UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2024

OR

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

For the transition period from _______ to _______

Commission File Number: 001-39897

Palladyne AI Corp.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**85-2838301**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
650 South 500 West, Suite 150	
Salt Lake City, Utah	**84101**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (888) 927-7296

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	PDYN	The Nasdaq Global Market
Warrants to purchase Common Stock	PDYNW	The Nasdaq Global Market

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☒		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of April 24, 2024, the registrant had 26.6 million shares of Common Stock, $0.0001 par value per share, outstanding.

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Summary Risk Factors

Our business is subject to numerous risks and uncertainties, including those highlighted in Part II, Item 1A Risk Factors of this Report. The following is a summary of the principal risks we face:

- We are an early-stage company with a history of losses, and expect to incur significant losses for the foreseeable future.
- Due to our limited resources and access to capital, and our failure to properly estimate the time and expense required to commercialize our hardware-centric industrial robotics solutions, we made the decision to focus on our AI/ML Software Platform product and to suspend the development and commercialization of our hardware products. These and future decisions about how to use our limited resources may prove to be wrong and may adversely affect our business.
- Our operating and financial projections rely on management assumptions and analyses. If these assumptions or analyses prove to be incorrect, as they often have in the past, our actual operating results may be materially different from our expected or forecasted results.
- We have yet to achieve positive operating cash flow, and our ability to generate positive cash flow is uncertain.
- We have no previous history or experience with commercializing software products and may not be able to do so efficiently or effectively or at all. We were unsuccessful in our efforts to commercialize the hardware technologies that we and our predecessor companies developed over the past several decades.
- Commercialization of our AI/ML Software Platform may be delayed beyond our current expectations and therefore initial availability to customers and receipt of anticipated revenue could be delayed.
- Our anticipated revenues are expected to be primarily derived from the development and licensing of our AI/ML Software Platform for the foreseeable future.
- Our AI/ML Software Platform is still under development and any issues in the development and use of our platform may result in reputational harm or liability.
- With our AI/ML Software Platform still under development, the timing and magnitude of revenues from customers is uncertain. If we cannot commercialize our AI/ML Software Platform on our expected schedule, if the platform does not offer our potential customers the features, functionality and return on investment that they expect, and/or if potential customers are not willing to pay for our software products at the license rates that we currently expect, our ability to generate material revenues will be materially impaired.
- If we are not able to generate material revenues from our AI/ML Software Platform before we exhaust our financial resources, we may need to cease business operations.
- We may fail to attract or retain customers at sufficient rates or in sufficient numbers or at all.
- We do not have any history with our licensing sales model.
- Important assumptions about market demand, pricing, adoption rates and sales cycles for our future software products may be inaccurate.
- Our AI/ML Software Platform requires certain limited hardware components, and we are dependent on our suppliers, some of which are currently single, sole or limited source suppliers. Any inability of these suppliers to deliver necessary components of our products at prices, volumes, performance, timing and specifications acceptable to us, could have a material adverse effect on our business, prospects, financial condition and operating results.
- We operate in a competitive industry that is subject to rapid technological change, and we expect competition to increase. Our products may not be competitive with other alternatives.
- We may not be able to complete or enhance our product offerings through our research and development efforts.
- Real or perceived design flaws, errors, defects, glitches, bugs or malfunctions (collectively, “Defects”) in our AI/ML Software Platform, failure of our AI/ML Software Platform to perform as expected, connectivity issues or user errors can result in lower than expected return on investment for customers, personal injury or property damage and significant security or safety concerns, each of which could materially and adversely affect our results of operations, financial condition or reputation.
- We may use “open source” software, which could negatively affect our ability to offer our AI/ML Software Platform and subject us to possible litigation.

