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OPNET TECHNOLOGIES INC
Form 10-Q
August 13, 2001

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

Form 10-Q

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

For the quarterly period ended June 30, 2001

OR

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

(Commission file number: 000-30931)

OPNET TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	7373	52-1483235
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

7255 Woodmont Avenue
Bethesda, MD 20814
(Address of principal executive office)

(240) 497-3000
(Registrant's telephone number, including area code)

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 registrants were required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

At August 8, 2001, there were outstanding 18,965,132 shares of common stock of the registrant.

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PART I. FINANCIAL INFORMATION

ITEM 1. Consolidated Financial Statements

OPNET Technologies, Inc.
Consolidated Balance Sheets
(in thousands, except per share data)

	June 30, 2001	
	-----	-----
ASSETS	(unaudited)	
Current assets:		
Cash and cash equivalents	\$ 60,595	\$
Accounts receivable, net of \$40 and \$113 in allowance for doubtful accounts at June 30 and March 31, 2001, respectively	5,408	
Unbilled accounts receivable	1,029	
Refundable income taxes	12	
Deferred income taxes	615	
Prepaid expenses and other current assets	1,219	
	-----	-----
Total current assets	68,878	
Property and equipment, net	7,310	
Intangible assets, net	1,900	

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Goodwill and assembled workforce		10,921	
Other assets:			
Deposits		59	
Loan to officer		-	
Purchased software, net		488	
		-----	-----
Total assets		\$ 89,556	\$
		=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable		\$ 702	\$
Accrued liabilities		2,315	
Accrued income taxes		201	
Deferred revenue		7,686	
		-----	-----
Total current liabilities		10,904	
Deferred rent		143	
Deferred revenue		330	
Deferred taxes		60	
		-----	-----
Total liabilities		11,437	
		-----	-----
Commitments and contingencies			
Stockholders' equity:			
Preferred stock-par value \$0.001; 5,000 shares authorized; 160 designated as Series A (above), No shares issued and outstanding at June 30 and March 31, 2001		-	
Common stock-par value \$0.001; 100,000 authorized; 25,025 and 24,901 shares issued at June 30 and March 31, 2001, respectively; 18,891 and 18,767 shares outstanding at June 30 and March 31, 2001, respectively		25	
Additional paid-in capital		71,182	
Deferred compensation		(158)	
Retained earnings		11,174	
Accumulated other comprehensive (loss) income		(4)	
Treasury stock-6,134 shares at June 30 and March 31, 2001		(4,100)	
		-----	-----
Total stockholders' equity		78,119	
		-----	-----
Total liabilities and stockholders' equity		\$ 89,556	\$
		=====	=====

See notes to consolidated financial statements.

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OPNET Technologies, Inc.
Consolidated Statements of Operations
(unaudited)

Three Months Ended
June 30,

2001 2000

(in thousands, except per share data)

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Cash flows from operating activities:		
Net income	\$ 1,175	\$ 224
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	500	353
Deferred income taxes	(24)	(80)
Tax benefit from exercise of nonqualified stock options	53	-
Expense related to employee stock options	22	24
Changes in assets and liabilities:		
Accounts receivable	(747)	122
Prepaid expenses and other current assets	844	(13)
Loans to employees	231	-
Refundable income taxes	320	5
Deposits	16	(3)
Accounts payable	188	(70)
Accrued liabilities	(2,284)	(579)
Accrued income taxes	108	-
Deferred revenue	24	467
Deferred rent	84	1
Net cash provided by operating activities	510	451
Cash flows from investing activities:		
Acquisition	(1,156)	-
Purchase of software	(24)	(15)
Purchase of property and equipment	(1,773)	(325)
Net cash used in investing activities	(2,953)	(340)
Cash flows from financing activities:		
Costs incurred for initial public offering	-	(330)
Proceeds from exercise of common stock options	212	285
Proceeds from issuance of common stock under employee stock purchase plans	209	-
Net cash provided by financing activities	421	(45)
Effect of exchange rate changes on cash and cash equivalents	(6)	-
Net (decrease) increase in cash and cash equivalents	(2,028)	66
Cash and cash equivalents, beginning of period	62,623	8,765
Cash and cash equivalents, end of period	\$ 60,595	\$ 8,831

See notes to consolidated financial statements.

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OPNET Technologies, Inc.
Notes to Consolidated Financial Statements
(unaudited)

1. Basis of Presentation and Nature of Operations

OPNET Technologies, Inc. ("OPNET", the "Company", "we" or "us") provides intelligent network management software solutions that enable organizations to optimize the performance and maximize the availability of communications

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networks and networked applications. The OPNET product suite combines predictive modeling and a comprehensive understanding of networking technologies to enable network professionals to more effectively design and deploy networks, provision services, diagnose network and application performance problems, predict the impact of network changes, and efficiently plan capital investments. OPNET is headquartered in Bethesda, Maryland and has sales offices worldwide.

The accompanying consolidated financial statements include the results of OPNET Technologies, Inc. and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The interim financial statements included herein are unaudited and have been prepared in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission (the "SEC") regarding interim financial reporting. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes thereto contained in the Company's Annual Report on Form 10-K for the year ended March 31, 2001, filed with the SEC. In the opinion of management, these interim financial statements reflect all adjustments of a normal and recurring nature necessary to present fairly the Company's results for the interim periods. The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. In addition, the Company's operating results for the three months ended June 30, 2001 may not be indicative of the operating results for the full fiscal year or any other future period.

