon the relative estimated selling prices of the deliverables, $9.0 million of the total consideration of $10.0 million was allocated to the license rights to technology that existed as of August 16, 2010, that has been recognized as revenue in the fiscal year ended June 30, 2011, and $1.0 million was allocated to technology that may be developed over the following three years that is being recognized as revenue ratably over that three year period. In total, the revenue recognized for the fiscal years ended June 30, 2015, 2014 and 2013, related to this arrangement were $0, $41,000 and $0.3 million, respectively. The Company has fully recognized such revenue, and as of June 30, 2015, no deferred revenue related to this arrangement.

Note 7. Notes Payable

In connection with the Distribution Agreement with Century (see Note 6), the Company entered into a secured note purchase agreement and a related security agreement pursuant to which Century agreed to loan to the Company up to an aggregate of $4.0 million, which amount was received in the fiscal year ended June 30, 2012, and the secured note purchase agreement was amended effective July 1, 2014, to extend the principal due date by two years. Under this facility, the Company received $2.0 million on September 30, 2011, and the remaining $2.0 million on December 27, 2011. This note bears 5% annual interest which is payable quarterly in arrears on the last business day of March, June, September and December of each year through September 30, 2018, the maturity date when the total $4.0 million of principal becomes due. The debt issuance discount of approximately $2.1 million is reflected as a reduction in long-term debt and is being amortized as interest expense over the term of the note using the effective interest method. The note is secured by substantially all of the Company's assets, including the Company's intellectual property related to the PAS-Port® Proximal Anastomosis System, but excluding all other intellectual property, until the note is repaid. There are no covenants associated with this debt.

The Company made interest payments of $0.2 million for each of the fiscal years ended June 30, 2015, 2014 and 2013. The interest payable at June 30, 2015 and 2014, was $50,000 and $50,000, respectively, and included in other accrued liabilities in the accompanying balance sheets.

Note 8. Stockholders' Equity

As of June 30, 2015 and June 30, 2014, the total number of shares that the Company is authorized to issue is 130,000,000 shares, with 125,000,000 shares designated as common stock and 5,000,000 shares designated as preferred stock.

Common Stock

Holders of common stock are entitled to one vote per share on all matters to be voted upon by the stockholders of the Company. Subject to the preferences that may be applicable to any outstanding shares of preferred stock, the holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors. No dividends have been declared to date.

In April 2014, the Company sold 37,375,000 shares of its common stock at $0.85 per share, and 191,474 shares of Series A Convertible Preferred Stock at $85 per share. The Series A convertible preferred stock is non-voting and is convertible into shares of its common stock at a conversion rate of 100 shares of common stock for each share of Series A convertible preferred stock, provided that conversion will be prohibited if, as a result, the holder and their affiliates would own more than 9.98% of the total number of shares of the Company's common stock then outstanding unless the holder gives the Company at least 61 days prior notice of an intent to convert into shares of common stock that would cause the holder to own more than 9.98% of the total number of shares of common stock then issued and outstanding. Net proceeds from the financing to the Company were approximately $44.6 million. For fiscal year ended June 30, 2014, the Company recorded a deemed dividend of $1.9 million related to beneficial conversion feature of series A convertible preferred stock. A one-time beneficial conversion charge was due to the difference between the common stock price and conversion price on the closing date of the Company's public offering in April 2014.

On March 20, 2013, the Company completed the sale of 14,251,368 shares of its common stock at a price to the public of $1.05 per share. Net proceeds from the financing to the Company were $14.0 million.

On August 3, 2011, the Company entered into the At The Market Issuance Sales Agreement (the "ATM Agreement") with McNicoll, Lewis & Vlak LLC ("MLV"), which provided for the sale of the Company's common stock through MLV as the Company's sales agent. The ATM Agreement expired on August 2, 2014. During the fiscal years ended June 30, 2014 and 2013, the Company received net proceeds of $0.4 million and $0.7 million, respectively, from the sale of an aggregate of 439,163 and 414,099 shares of common stock through MLV, respectively. During the fiscal year ended June 30, 2015, the Company did not sell any shares of common stock through MLV.