- We believe our business and prospects depend significantly on our ability to build an effective brand. We may not succeed in establishing, maintaining and strengthening an effective brand, and our brand and reputation could be harmed by negative publicity regarding us or our AI/ML Software Platform. We believe that our inability to successfully commercialize our hardware products, and our resulting financial performance, damaged our prior brand. As a result, in March 2024 we changed our name to Palladyne AI Corp. and intend to brand our AI/ML software products accordingly, which could be costly and may not be well received by our existing and potential customers.
- Our management team has broad discretion in making strategic decisions to execute our growth plans, and our management's decisions have not always led to the desired result. Current and future decisions may not be successful in achieving our business objectives or may have unintended consequences that negatively impact our growth prospects.
- If we fail to effectively manage our business, we may not be able to design, develop, market and commercialize our software product successfully.
- We may be unable to adequately control the costs associated with our operations.
- We expect to incur substantial research and development costs and devote significant resources to developing and commercializing our AI/ML Software Platform, and we may never reach profitability and/or achieve significant or any revenues.
- Our business plans require a significant amount of capital. Our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or our ability to pay dividends. If we require additional capital and are not able to secure new funding, we may not be able to continue our business operations.
- Our recent initiatives to improve our cost structure, including significant workforce reductions, may not result in the anticipated savings, could result in total costs and expenses that are greater than expected and could disrupt our business.
- Our financial results may vary significantly from period to period due to fluctuations in our operating costs, revenues (including from development contracts), product demand and other factors.
- We are highly dependent on the services of our senior management and other key employees and, if we are unable to attract, integrate and retain a sufficient number of qualified employees, our ability to design and commercialize our AI/ML Software Platform, operate our business and compete could be harmed.
- If we fail to maintain and strengthen effective systems of disclosure controls and procedures and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely affected.
- We have been and may in the future be subject to risks associated with strategic relationships or transactions and may not identify or form desired strategic relationships in the future.
- We may become subject to new or changing governmental regulations relating to the development, marketing, licensing, distribution or use of our AI/ML Software Platform or to the providing of customer service, and a failure to comply with such regulations could lead to delays in launching our platform and/or withdrawal of our platform from the market, delay our projected revenues, increase costs and/or make our business unviable if we are unable to modify our software products to comply.
- Our Common Stock is subject to potential delisting from The Nasdaq Global Market in the event we do not maintain a minimum stock price or minimum market capitalization, which would likely impair the liquidity of the trading market for our Common Stock.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

PALLADYNE AI CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(*in thousands, except share data*)

	As of	
	March 31, 2024	**December 31, 2023**
Assets		
Current assets:		
Cash and cash equivalents	$ 31,798	$ 23,139
Marketable securities	—	15,947
Accounts receivable	408	555
Unbilled receivables	1,550	2,034
Inventories	—	1,065
Prepaid expenses and other current assets	1,770	2,323
Total current assets	35,526	45,063
Property and equipment, net	4,680	4,842
Operating lease assets	9,786	10,092
Other non-current assets	410	429
Total assets	$ 50,402	$ 60,426
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 758	$ 1,291
Accrued liabilities	3,092	5,805
Current operating lease liabilities	1,367	1,360
Total current liabilities	5,217	8,456
Operating lease liabilities	10,707	11,036
Other non-current liabilities	277	29
Total liabilities	16,201	19,521
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Common stock, $0.0001 par value, 165,000,000 shares authorized as of March 31, 2024, and December 31, 2023; 26,552,572 and 25,877,865 shares issued and outstanding as of March 31, 2024, and December 31, 2023, respectively	3	3
Additional paid-in capital	459,642	459,113
Accumulated other comprehensive (loss) income	(1)	3
Accumulated deficit	(425,443)	(418,214)
Total stockholders' equity	34,201	40,905
Total liabilities and stockholders' equity	$ 50,402	$ 60,426

See accompanying notes to the condensed consolidated financial statements.

PALLADYNE AI CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(*in thousands, except share and per share data*)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Revenue, net	$ 3,441	$ 2,296
Operating expenses:		
Cost of revenue (exclusive of items shown separately below)	1,886	1,786
Research and development	2,895	9,403
General and administrative	5,125	9,735
Sales and marketing	805	3,741
Intangible amortization expense	—	819
Asset write-down and restructuring	83	—
Total operating expenses	10,794	25,484
Loss from operations	(7,353)	(23,188)
Interest income, net	372	1,099
Loss on warrant liability	(248)	(436)
Other income, net	—	1,049
Loss before income tax expense	(7,229)	(21,476)
Income tax expense	—	—
Net loss	$ (7,229)	$ (21,476)
Net loss per share		
Basic and diluted	$ (0.28)	$ (0.84)
Weighted-average shares used in computing net loss per share		
Basic and diluted	25,879,043	25,471,288

See accompanying notes to the condensed consolidated financial statements.

PALLADYNE AI CORP.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(*in thousands*)

	Three Months Ended March 31,	
	2024	**2023**
Net loss	$ (7,229)	$ (21,476)
Other comprehensive (loss) income:		
Change in unrealized (loss) gain on available-for-sale investments	(4)	59
Total other comprehensive (loss) income	(4)	59
Comprehensive loss	$ (7,233)	$ (21,417)

See accompanying notes to the condensed consolidated financial statements.