On March 30, 2001, OPNET Development Corp., a wholly-owned subsidiary of the Company, acquired substantially all of the assets and operations of the NetMaker Division of Make Systems, Inc. ("NetMaker") using the purchase method of accounting. NetMaker offers a sophisticated suite of products that address the operational and engineering needs of traditional and next-generation network service providers. The results of NetMaker's operations have been included in the accompanying consolidated statements of operations from the date of acquisition.

2. Credit Agreements

In June 2000, the Company entered into a \$5,000,000 line of credit facility with a commercial bank. The line of credit allowed the Company to use the funds for corporate borrowings and the issuance of letters of credit up to a maximum of \$5,000,000. The Company used the facility to issue a letter of credit for approximately \$3,400,000 to satisfy the security deposit requirements for its new corporate office facilities lease. The Company renewed the credit facility for an additional year, and it will now expire in June 2002. Interest is payable monthly, based on LIBOR plus the applicable margin ranging from 2% to 2.5% as stated in the loan agreement. The credit facility is collateralized by certain assets of the Company and there are also certain financial ratios and conditions that the Company must maintain under the terms of the loan agreement, as well as certain covenants with which the Company must comply. As of June 30, 2001, the Company had no balance outstanding under its line of credit.

3. Stockholders' Equity

During the three months ended June 30, 2001, employee exercises of stock options resulted in proceeds to the Company of approximately \$212,000 and the issuance of 104,544 shares of Common Stock. Employee purchases of Common Stock under the 2000 Employee Stock Purchase Plan resulted in further proceeds to the

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Company of approximately \$209,000 and the issuance of 19,111 shares of Common Stock during the three months ended June 30, 2001.

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4. Net Income Per Common Share

In February 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No. 128, Earnings Per Share. This statement requires dual presentation of basic and diluted earnings per share on the face of the income statement. In April 2001, the Emerging Issues Task Force rendered an interpretation, Topic No. D-95, "Effect of Participating Convertible Securities on the Computation of Basic Earnings Per Share" which stipulates that participating convertible securities should be included in the computation of basic earnings per share. The Company has restated basic earnings per share for the three months ended June 30, 2000 in accordance with this interpretation. The effect on basic earnings per share was a \$0.01 reduction for the quarter ended June 30, 2000. Basic earnings per share is to be computed by dividing net income available to common shareholders by the weighted average number of common shares and participating preferred shares outstanding for the period. Diluted earnings per share is to reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted into common shares.

	Three Months Ended June 30,	
	2001	2000
	(in thousands, except per share data)	
Income (Numerator):		
Net income applicable to common shares	\$ 1,175	\$ 220
Plus:		
Accretion of transaction costs on redeemable convertible preferred stock	-	4
Net income (basic and diluted)	\$ 1,175	\$ 224
Shares (Denominator):		
Weighted average shares outstanding	18,809	11,120
Plus:		
Participating redeemable convertible preferred stock	-	2,172
Weighted average shares outstanding (basic)	18,809	13,292
Plus:		
Effect of other dilutive securities - Options	1,429	1,344
Weighted average shares outstanding (diluted)	20,238	14,636
Net income per common share:		
Basic net income per common share	\$ 0.06	\$ 0.02
Diluted net income per common share	\$ 0.06	\$ 0.02

5. Business Segment and Geographic Area Information

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The Company operates in one industry segment, the development and sale of computer software programs and related services. There were no sales to any customers within a single country except for the United States where such sales accounted for 10% or more of total revenues. Substantially all assets were held in the United States for the quarter ended June 30, 2001.

6. Supplemental Cash Flow Information

	Three Months Ended June 30,	
	2001	2000
Supplemental disclosure of cash flow information:	(in thousands)	
Cash paid during the year for income taxes	\$ 105	\$ 3
Supplemental disclosure of non cash activities:		
Accrued tenant allowance	\$ 423	\$ -
Post-closing acquisition adjustments	\$ 217	\$ -
Accrued offering costs	\$ -	\$ 524
Accretion on preferred stock	\$ -	\$ 4

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7. Comprehensive Income

In June 1997, the FASB issued SFAS No. 130, Reporting Comprehensive Income. This statement requires the Company to report and display certain information related to comprehensive income and its components. Comprehensive income includes net income and other comprehensive income. For the three months ended June 30, 2001, comprehensive income for the Company was \$1.2 million, and included accumulated foreign currency translation losses of approximately \$6,000.

8. New Accounting Pronouncements

In July 2001, the FASB issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and that certain acquired intangible assets in a business combination be separately identified and recognized as assets apart from goodwill. SFAS No. 142 requires that goodwill and certain other intangible assets will no longer be amortized and instead will be subject to periodic evaluation for impairment. In addition, the standard includes provisions for the reclassification of certain existing recognized intangibles as goodwill.