On December 14, 2010, the Company entered into a common stock purchase agreement (the "Purchase Agreement") with Aspire Capital Fund, LLC, an Illinois limited liability company ("Aspire Capital"), which provided for the sale of the Company's common stock through Aspire as the Company's sales agent. In consideration for entering into the Purchase Agreement, concurrently with the execution of the Purchase Agreement, the Company issued to Aspire Capital 295,567 shares of the Company's common stock as a commitment fee (the "Commitment Shares"). The value of the Commitment Shares of $966,000 and other costs related to entering into the Purchase Agreement of $134,000 represented financing costs that were recorded to additional paid-in capital upon capital being raised under the Purchase Agreement. The Purchase Agreement provided that the Company may not issue and sell more than 4,930,747 shares of the Company's common stock, including the Commitment Shares.

The Purchase Agreement terminated on February 10, 2013, and 166,759 shares of the Company's common stock issued pursuant to the Purchase Agreement were returned to the Company as the maximum numbers of shares available under the Purchase Agreement were not sold to Aspire. Based on the quoted price, the shares were valued at $1.38 per share, or $230,000. The Company is no longer entitled to sell any further shares of its common stock to Aspire Capital under the Purchase Agreement.

Preferred Stock

The Company has 5,000,000 shares of authorized preferred stock issuable in one or more series. The Company can determine the number of shares constituting any series and the designation of such series and the rights, preferences, privileges and restrictions thereof. These rights, preferences and privileges could include dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms, any or all of which may be greater than the rights of common stock. The issuance of the preferred stock could adversely affect the voting power of holders of common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation. In addition, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change in control of the Company or other corporate action. As of June 30, 2015, the Company had designated 250,000 shares of preferred stock as series A convertible preferred stock, and there were 191,474 shares of series A convertible preferred stock issued and outstanding. For the fiscal year ended June 30, 2014, the Company recorded a deemed dividend of $1.9 million related to

beneficial conversion feature of series A convertible preferred stock. A one-time beneficial conversion charge was due to the difference between the common stock price and conversion price on the closing date of the Company's public offering in April 2014.

Each share of Series A preferred stock is convertible into 100 shares of the Company's common stock at any time at the option of the holder, provided that the holder will be prohibited from converting Series A preferred stock into shares of the Company's common stock if, as a result of such conversion, the holder, together with its affiliates, would own more than 9.98% of the total number of shares of the Company's common stock then issued and outstanding, unless the holder gives us at least 61 days prior notice of an intent to convert into shares of common stock that would cause the holder to own more than 9.98% of the total number of shares of the Company's common stock then issued and outstanding. In the event of the Company's liquidation, dissolution, or winding up, holders of the Company's Series A preferred stock will share ratably with the holders of the Company's common stock on an as-if-converted basis. Shares of Series A preferred stock will generally have no voting rights, except as required by law and except that the consent of holders of a majority of the outstanding Series A Preferred Stock will be required to alter or change adversely the powers, preferences or rights given to the Series A preferred stock (an increase the number of authorized shares of Series A preferred stock shall not constitute an adverse change) or enter into any agreement to do so. Shares of Series A Preferred Stock will not be entitled to receive any dividends, unless a cash dividend is declared by the Company's board of directors to be paid to the holders of common stock, in which case the holders of Series A Preferred Stock will be entitled to receive a cash dividend equal to the amount of dividends declared on the common stock on an as-if-converted basis.

Shares Reserved

Shares of common stock reserved for future issuance are as follows:

	June 30, 2015
Stock options and RSUs outstanding	4,745,728
Shares available for grant under stock option plan	6,472,692
Shares reserved for issuance upon conversion of Series A Preferred	19,147,400
Warrants for common stock	—
	30,365,820

Stock Options

In 1997, the Company adopted the 1997 Equity Incentive Plan (the "1997 Plan"). The 1997 Plan provides for the granting of options to purchase common stock and the issuance of shares of common stock, subject to Company repurchase rights, to directors, employees and consultants. Certain options are immediately exercisable, at the discretion of the Board of Directors. Shares issued pursuant to the exercise of an unvested option are subject to the Company's right of repurchase which lapses over periods specified by the board of directors, generally four years from the date of grant. In February 2006, the Company terminated all remaining unissued shares under the 1997 Plan. Although the 1997 Plan terminated, all outstanding options thereunder will continue to be governed by their existing terms.