PALLADYNE AI CORP.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(in thousands, except share data)

	Common Stock Class A Shares	Common Stock Class A Amount	Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2022	25,708,519	$ 3	$ 447,085	$ (17)	$ (302,621)	$ 144,450
Stock-based compensation	—	—	2,664	—	—	2,664
Common stock issued under equity award plans	7,204	—	—	—	—	—
Shares repurchased for payment of tax withholdings and other	(2,170)	—	35	—	—	35
Other comprehensive gain	—	—	—	59	—	59
Net loss	—	—	—	—	(21,476)	(21,476)
Balance at March 31, 2023	25,713,553	$ 3	$ 449,784	$ 42	$ (324,097)	$ 125,732

	Common Stock Class A Shares	Common Stock Class A Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2023	25,877,865	$ 3	$ 459,113	$ 3	$ (418,214)	$ 40,905
Stock-based compensation	—	—	571	—	—	571
Common stock issued under equity award plans	697,967	—	—	—	—	—
Shares repurchased for payment of tax withholdings	(23,260)	—	(42)	—	—	(42)
Other comprehensive loss	—	—	—	(4)	—	(4)
Net loss	—	—	—	—	(7,229)	(7,229)
Balance at March 31, 2024	26,552,572	$ 3	$ 459,642	$ (1)	$ (425,443)	$ 34,201

See accompanying notes to the condensed consolidated financial statements.

PALLADYNE AI CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Three Months Ended March 31,	
	2024	**2023**
Cash flows from operating activities:		
Net loss	$ (7,229)	$ (21,476)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	571	2,664
Depreciation of property and equipment	201	425
Amortization of intangible assets	—	819
Change in fair value of warrant liability	248	436
Amortization of investment discount	(57)	(694)
Asset write-down	83	—
Changes in operating assets and liabilities:		
Accounts receivable	147	(448)
Unbilled receivable	484	1,840
Inventories	1,065	(2,496)
Prepaid expenses and other current assets	553	(32)
Other non-current assets	325	300
Accounts payable	(511)	(986)
Accrued liabilities	(2,787)	(160)
Other non-current liabilities	(329)	(314)
Net cash used in operating activities	(7,236)	(20,122)
Cash flows from investing activities:		
Purchases of property and equipment	(62)	(400)
Purchases of marketable securities	—	(29,262)
Maturities of marketable securities	16,000	40,000
Net cash provided by investing activities	15,938	10,338
Cash flows from financing activities:		
Shares repurchased for payment of tax withholdings	(42)	(6)
Payment of obligations under capital leases	(1)	(1)
Net cash used in financing activities	(43)	(7)
Net increase (decrease) in cash, cash equivalents	8,659	(9,791)
Cash and cash equivalents at beginning of period	23,139	35,159
Cash and cash equivalents at end of period	$ 31,798	$ 25,368
Supplemental disclosure of non-cash activities:		
Purchases of property and equipment included in accounts payable at period-end	$ 14	$ 58

See accompanying notes to the condensed consolidated financial statements.

PALLADYNE AI CORP.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Description of the Business

Palladyne AI Corp. (the "Company" or "Palladyne AI") is a pioneer in the robotic systems industry. The Company's mission is to deliver software to its customers that enhances the utility and functionality of third-party stationary and mobile robotic systems by enabling these systems to quickly observe, learn, reason and act in structured and unstructured environments. The Company's full-stack, closed-loop autonomy software platform ("AI/ML Software Platform") is being designed with artificial intelligence ("AI") and machine learning ("ML") technologies to enable robotic systems to perceive their environment and quickly adapt to changing circumstances by generalizing (i.e., learning) from their past experience using dynamic real-time operations "on the edge" (i.e., on the robotic system) without extensive programming and with minimal robot training. To reflect the Company's transition from a hardware-focused company, in March 2024 the Company changed its name from Sarcos Technology and Robotics Corporation to Palladyne AI Corp.

Basis of Presentation and Consolidation

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

The condensed consolidated financial statements as of March 31, 2024, are unaudited. The condensed consolidated balance sheet as of December 31, 2023, included herein was derived from the audited consolidated financial statements as of that date. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted. As such, the information included herein should be read in conjunction with the consolidated financial statements and accompanying notes as of and for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K, filed with the SEC on February 28, 2024.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The Company's fiscal year begins on January 1 and ends on December 31.