The Company has elected for early adoption of SFAS No. 141 and 142, which is permitted for entities with fiscal years beginning after March 15, 2001. As a result, the Company has not amortized approximately \$10.0 million of goodwill and \$950,000 of assembled workforce acquired in connection with the NetMaker acquisition, which closed on March 30, 2001. During the three months ended June 30, 2001, goodwill was adjusted by approximately \$217,000 for modifications to initial purchase accounting estimates. Also in connection with the NetMaker acquisition we recorded acquired technology of \$2.0 million, which is being amortized on a straight-line basis over a period of five years. Amortization of acquired technology for the three months ended June 30, 2001 was \$100,000. We expect amortization expense of approximately \$400,000 in each of the fiscal years ended March 31, 2002, 2003, 2004, 2005 and 2006, relating to the acquired technology.

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As of June 30, 2001		
	Gross Carrying Amount	Accumulated Amortization
----- (in thousands) -----		
Amortized intangible assets		
Acquired technology	\$ 2,000	\$ 100
=====		
Unamortized intangible assets		
Goodwill	9,971	
Assembled workforce	950	

Total	\$ 10,921	
=====		

9. Subsequent Events

In August 2001, the Company entered into an agreement with Comsof N.V. to form a joint venture, WDM NetDesign B.V.B.A. ("WDM NetDesign"), in which the companies will collaborate on the development of optical network planning products. Under the agreement, OPNET acquired a 20% interest in WDM NetDesign for consideration of \$399,000 and purchased an option for consideration of \$1,000 to acquire all remaining shares of WDM NetDesign. If the Company exercises the option, OPNET will acquire the remaining shares for a total consideration of \$1,325,000 to be paid in cash or a combination of cash and OPNET common stock. The option expires in December 2001.

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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis relates to the financial condition and results of operations of the Company for the three months ended June 30, 2001, and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the Company's Annual Report on Form 10-K for the year ended March 31, 2001, filed with the SEC.

This report contains forward-looking statements that involve substantial risks and uncertainties. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these statements by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will," and "would" or similar words. You should read statements that contain these words carefully because they discuss our future expectations, contain projections of our future results of operations or of our financial position or state other forward-looking information. We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to predict or control accurately. The factors listed below in the section captioned "Certain Factors That May Affect Future Results," as well as any cautionary language contained herein, provide examples of risks, uncertainties, and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no

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obligation to publicly update or revise any forward-looking information.

Overview

We provide intelligent network management software products and related services. Our product suite consists of four primary software products: OPNET IT Guru, OPNET Modeler, OPNET Netbiz, and our newest product, OPNET ServiceProvider Guru (released in June 2001). We sell our OPNET suite of products to service providers, including telecommunications carriers; ISPs and ASPs; large and medium-sized enterprises; and network equipment manufacturers. We market our product suite in North America primarily through a direct sales force and, to a lesser extent, several resellers and original equipment manufacturers. Internationally, we market our products primarily through our international subsidiaries and third-party distributors.

We sold our first products in 1987. Our operations, including acquisitions, have been financed principally through cash provided by operations, a venture financing in September 1997 and the proceeds of our initial public offering in August 2000. In August 1998, we introduced our OPNET IT Guru and OPNET Netbiz products. In June 2001, we released OPNET ServiceProvider Guru and began a new marketing and sales strategy to focus on this product.

We generate revenues principally from licensing our software products and providing related services, including maintenance and technical support, consulting, and training.

Our software license revenues consist of perpetual and term license sales of our software products and royalty income. Software license revenues are recognized upon delivery, provided that fees are fixed and determinable, no significant modifications to the product are required, and collection of the related receivable is probable. Where significant modifications are required, software license revenues are recognized along with consulting fees on a percentage-of-completion basis as the modifications are performed. We allow customers to evaluate our software before purchase, and therefore it is our policy not to allow returns.

Our service revenues consist of fees from maintenance and technical support agreements, consulting services, and training. The maintenance agreements covering our products provide for technical support and periodic product upgrades. Revenues from maintenance and technical support agreements are deferred and recognized ratably over the support period. We offer consulting services primarily to provide product customization and enhancements. Consulting services are generally performed under fixed-price agreements and recognized as the work is performed on a percentage-of-completion basis. We provide classroom and on-site training to our customers on a daily fee basis.

Software license revenues and service revenues for which payment has been received, but that do not yet qualify for recognition as revenues, are reflected as deferred revenues.

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Results of Operations

The following table sets forth items from our statements of operations expressed as a percentage of total revenues for the periods indicated:

Three Months Ended
June 30,

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	2001	2000
Revenues:		
Software licenses	58.7 %	56.8 %
Services	41.3	43.2
Total revenues	100.0	100.0
Cost of revenues:		
Software licenses	1.0	2.8
Services	13.6	15.3
Total cost of revenues	14.6	18.1
Gross profit	85.4	81.9
Operating expenses:		
Research and development	28.3	26.1
Sales and marketing	37.5	42.2
General and administrative	8.8	10.3
Amortization of acquired technology	0.9	-
Total operating expenses	75.5	78.6
Income from operations	9.9	3.3
Interest and other income	5.8	2.1
Income before provision for income taxes	15.7	5.4
Provision for income taxes	5.1	1.9
Net income	10.6 %	3.5 %

The following table sets forth, for each component of revenues, the cost of these revenues as a percentage of the related revenues for the periods indicated:

	Three Months Ended June 30,	
	2001	2000
Cost of software license revenues	1.7 %	4.8 %
Cost of service revenues	33.0	35.5

Comparison of Three Months Ended June 30, 2001 and 2000

Revenues

Total revenues increased 73.0% to \$11.1 million for the three months ended June 30, 2001 from \$6.4 million for the three months ended June 30, 2000. We believe that the percentage increase in our total revenues achieved in this period is not necessarily indicative of future results. Software license revenues were 58.7% and 56.8% of total revenues for the three months ended June 30, 2001 and 2000, respectively.