In October 2005, the Company's Board of Directors adopted, and in December 2005 the stockholders approved, the 2005 Equity Incentive Plan, as amended (the "2005 Plan"). Pursuant to a series of amendments, a total of 11,400,000 shares of common stock have been reserved for issuance under the 2005 Plan as of June 30, 2015.

Stock awards granted under the 2005 Plan may either be incentive stock options, nonstatutory stock options, stock bonuses or rights to acquire restricted stock. Incentive stock options may be granted to employees with exercise prices of no less than the fair value of the common stock on the date of grant, as determined by the Board of Directors, and nonstatutory options may be granted to employees, directors or consultants at exercise prices of no less than the fair value. If, at the time the Company grants an option, the awardee directly or by attribution owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company, the option price shall be at least 110% of the fair value and shall not be exercisable more than five years after the date of grant. Options may be granted with vesting terms as determined by the Board of Directors. Options expire no more than 10 years after the date of grant, or earlier if employment is terminated.

Common stock options may include a provision whereby the holder, while an employee, director or consultant, may elect at any time to exercise the option as to any part or all of the shares subject to the option prior to the full vesting of the option. Any unvested shares so purchased are subject to repurchase by the Company at its option and at a price equal to the original purchase price of the stock. The Company does not consider the stock issued upon exercise of an unvested stock option substantively exercised, and the cash paid for the exercise price is considered a deposit or a prepayment of the exercise price that is recognized by the Company as a liability. As the underlying shares vest, the deposit liability is reclassified as equity. As of June 30, 2015 and 2014, no such shares are subject to the Company's right of repurchase and excluded from stockholders' equity.

On May 20, 2015, the Board of Directors of the Company adopted the Cardica, Inc. Inducement Plan pursuant to which the Company reserved 400,000 shares for issuance under the Inducement Plan. The only persons eligible to receive grants of Stock Awards under Inducement Plan are individuals who satisfy the standards for inducement grants under Nasdaq Marketplace Rule 5635(c)(4) and the related guidance under Nasdaq IM 5635-1 – that is, generally, a person not previously an employee or director of the Company, or following a bona fide period of non-employment, as an inducement material to the individual's entering into employment with the Company. A " ***Stock Award*** " is any right to receive the Company common stock granted under the Plan, including a nonstatutory stock option, a restricted stock award, a restricted stock unit award, a stock appreciation right, or any other stock award.

On May 20, 2015, the Company's new vice president of operations, was granted a stock option to purchase 400,000 shares of the Company common stock pursuant to the Inducement Plan.

Award activity under all Plans is as follows:

		Outstanding Options	
	Shares Available for Grant	Number of Shares	Weighted-Average Exercise Price Per Share
Balance at June 30, 2012	865,433	3,854,171	$ 2.53
Shares reserved	750,000	—	—
Restricted stock awards granted	(48,000)	—	—
Options granted	(671,150)	671,150	1.53
Options exercised	—	(10,518)	1.31
Options forfeited	578,908	(578,908)	2.22
Balance at June 30, 2013	1,475,191	3,935,895	$ 2.43
Shares reserved	1,000,000	—	—
Restricted stock awards granted	(92,666)	—	—
Options granted	(1,944,500)	1,944,500	1.24
Options forfeited	278,916	(278,916)	3.94
Balance at June 30, 2014	716,941	5,601,479	$ 1.95
Shares reserved	5,000,000	—	—
Restricted stock awards granted	(290,000)	—	—
Options granted	(2,509,615)	2,509,615	0.69
Options forfeited	3,555,366	(3,555,366)	1.45
Balance at June 30, 2015	6,472,692	4,555,728	$ 1.65

The following table summarizes information about options outstanding, vested and exercisable at June 30, 2015:

	Options Outstanding			Options exercisable	
Exercise Prices	Number of Shares	Weighted-Average Remaining Contractual Life (years)	Weighted Average Exercise Price per Share	Number of Shares	Weighted Average Exercise Price per Share
$0.41 – $1.00	1,551,833	6.77	0.59	368,358	0.81
$1.12 – $1.43	1,526,400	3.54	1.27	1,069,368	1.27
$1.55 – $9.75	1,477,495	1.64	3.16	1,407,692	3.22
Total outstanding	4,555,728	4.03	$ 1.65	2,845,418	$ 2.17
Options vested and expected to vest	4,295,133	3.87	$ 1.71		

The weighted average remaining contractual life for all currently exercisable options as of June 30, 2015, was 2.5 years. The aggregate intrinsic value as of June 30, 2015, of all outstanding options was $53,000, options vested and expected to vest was $43,000 and options exercisable was $0. The aggregate intrinsic value as of June 30, 2014, of all outstanding options was $105,000, options vested and expected to vest was $93,000 and options exercisable was $22,000.

The weighted-average estimated grant date fair value of options granted to employees and directors during fiscal years 2015, 2014 and 2013 was $0.37, $0.80 and $1.03 per share, respectively. The intrinsic value of all options exercised during fiscal years 2015, 2014 and 2013 was $0, $0 and $4,000, respectively. The fair value of all stock options actually vesting in fiscal years 2015, 2014 and 2013 was $568,000, $528,000 and $746,000, respectively.

Restricted Stock Units and Awards

The following table summarizes information about restricted stock activity.

	Shares
Non-vested restricted stock at June 30, 2012	46,000
Awarded	48,000
Vested	(48,000)
Forfeited	—
Non-vested restricted stock at June 30, 2013	46,000
Awarded	92,666
Vested	(122,666)
Forfeited	—
Non-vested restricted stock at June 30, 2014	16,000
Awarded	290,000
Vested	(16,000)
Forfeited	(100,000)
Non-vested restricted stock at June 30, 2015	190,000

The aggregate intrinsic value as of June 30, 2015, of all non-vested restricted stock awards was $95,000, and awards expected to vest was $82,000.

The estimated grant date fair value of awards granted during fiscal years 2015, 2014 and 2013, was $1.14, $1.15 and $1.43 per share, respectively. The intrinsic value of all awards granted during fiscal years 2015, 2014 and 2013 was $330,000, $106,000 and $66,000, respectively. The fair value of all stock awards actually vesting in fiscal years 2015, 2014 and 2013 was $19,000, $165,000 and $75,000, respectively.

The fair value of each restricted stock award is estimated based upon the closing price of the Company's common stock on the grant date. Share-based compensation expense related to restricted stock units and awards is recognized over the requisite service period as adjusted for estimated forfeitures.

Warrants

The Company's warrants to purchase 3,991,205 shares of common stock at $1.45 per share related to the 2009 Private Placement expired in September 2014.

Note 9 – Reductions in Force

During the fiscal year 2015, the Company reduced its workforce by 24 positions to conserve cash and to match its use of cash with its stage of development. The Company's decision to engage in the corporate restructurings and layoffs resulted from the necessary improvements required for the MicroCutter XCHANGE 30 blue cartridge. As a result, the Company recorded a restructuring charge of $0.3 million for severance and other benefits which was fully paid during the fiscal year 2015. The charges were included in all departmental expenses.

Note 10. Income Taxes

Deferred income taxes reflect the net tax effects of net operating loss and tax credit carryovers and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows (in thousands):

	June 30,	
	2015	2014
Net operating loss carry-forwards	$ 62,457	$ 55,591
Research credits	3,448	3,084
Fixed asset depreciation	31	(109)
Stock compensation	546	1,103
Deferred revenue	158	158
Other	885	764
Total deferred tax assets	67,525	60,591
Valuation allowance	(67,525)	(60,591)
Net deferred tax assets	$ —	$ —

Realization of the deferred tax assets is dependent upon future taxable income, the amount and timing of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The net valuation allowance increased by approximately $6.9 million, $4.4 million and $6.8 million during fiscal years ended June 30, 2015, 2014 and 2013, respectively.

As of June 30, 2015, the Company had federal net operating loss carry-forwards and research credit carry-forwards of approximately $171.0 million and $1.8 million, respectively. The net operating loss carry-forwards begin to expire in the fiscal year 2019. The federal credits begin to expire in fiscal year 2021 if not utilized. Additionally, the Company's state net operating loss carry-forwards of approximately $108.4 million begin to expire in the fiscal year 2015 and the Company has state research credit carry-forwards of $3.8 million. The California state credit carry-forwards have an unlimited carry-forward period and the State of Arizona credits begin to expire in fiscal year 2024.

Included in the valuation allowance balance as of June 30, 2015, is $0.3 million related to the exercise of stock options which are not reflected as an expense for financial reporting purposes. Accordingly, any future reduction in the valuation allowance relating to this amount will be credited directly to equity and not reflected as an income tax benefit in the Statement of Operations.

The reconciliation of income tax benefits attributable to the net loss computed at the U.S. federal statutory rates to the income tax benefit recorded (in thousands):

	Fiscal Year Ended June 30,		
	2015	2014	2013
Tax benefit at U.S. statutory rate	$ (6,520)	$ (5,768)	$ (5,487)
Loss for which no tax benefit is currently recognizable	6,341	5,584	5,341
Stock based compensation	160	164	128
Other, net	19	20	18
	$ —	$ —	$ —

Utilization of the net operating loss carry-forwards and credit carry-forwards may be subject to a substantial annual limitation due to the limitations set forth in Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and similar state provisions. In the fiscal year ended June 30, 2014, the Company concluded a detailed analysis to determine whether an ownership change under Section 382 of the Internal Revenue Code had occurred. The effect of an ownership change would be the imposition of an annual limitation on the use of the net operating loss carry-forwards and credit carry-forwards attributable to periods before the change. Any subsequent ownership changes could further limit the use of net operating losses and credits. The Company concluded that approximately $4.9 million of federal net operating loss carry-forwards, $1.5 million of federal credit carry-forwards, $122,000 of California state credit carry-

forwards and approximately $19.5 million of California state net operating loss carry-forwards are significantly limited to offset future income, if any. The reductions are reflected in the carry-forward amounts included above.

At June 30, 2015, the Company had unrecognized tax benefits of $1.1 million, all of which would not currently affect the Company's effective tax rate if recognized due to the Company's deferred tax assets being fully offset by a valuation allowance. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Amount
Balance at June 30, 2013	$ 939
Additions based on tax positions related to current year	74
Balance at June 30, 2014	1,013
Additions based on tax positions related to prior years	26
Additions based on tax positions related to current year	82
Balance at June 30, 2015	$ 1,121

The Company would classify interest and penalties related to uncertain tax positions in income tax expense, if applicable. There was no interest expense or penalties related to unrecognized tax benefits recorded through June 30, 2015. The tax years 1998 through 2015 remain open to examination by one or more major taxing jurisdictions to which the Company is subject.

Note 11. Employee Benefit Plan

In January 2001, the Company adopted a 401(k) Profit Sharing Plan that allows voluntary contributions by eligible employees. Employees may elect to contribute up to the maximum allowed under the Internal Revenue Service regulations. The Company may make discretionary contributions as determined by the Board of Directors. No amount was contributed by the Company to the plan during fiscal years ended June 30, 2015, 2014 or 2013.

Note 12. Indemnification

From time to time, the Company enters into contracts that require the Company, upon the occurrence of certain contingencies, to indemnify parties against third-party claims. These contingent obligations primarily relate to (i) claims against the Company's customers for violation of third-party intellectual property rights caused by the Company's products; (ii) claims resulting from personal injury or property damage resulting from the Company's activities or products; (iii) claims by the Company's office lessor arising out of the Company's use of the premises; and (iv) agreements with the Company's officers and directors under which the Company may be required to indemnify such persons for liabilities arising out of their activities on behalf of the Company. Because the obligated amounts for these types of agreements usually are not explicitly stated, the overall maximum potential amount of these obligations cannot be reasonably estimated. No liabilities have been recorded for these obligations on the Company's consolidated balance sheets as of June 30, 2015 or 2014, as there are no amounts currently estimable and probable of payment.