Software License Revenues. Software license revenues increased 78.8% to \$6.5 million for the three months ended June 30, 2001 from \$3.7 million for the three months ended June 30, 2000. The increase was primarily attributable to the substantial growth in overall demand for our suite of products and broadening portfolio of related models and modules, increase in the average transaction

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size, expansion of our marketing and direct sales force and the continued growth of our international presence.

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Service Revenues. Service revenues increased 65.4% to \$4.6 million for the three months ended June 30, 2001 from \$2.8 million for the three months ended June 30, 2000. This growth in service revenues was primarily a result of increased maintenance and technical support contracts related to new license sales, increased renewals of maintenance and technical support contracts by our installed base of customers, and growing demand for consulting services, primarily for the customization of our OPNET Netbiz product.

Cost of Revenues

Cost of software license revenues consists primarily of royalties, media, manuals, and distribution costs. Cost of service revenues consists primarily of personnel-related costs in providing maintenance and technical support, consulting, and training to customers. Gross margin on software license revenues is substantially higher than gross margin on service revenues, reflecting the low materials, packaging, and other costs of software products compared with the relatively high personnel costs associated with providing services. Cost of service revenues varies based upon the relative mix of maintenance and technical support, consulting, and training services.

Cost of Software License Revenues. Cost of software license revenues decreased 37.9% to \$110,000 for the three months ended June 30, 2001 from \$177,000 for the three months ended June 30, 2000. Gross margin on software license revenues increased to 98.3% for the three months ended June 30, 2001 from 95.2% for the three months ended June 30, 2000. The decrease in costs of software license revenues and the related increase in margin was primarily due to a reduction in the level of sales requiring royalty payments under the March 1999 agreement with Cadence Design Systems that required us to pay a 50% royalty for specified sales of OPNET Modeler to the portion of Cadence's customer base that uses an existing Cadence product. This agreement ended on March 31, 2001.

Cost of Service Revenues. Cost of service revenues increased 53.9% to \$1.5 million for the three months ended June 30, 2001 from \$987,000 for the three months ended June 30, 2000. Gross margin on service revenues increased to 67.0% for the three months ended June 30, 2001 from 64.5% for the three months ended June 30, 2000. This increase in margin is primarily due to a proportionally higher level of service revenues derived from maintenance services, which have a higher gross margin than consulting services.

Operating Expenses

Research and Development. Research and development expenses consist primarily of salaries, related benefits, and other engineering-related costs. Research and development expenses increased 87.5% to \$3.2 million for the three months ended June 30, 2001 from \$1.7 million for the three months ended June 30, 2000. The increase was primarily related to increased research and development staffing levels as a result of the NetMaker acquisition. As a percentage of total revenues, research and development expenses increased to 28.3% for the three months ended June 30, 2001 from 26.1% for the three months ended June 30, 2000. This increase as a percentage of total revenues is primarily due to increased staffing levels as result of the NetMaker acquisition, and a resulting increase in costs of research and development programs related to the development of new products, including the release of OPNET ServiceProvider Guru in June 2001, and sustaining and upgrading our existing products. We believe

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that a significant level of research and development investment will be required to maintain our competitive advantage, and expect that the dollar amount of these expenditures will continue to grow in future periods.

Sales and Marketing. Sales and marketing expenses increased 53.6% to \$4.2 million for the three months ended June 30, 2001 from \$2.7 million for the three months ended June 30, 2000. This increase was primarily due to a substantial increase in the size of our direct sales force, increased commissions associated with the growth in revenues, and an overall increase in the level of advertising, tradeshow and other marketing activities. As a percentage of total revenues, sales and marketing expenses decreased to 37.5% for the three months ended June 30, 2001 from 42.2% for the three months ended June 30, 2000. This decrease as a percentage of total revenues resulted from a proportionally smaller increase in costs associated with developing market awareness for our newer products relative to the higher level of revenues for the three months ended June 30, 2001. We intend to continue to expand our global sales and marketing infrastructure and, accordingly, expect our sales and marketing expenses to increase in the future.

General and Administrative. General and administrative expenses consist primarily of salaries, related benefits, and fees for recruiting, legal, accounting, and other services. General and administrative expenses increased 49.2% to \$985,000 for the three months ended June 30, 2001 from \$660,000 for the three months ended June 30, 2000. The increased level of spending was primarily due to additional personnel costs and other expenses associated with the expansion of our supporting infrastructure. As a percentage of total revenues, general and administrative expenses decreased to 8.8% for the three months ended June 30, 2001 from 10.3% for the three months ended June 30, 2000. We expect that the dollar amount of general and administrative expenses will increase as we expand our operations.

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Amortization of Acquired Technology. In connection with the NetMaker acquisition, we recorded acquired technology of \$2.0 million, which is being amortized on a straight-line basis over a period of five years. Amortization of acquired technology for the three months ended June 30, 2001 was \$100,000. We expect amortization expense of approximately \$400,000 in each of the fiscal years ended March 31, 2002, 2003, 2004, 2005 and 2006, relating to the acquired technology.

Interest and Other Income

Interest and other income increased to \$651,000 for the three months ended June 30, 2001 from \$136,000 for the three months ended June 30, 2000. The increase was primarily due to interest earned on the proceeds from our initial public offering and to a lesser extent, the contribution of additional cash produced by our operations offset by fees associated with our \$3.4 million letter of credit outstanding at June 30, 2001.

Provision for Income Taxes

The provision for income taxes increased to \$569,000 for the three months ended June 30, 2001 from \$125,000 for the three months ended June 30, 2000. Our effective tax rate for the three months ended June 30, 2001 was 32.6% compared to 35.8% for the three months ended June 30, 2000. This increase in the provision and corresponding decrease in the effective tax rate is primarily due to the growth in operating income partially offset by an increased percentage of research and development tax credits available to us.

Liquidity and Capital Resources

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Since inception, we have funded our operations primarily through cash provided by operating activities. In September 1997, we raised \$7.0 million in venture financing, of which we used \$3.4 million to repurchase stock from our existing stockholders. In August 2000, we completed our initial public offering in which we raised approximately \$54.1 million, net of underwriting discounts and commissions and estimated offering expenses paid by us. As of June 30, 2001, we had cash and cash equivalents totaling \$60.6 million.

Cash provided by operating activities was \$510,000 for the three months ended June 30, 2001. Cash provided by operating activities is primarily derived from net income, as adjusted for depreciation and amortization. Cash used in investing activities was \$3.0 million for the three months ended June 30, 2001. The funds were used primarily to purchase property and equipment for our new corporate headquarters in Bethesda, Maryland and to pay the costs incurred for the NetMaker acquisition. Cash provided by financing activities was \$421,000 for the three months ended June 30, 2001, reflecting the proceeds received from the exercise of stock options and the sale of common stock under our 2000 Employee Stock Purchase Plan.

We have a \$5.0 million revolving line of credit with a commercial bank, which expires in June 2002. Borrowings under this line of credit bear interest at an annual rate equal to LIBOR plus 2% to 2.5%. We have currently used \$3.4 million of this facility for a letter of credit that secures the lease for our new headquarters in Bethesda, Maryland.

We expect to experience growth in our working capital needs for the foreseeable future as we execute our business plan. We anticipate that operating activities, as well as planned capital expenditures, will constitute a material use of our cash resources. We recently entered into a new headquarters lease agreement which will increase our facilities costs. In addition, we may utilize cash resources to further expand the facility, or to fund acquisitions or investments in complementary businesses, technologies, or products.

We believe that our current cash and cash equivalents and cash generated from operations, along with available borrowings under our line of credit, will be sufficient to meet our anticipated cash requirements for working capital and capital expenditures for at least the next 12 months.

Certain Factors That May Affect Future Results

The following important factors, among others, could cause actual results to differ materially from those indicated by forward-looking statements made in this Annual Report and presented elsewhere by management from time to time.

Our operating results may fluctuate significantly as a result of factors outside of our control, which could cause the market price of our stock to decline.

Our operating results have fluctuated in the past, and are likely to fluctuate significantly in the future. Our financial results may as a consequence fall short of the expectations of public market analysts or investors, which could cause the price of our common stock to

decline. Our revenues and operating results may vary significantly from quarter to quarter due to a number of factors, many of which are beyond our control. Factors that could affect our operating results include:

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- o the timing of large orders;
- o changes in the mix of our sales, including the mix between higher margin software products and somewhat lower margin services and maintenance, and the proportion of our license sales requiring us to make royalty payments;
- o the timing and amount of our marketing, sales, and product development expenses;
- o the cost and time required to develop new software products;
- o the introduction, timing, and market acceptance of new products introduced by us or our competitors;
- o changes in network technology or in applications, which could require us to modify our products or develop new products;
- o general economic conditions, which can affect our customers' purchasing decisions and the length of our sales cycle;
- o changes in our pricing policies or those of our competitors; and
- o the timing and size of potential acquisitions by us.

We expect to make significant expenditures in all areas of our business, particularly sales and marketing operations, in order to promote future growth. Because the expenses associated with these activities are relatively fixed in the short term, we may be unable to adjust spending quickly enough to offset any unexpected shortfall in revenue growth or any decrease in revenue levels. In addition, our revenues in any quarter depend substantially on orders we receive and ship in that quarter. We typically receive a significant portion of orders in any quarter during the last month of the quarter, and we cannot predict whether those orders will be placed and shipped in that period. If we have lower revenues than we expect, we probably will not be able to reduce our operating expenses quickly in response. Therefore, any significant shortfall in revenues or delay of customer orders could have an immediate adverse effect on our operating results in that quarter.

For all of these reasons, quarterly comparisons of our financial results are not necessarily meaningful and you should not rely on them as an indication of our future performance.