Note 13. Consolidated Financial Information by Quarter

Consolidated Financial Information by Quarter (unaudited)

Fiscal Year 2015:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	(In thousands, except per share data)			
Total net revenue	$ 1,068	$ 657	$ 564	$ 701
Gross profit (loss) on product sales (1)	(582)	(305)	(259)	(167)
Net loss	(5,065)	(5,442)	(4,824)	(3,851)
Basic and diluted net loss per common share	(0.06)	(0.06)	(0.05)	(0.04)
Shares used in computing basic and diluted net loss per common share	88,946	88,955	88,955	88,955

Fiscal Year 2014:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	(In thousands, except per share data)			
Total net revenue	$ 805	$ 851	$ 934	$ 1,025
Gross profit (loss) on product sales (1)	(255)	(219)	(452)	(339)
Net loss	(3,739)	(4,172)	(4,379)	(4,676)
Net loss allocable to common stockholders	(3,739)	(4,172)	(4,379)	(6,591)
Basic and diluted net loss per share allocable to common stockholders	(0.07)	(0.08)	(0.09)	(0.08)
Shares used in computing basic and diluted net loss per share allocable to common stockholders	51,089	51,314	51,587	79,590

(1) Gross profit is computed as total net product sales less cost of product sales.

Note 14. Subsequent Event

On August 6, 2015, the Company announced that Bernard A. Hausen, M.D., Ph.D., has informed the Board of Directors that he will step down as chief executive officer, president and as a member of the Board of Directors. By request of the Company, Dr. Hausen has agreed to stay on in his role as president and chief executive officer and a director for a transition period expected to be completed by December 31, 2015.

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

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Effectiveness of Disclosure Controls and Procedures

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) were effective as of June 30, 2015.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2015, based on the criteria set forth in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the criteria set forth in *Internal Control — Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of June 30, 2015.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within an organization have been detected. Accordingly, our internal control over financial reporting, including our disclosure controls and procedures, are designed to provide reasonable, not absolute, assurance that the objectives of our internal control over financial reporting, including our disclosure control system, are met and, as set forth above, our principal executive officer and principal financial officer have concluded, based on their evaluation as of the end of the period covered by this report, that our internal control over financial reporting, including our disclosure controls and procedures, were effective to provide reasonable assurance that the objectives of our internal control over financial reporting, including our disclosure control system, were met.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Identification of Executive Officers and Directors

Reference is made to the information regarding executive officers appearing under the heading "Business — Executive Officers of the Registrant" in Part I Item 1 of this Annual Report on Form 10-K, which information is hereby incorporated by reference. Reference is made to the information regarding our directors and nominees for director appearing under the heading "Proposal 1 — Election of Directors" to be included in our proxy statement for our 2015 annual meeting of stockholders, or 2015 Proxy Statement, which information is incorporated herein by reference.

Identification of Audit Committee and Audit Committee Financial Expert

Reference is made to the information regarding directors to be included under the headings "Information Regarding the Board of Directors and Corporate Governance — Information Regarding Committees of the Board of Directors— Audit Committee" in our 2015 Proxy Statement, which information is incorporated herein by reference.

Material Changes to Procedures for Recommending Directors

Reference is made to the information regarding directors to be included under the heading "Information Regarding the Board of Directors and Corporate Governance" in our 2015 Proxy Statement, which information is incorporated herein by reference.

Compliance with Section 16(a) of the Exchange Act

Reference is made to the information to be included under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in our 2015 Proxy Statement, which information is incorporated herein by reference.

Code of Conduct

Reference is made to the information to be included under the heading "Information Regarding the Board of Directors and Corporate Governance — Code of Business Conduct and Ethics" in our 2015 Proxy Statement, which information is incorporated herein by reference. A copy of our code of business conduct and ethics can be found on our website, www.cardica.com in the "USA" section titled "About Cardica," by clicking on "Investors/Media" and selecting the subsection titled "Corporate Governance." The contents of our website are not a part of this Annual Report on Form 10-K.