The market for intelligent network management software is new and evolving, and if this market does not develop as anticipated, our revenues could decline

We derive all of our revenues from the sale of products and services that are designed to allow our customers to manage the performance of networks and applications. Accordingly, if the market for intelligent network management software does not continue to grow, we could face declining revenues, which could ultimately lead to our becoming unprofitable. The market for intelligent network management software solutions is in an early stage of development. Therefore, we cannot accurately assess the size of the market and may be unable to identify an effective distribution strategy, the competitive environment that will develop, and the appropriate features and prices for products to address the market. If we are to be successful, our current and potential customers must recognize the value of intelligent network management software solutions, decide to invest in the management of their networks, and, in particular, adopt and continue to use our software solutions.

We may not be able to grow our business if service providers do not buy our products

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A key element of our strategy is to increase sales to service providers, and our future performance will be significantly dependent upon increased adoption by service providers of our software products, including OPNET ServiceProvider Guru. Accordingly, the failure of our products to perform favorably in the service provider environment or to gain wider adoption by service providers could have a negative effect on our business and future operating results.

If our newest products, OPNET IT Guru, OPNET Netbiz and OPNET ServiceProvider Guru, do not gain widespread market acceptance, our revenues might not increase and could even decline

We expect to derive a substantial portion of our revenues in the future from OPNET IT Guru and OPNET Netbiz, both of which were released in August 1998, and OPNET ServiceProvider Guru, which was released in June 2001. Our business depends on

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customer acceptance of these products and our revenues may not increase, or may decline, if our target customers do not adopt and expand their use of OPNET IT Guru, OPNET Netbiz and OPNET ServiceProvider Guru. To date, we have not achieved widespread market acceptance of either OPNET IT Guru or OPNET Netbiz, and we have only recently begun shipping OPNET ServiceProvider Guru. In addition, if our OPNET Modeler product, which we have been selling since 1987, encounters declining sales, which could occur for a variety of reasons, including market saturation, and sales of our newer products do not grow at a rate sufficient to offset the shortfall, our revenues would decline.

If we do not successfully expand our sales force, we may be unable to increase our sales

We sell our products primarily through our direct sales force, and we must expand the size of our sales force to increase revenues. If we are unable to hire or retain qualified sales personnel, if newly hired personnel fail to develop the necessary skills to be productive, or if they reach productivity more slowly than anticipated, our ability to increase our revenues and grow our business could be compromised. Our sales people require a long period of time to become productive, typically three to six months. The time required to reach productivity, as well as the challenge of attracting, training, and retaining qualified candidates, may make it difficult to meet our sales force growth targets. Further, we may not generate sufficient sales to offset the increased expense resulting from growing our sales force or we may be unable to manage a larger sales force.

Our ability to increase our sales will be impaired if we do not expand and manage our indirect distribution channels

To increase our sales, we must, among other things, further expand and manage our indirect distribution channels, which consist primarily of international distributors and original equipment manufacturers and resellers. If we are unable to expand and manage our relationships with our distributors, our distributors are unable or unwilling to effectively market and sell our products, or we lose existing distributor relationships, we might not be able to increase our revenues. Our international distributors and original equipment manufacturers and resellers have no obligation to market or purchase our products. In addition, they could partner with our competitors, bundle or resell competitors' products, or internally develop products that compete with our products.

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We may not be able to successfully manage our expanding operations, which could impair our ability to operate profitably

We may be unable to operate our business profitably if we fail to manage our growth. Our rapid growth has sometimes strained, and may in the future continue to strain, our managerial, administrative, operational, and financial resources and controls. We plan to continue to expand our operations and increase the number of our full-time employees. Our ability to manage growth will depend in part on our ability to continue to enhance our operating, financial, and management information systems. Our personnel, systems, and controls may not be adequate to support our growth. In addition, our revenues may not continue to grow at a sufficient rate to absorb the costs associated with a larger overall employee base.

If we are unable to introduce new and enhanced products on a timely basis that respond effectively to changing technology, our revenues may decline

Our market is characterized by rapid technological change, changes in customer requirements, frequent new product and service introductions and enhancements, and evolving industry standards. If we fail to develop and introduce new and enhanced products on a timely basis that respond to these changes, our products could become obsolete, demand for our products could decline and our revenues could fall. Advances in network management technology, software engineering, simulation technology, or the emergence of new industry standards, could lead to new competitive products that have better performance, more features, or lower prices than our products and could render our products unmarketable. In addition, the introduction and adoption of future network technologies or application architectures could reduce or eliminate the need for predictive network management software.

If we fail to retain our key personnel and attract and retain additional qualified personnel, we might not be able to sustain our revenue growth

Our future success and our ability to sustain our revenue growth depend upon the continued service of our executive officers and other key sales and research and development personnel. The loss of any of our key employees, in particular Marc A. Cohen, our chairman of the board and chief executive officer, and Alain J. Cohen, our president and chief technology officer, could adversely affect our ability to pursue our growth strategy. We do not have employment agreements or any other agreements that obligate any of our officers or key employees to remain with us.