Item 11. Executive Compensation

Reference is made to the information to be included under the heading "Executive Compensation" in our 2015 Proxy Statement, which information is incorporated herein by reference.

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

Security Ownership

Reference is made to the information to be included under the heading "Security Ownership of Certain Beneficial Owners and Management" in our 2015 Proxy Statement, which information is hereby incorporated by reference.

Equity Compensation Plan Information

Reference is made to the information to be included under the heading "Securities Authorized for Issuance under Equity Compensation Plans — Equity Compensation Plan Information" in our 2015 Proxy Statement, which information is incorporated herein by reference.

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

Reference is made to the information to be included under the headings "Transactions with Related Persons" and "Information Regarding the Board of Directors and Corporate Governance — Independence of the Board of Directors" in our 2015 Proxy Statement, which information is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Reference is made to the information to be included under the heading "Principal Accountant Fees and Services" in our 2015 Proxy Statement, which information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report

1. Financial Statements

Reference is made to the Index to Financial Statements under Item 8, Part II hereof.

2. Financial Statement Schedules

All financial statement schedules are omitted because the information is not applicable or is presented in the Financial Statements or Notes thereto.

3. Exhibits

Reference is made to the Exhibit Index which follows the signature page of this Annual Report on Form 10-K, which is incorporated herein by reference here.

SIGNATURES

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

Cardica, Inc.
Registrant

September 25, 2015
Date

/s/ ROBERT Y. NEWELL
Robert Y. Newell
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bernard A. Hausen and Robert Y. Newell, as his true and lawful attorney-in-fact and agent, with full power of substitution for him, and in his name in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, and any of them or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons on behalf of the Registrant in the capacities indicated on the date set forth below:

Name and Signature	Title	Date
/s/ BERNARD A. HAUSEN Bernard A. Hausen, M.D., Ph.D.	President, Chief Executive Officer and Director *(Principal Executive Officer)*	September 25, 2015
/s/ ROBERT Y. NEWELL Robert Y. Newell	Chief Financial Officer *(Principal Financial and Accounting Officer)*	September 25, 2015
/s/ GREGORY D. CASCIARO Gregory D. Casciaro	Director	September 25, 2015
/s/ R. MICHAEL KLEINE R. Michael Kleine	Director	September 25, 2015
/s/ WILLIAM P. MOFFITT, III William P. Moffitt, III	Director	September 25, 2015
/s/ SAMUEL E. NAVARRO Samuel E. Navarro	Director	September 25, 2015
/s/ GARY S. PETERSMEYER Gary S. Petersmeyer	Director	September 25, 2015
/s/ JOHN SIMON John Simon, Ph.D.	Director	September 25, 2015
/s/ WILLIAM H. YOUNGER, JR. William H. Younger, Jr.	Director	September 25, 2015

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/ Appendix Reference	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Cardica, Inc.	S-1	333-129497	3.2	01/13/2006	
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cardica, Inc.	10-Q	000-51772	3.3	11/15/2010	
3.3	Certificate of Correction of Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cardica, Inc.	8-K	000-51772	3.2	11/16/2010	
3.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cardica, Inc.	8-K	000-51772	3.1	11/19/2012	
3.5	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cardica, Inc.	8-K	000-51772	3.1	11/15/2013	
3.6	Certificate of Designations of Series A Preferred Stock.	S-1	333-194039	3.6	04/14/2014	
3.7	Bylaws of the Registrant as currently in effect.	8-K	000-51772	3.2	08/19/2008	
4.1	Specimen Common Stock certificate of the Registrant.	S-1	333-129497	3.5	02/01/2006	
10.1	1997 Equity Incentive Plan and forms of related agreements and documents. +	S-1	333-129497	10.1	11/04/2005	
10.2	2005 Equity Incentive Plan. +	8-K	000-51772	10.1	12/12/2014	
10.3	Form of Option Agreement under the Cardica, Inc. 2005 Equity Incentive Plan+	10-K	000-51772	10.3	09/25/2014	
10.4	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Grant Agreement. +	8-K	000-51772	10.26	02/20/2009	
10.5	Office Lease Agreement dated April 25, 2003, and First Amendment to Office Lease Agreement dated January 21, 2004.	S-1	333-129497	10.5	11/04/2005	
10.6	Second Amendment to Office Lease Agreement, executed and delivered in December 2007 effective November 19, 2007.	8-K	000-51772	10.1	12/05/2007	
10.7	Third Amendment to Office Lease, dated November 17, 2009, by and between Cardica, Inc., and HCP LS REDWOOD CITY, LLC (f/k/a Slough Redwood City, LLC).	10-Q	000-51772	10.29	11/15/2010	
10.8	Fourth Amendment to Lease dated November 11, 2010	8-K	000-51772	10.30	11/16/2010	
10.9	Fifth Amendment to Lease dated November 24, 2014.	10-Q	000-51772	10.2	02/10/2015	
10.10	Distribution Agreement by and between Cardica, Inc. and Century Medical, Inc. dated June 16, 2003. †	S-1	333-129497	10.6	12/20/2005	
10.11	First Amendment to Distribution Agreement, dated March 30, 2007, by and between Cardica, Inc. and Century Medical, Inc. †	8-K	000-51772	10.6.1	04/05/2007	