We must also continue to hire large numbers of highly qualified individuals, particularly software engineers and sales and marketing personnel. Our failure to attract and retain technical personnel for our product development, consulting services, and technical support teams may limit our ability to develop new products or product enhancements. Competition for these individuals is

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intense, and we may not be able to attract and retain additional highly qualified personnel in the future. In addition, limitations imposed by federal immigration laws and the availability of visas could impair our ability to recruit and employ skilled technical professionals from other countries to work in the United States.

Our international operations subject our business to additional risks, which could cause our sales or profitability to decline

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We plan to continue to increase our international sales activities, but these plans are subject to a number of risks that could cause our sales to decline or could otherwise cause a decline in profitability. These risks include:

- o greater difficulty in accounts receivable collection and longer collection periods;
- o political and economic instability;
- o difficulty in attracting distributors that will market and support our products effectively;
- o the need to comply with varying employment policies and regulations that could make it more difficult and expensive to manage our employees if we need to establish more direct sales or support staff outside the United States;
- o potentially adverse tax consequences; and
- o the effects of currency fluctuations.

Expanding our OPNET Netbiz consulting services business will be costly and may not result in any compensating increase in sales or profitability

We have been aggressively expanding our consulting services delivered in conjunction with sales of OPNET Netbiz. The significant additional expenditures and operational resources required to expand our OPNET Netbiz consulting services business will place additional strain on our management, financial, and operational resources and may make it more difficult for us to maintain profitability. If OPNET Netbiz does not achieve significant market acceptance, our customers will not engage our consulting services organization to assist with consulting, custom development, implementation support, and training for OPNET Netbiz. In addition, we may be unable to attract or retain a sufficient number of the highly qualified consulting services personnel that we expect the expansion of our consulting services business will require.

We face intense competition, which could cause us to lose sales, resulting in lower revenues and profitability

The intense and increasing competition in our market could cause us to lose sales, which could result in lower revenues and could cause us to become unprofitable. The market for intelligent network management software is evolving rapidly and is highly competitive. We believe that this market is likely to become more competitive as the demand for intelligent network management solutions continues to increase. Many of our current and potential competitors are larger and have substantially greater financial and technical resources than we do. In addition, it is possible that other vendors as well as some of our customers or distributors will develop and market solutions that compete with our products in the future.

OPNET Modeler, OPNET IT Guru, and OPNET ServiceProvider Guru currently face or potentially will face competition from several sources, including:

- o software vendors with intelligent network management offerings and application performance diagnosis solutions, such as Compuware;
- o consultants who offer intelligent network management advisory services; and
- o customers who develop their own intelligent network management capabilities, either internally or through outsourcing.

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OPNET Netbiz competes with solutions designed to facilitate and automate sales processes in general.

If the Internet infrastructure does not grow as currently anticipated, sales of our OPNET Netbiz product may not grow and our revenues may decline

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Our OPNET Netbiz product addresses a new and emerging market for sales process automation, including over the Internet, by service providers and network equipment manufacturers. The failure of this market to develop, or a delay in the development of this market, would reduce demand for OPNET Netbiz and cause our revenues to decline. The success of OPNET Netbiz depends substantially upon the widespread adoption of the Internet as a primary medium for commerce and business applications. Moreover, critical issues concerning the commercial use of the Internet, such as security, reliability, cost, accessibility, and quality of service, remain unresolved and may negatively affect the growth of Internet use or the attractiveness of commerce and business communication over the Internet.

Potential errors in our products and our inability to correct those errors could harm our reputation and could cause our customers to demand refunds from us or assert claims for damages against us

Our software products could contain significant errors or bugs that may result in:

- o the loss of or delay in market acceptance and sales of our products;
- o the delay in introduction of new products;
- o diversion of our resources;
- o injury to our reputation; and
- o increased support costs.

Bugs may be discovered at any point in a product's life cycle. We expect that errors in our products will be found in the future, particularly in new product offerings and new releases of our current products.

Because our customers use our products to manage networks that are critical to their business operations, any failure of our products could expose us to product liability claims. In addition, errors in our products could cause our customers' networks and systems to fail or compromise their data, which could also result in liability to us. Product liability claims brought against us could divert the attention of management and key personnel, could be expensive to defend, and may result in adverse settlements and judgments.

Our software products rely on our intellectual property, and any failure to protect our intellectual property could enable our competitors to market products with similar features that may reduce our revenues by decreasing demand for our products, and could allow the use of our products by users who have not paid the required license fee

If we are unable to protect our intellectual property, our competitors could use our intellectual property to market products similar to our products, which could reduce our revenues by decreasing demand for our products. In addition, we may be unable to prevent the use of our products by persons who have not paid

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the required license fee, which could reduce our revenues. Our success and ability to compete depend substantially upon the internally developed technology that is incorporated in our products. Policing unauthorized use of our products is difficult, and we may not be able to prevent misappropriation of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as those in the United States. Others may circumvent the patents, copyrights, and trade secrets we own. In the ordinary course of business, we enter into a combination of confidentiality, non-competition, and non-disclosure agreements with our employees. These measures afford only limited protection and may be inadequate, especially because our employees are highly sought after and may leave our employ with significant knowledge of our proprietary information. In addition, any confidentiality, non-competition, and non-disclosure agreements we enter into may be found to be unenforceable, or our copy protection mechanisms embedded in our software products could fail or could be circumvented.