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/ Appendix Reference	Filing Date	
10.12	Amendment No. 2 to Distribution Agreement, dated June 13, 2007, by and between Cardica, Inc. and Century Medical, Inc. †	10-K	000-51772	10.7	09/24/2010	
10.13	Amendment No. 3 to Distribution Agreement, dated January 24, 2008, by and between Cardica, Inc. and Century Medical, Inc.	10-K	000-51772	10.8	09/24/2010	
10.14	Amendment No. 4 to Distribution Agreement, dated April 1, 2010, by and between Cardica, Inc. and Century Medical, Inc. †	8-K	000-51772	10.8.1	04/07/2010	
10.15	Fifth Amendment to Distribution Agreement, dated as of July 1, 2014, by and between Cardica, Inc. and Century Medical, Inc. †	10-K	000-51772	10.14	09/25/2014	
10.16	Distribution Agreement by and between Cardica, Inc. and Century Medical, Inc. dated September 2, 2011. †	10-Q	000-51772	10.36	11/09/2011	
10.17	Secured Note Purchase Agreement by and between Cardica, Inc. and Century Medical, Inc. dated September 2, 2011. †	10-Q	000-51772	10.37	11/09/2011	
10.18	Security Agreement by and between Cardica, Inc. and Century Medical, Inc. dated September 2, 2011. †	10-Q	000-51772	10.38	11/09/2011	
10.19	Form of Secured Promissory Note to Century Medical	10-Q	000-51772	10.39	11/09/2011	
10.20	Letter Agreement, dated as of July 1, 2014, extending the term of the Secured Note Purchase Agreement by and between Cardica, Inc. and Century Medical, Inc.	10-K	000-51772	10.19	09/25/2014	
10.21	Compensation Information for named executive officers for fiscal 2014. +	8-K	000-51772	Item 5.02	07/18/2014	
10.22	Cardica, Inc. Non-Employee Director Compensation. +					X
10.23	Benefit Agreement with Bernard Hausen, M.D., Ph.D. +	S-1	333-129497	10.4	02/01/2006	
10.24	Cardica, Inc. Change in Control and Severance Benefit Plan. +	8-K	000-51772	10.25	02/18/2009	
10.25	Caridca, Inc. Executive Performance Bonus Plan. +	8-K	000-51772	10.1	07/24/2015	
10.26	Cardica, Inc. Inducement Plan. +	8-K	000-51722	10.1	05/21/2015	
10.27	License Agreement, dated August 16, 2010, by and between Cardica, Inc., and Intuitive Surgical Operations, Inc. †	10-K	000-51722	10.28	09/24/2010	
23.1	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included on signature page).					X
31.1	Certification of chief executive officer.					X
31.2	Certification of chief financial officer.					X

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/ Appendix Reference	Filing Date	
32.1	Section 1350 Certification					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase					X
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

† Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for, or grant of, confidential treatment.
+ Indicates management contract or compensatory plan.

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