Our products employ technology that may infringe on the proprietary rights of others, and, as a result, we could become liable for significant damages

We expect that our software products may be increasingly subject to third-party infringement claims as the number of competitors in our industry segment grows and the functionalities of products in different industry segments overlap. Regardless of whether these claims have any merit, they could:

- o be time-consuming to defend;
- o result in costly litigation;

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- o divert our management's attention and resources;
- o cause us to cease or delay product shipments; or
- o require us to enter into royalty or licensing agreements.

These royalty or licensing agreements may not be available on terms acceptable to us, if at all. A successful claim of product infringement against us or our failure or inability to license the infringed or similar technology could adversely affect our business because we would not be able to sell the affected product without redeveloping it or incurring significant additional expense.

If we undertake acquisitions, they may be expensive and disruptive to our business and could cause the market price of our common stock to decline

In March 2001, we completed the NetMaker acquisition. We may continue to acquire or make investments in companies, products, or technologies if opportunities arise. Any acquisitions could be expensive, disrupt our ongoing business, distract our management and employees, and adversely affect our financial results and the market price of our common stock. We may not be able to identify suitable acquisition or investment candidates, and if we do identify suitable candidates, we may not be able to make these acquisitions or investments on commercially acceptable terms or at all. If we make an acquisition, we could have difficulty integrating the acquired technology, employees, or operations. In addition, the key personnel of the acquired company may decide not to work for us. We also expect that we would incur substantial expenses if we acquired other businesses or technologies. We might use cash on hand, incur debt, or issue equity securities to pay for any future acquisitions. If we issue additional equity securities, our stockholders could experience

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dilution and the market price of our stock may decline.

Our products are subject to changing computing environments, including operating system software and hardware platforms, which could render our products obsolete

The evolution of existing computing environments and the introduction of new popular computing environments may require us to redesign our products or develop new products. Computing environments, including operating system software and hardware platforms, are complex and change rapidly. Our products are designed to operate in currently popular computing environments. Due to the long development and testing periods required to adapt our products to new or modified computing environments, we could experience significant delays in product releases or shipments, which could result in lost revenues and significant additional expense.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We consider all highly liquid investments purchased with a maturity of three months or less to be cash equivalents, and those with maturities greater than three months are considered to be marketable securities. Cash equivalents and marketable securities are stated at amortized cost plus accrued interest, which approximates fair value. Cash equivalents and marketable securities consist primarily of money instruments and U.S. Treasury bills. We currently do not hedge interest rate exposure, but do not believe that an increase in interest rates would have a material effect on the value of our marketable securities.

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PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company is not party to any material legal proceedings.

ITEM 2. Changes in Securities and Use of Proceeds

On August 7, 2000, the Company closed an initial public offering of its Common Stock (the "Offering"). The shares of Common Stock sold in the Offering were registered under the Securities Act on a Registration Statement on Form S-1 (No. 333-32588) (the "Registration Statement") that was declared effective by the Securities and Exchange Commission on August 1, 2000, and the Offering commenced on that date.

After deducting the underwriting discounts and commissions and the estimated Offering expenses, the net proceeds to the Company from the Offering were approximately \$54.1 million.

The Company intends to use the net proceeds of the Offering for general corporate purposes, including working capital and capital expenditures. From the date of the Offering through June 30, 2001, the Company used approximately \$4.5 million of the net proceeds for capital expenditures and leasehold improvements related to its new headquarters facility in Bethesda, Maryland. We also used approximately \$6.2 million of the net proceeds for the acquisition and acquisition-related expenses for the NetMaker division, and \$400,000 for the investment in Comsof. The Company has not allocated any of the remaining net proceeds to any identifiable uses. The Company may also use a portion of the net proceeds to acquire businesses, products, or technologies that are complementary to its business. Pending their use, the Company invests the net proceeds in investment grade, interest-bearing securities. None of these amounts were paid

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directly or indirectly to any director, officer, general partners of the Company or their associates, persons owning 10% or more of any class of equity securities of the Company, or any affiliate of the Company.

ITEM 3. Defaults Upon Senior Securities

None

ITEM 4. Submission of Matters to a Vote of Security Holders

None

ITEM 5. Other Information

None

ITEM 6. Exhibits and Reports on Form 8-K

A. Exhibits

- 10.1 Promissory Note, dated June 10, 2001, issued by the Registrant to Bank of America, N.A.

B. Reports on Form 8-K

On April 4, 2001, the Registrant filed a Current Report on Form 8-K under Item 2 (Acquisition or Disposition of Assets) announcing that on March 30, 2001 the Registrant completed its previously announced acquisition of substantially all of the assets and operations of NetMaker pursuant to the Asset Purchase Agreement.

On June 13, 2001, the Registrant filed an Amendment No. 1 to Current Report on Form 8-K/A to file under Item 7 (Financial Statements, Pro Forma Financial Information and Exhibits) historical financial statements of NetMaker and pro forma financial information reflecting the acquisition of NetMaker.

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SIGNATURES

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

OPNET TECHNOLOGIES, INC.
(Registrant)

By: /s/ Joseph F. Greeves

Name: Joseph F. Greeves
Title: Senior Vice President and
Chief Financial Officer (Principal
Financial and Accounting Officer)

Date: August 13, 2001

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