In the opinion of the Company's management, the unaudited condensed consolidated financial statements include all adjustments necessary for fair financial statement presentation. All adjustments are of a normal recurring nature. Interim results are not necessarily indicative of the results to be expected for any subsequent quarter or for the fiscal year ending December 31, 2024.

Reverse Stock Split

On July 5, 2023, the Company effected a 1-for-6 reverse stock split ("Reverse Stock Split") of the Company's outstanding shares of common stock, as approved by the Company's stockholders at the Company's Annual Meeting of Stockholders held on June 14, 2023. All share and per share amounts of common stock, options, warrants, restricted stock and restricted stock units in the accompanying condensed consolidated financial statements and notes thereto have been retroactively adjusted for all periods presented to reflect the reverse stock split.

Summary of Significant Accounting Policies and Use of Estimates

There have been no changes to the Company's significant accounting policies, and use of estimates and assumptions described in the annual consolidated financial statements for the year ended December 31, 2023, that have had a material impact on the Company's condensed consolidated financial statements and related notes.

Liquidity and Capital Resources

Cash, cash equivalents and marketable securities were $31.8 million as of March 31, 2024, compared to $39.1 million as of December 31, 2023. The Company has historically incurred losses and negative cash flows from operations. As of March 31, 2024, the Company also had an accumulated deficit of approximately $425.4 million and working capital of $30.3 million.

These financial statements have been prepared in accordance with GAAP and on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company's main source of liquidity has been cash generated by equity offerings. The Company's primary use of cash is for operations and administrative activities including employee-related expenses, and general, operating and overhead expenses. Future capital requirements will depend on many factors, including the Company's timing and extent of development efforts, the expansion and success of sales and marketing activities, customer growth rate, customer retention, the introduction of new and enhanced product offerings and market acceptance of the Company's products. The Company believes it has sufficient financial resources for at least the next 12 months from the date of this Report.

Revenue Recognition

The Company recognizes revenue from the sale of its products and from the delivery of goods and services arising out of its contractual arrangements to provide product development contract services that are funded by the customer. The Company recognizes revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services by following a five-step process:

(1) *Identify the contract with a customer:* A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights and obligations regarding the products and services to be transferred and identifies the payment terms related to these products and services, (ii) the contract has commercial substance and (iii) the Company determines that collection of substantially all consideration for products and services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. Contract modifications may include changes in scope of work, and/or the period of completion of the project. The Company analyzes contract modifications to determine if they should be accounted for as a modification to an existing contract or a new stand-alone contract.

(2) *Identify the performance obligations in the contract:* The Company enters into contracts that can include combinations of products and services, which are either capable of being distinct and accounted for as separate performance obligations or as one performance obligation if the majority of tasks and services form a single project or capability. Determining whether products or services are considered distinct performance obligations that should be accounted for separately may require significant judgment.

(3) *Determine the transaction price:* The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods or services to the customer. Such amounts are typically stated in the customer contract. However, to the extent that the Company identifies variable consideration, the Company will estimate the variable consideration at the onset of the arrangement as long as it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The Company's current contracts do not include any significant financing components because the timing of the transfer of the underlying products and services under contract are at the customer's discretion. Additionally, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if the Company expects, at contract inception, that the period between when the Company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less. Taxes collected from customers and remitted to governmental authorities are not included in revenue.

(4) *Allocate the transaction price to performance obligations in the contract:* Once the Company has determined the transaction price, the total transaction price is allocated to each performance obligation in a manner depicting the amount of consideration to which the Company expects to be entitled in exchange for transferring the good(s) or service(s) to the customer. If applicable, the Company allocates the transaction price to each performance obligation identified in the contract on a relative standalone selling price basis. The standalone selling price represents the amount the Company would sell the good(s) or service(s) to a customer on a standalone basis. For government contracts, the Company uses expected cost plus a margin as the standalone selling price. Because the Company's contract pricing with government customers is generally based on expected cost plus a margin, the standalone selling price of the good(s) or service(s) in the Company's contracts with government customers are typically equal to the selling price stated in the contract. When we sell standard good(s) or service(s) with observable standalone sale transactions, the observable standalone sales transactions are used to determine the standalone selling price.

(5) *Recognize revenue when or as the Company satisfies a performance obligation*: For each performance obligation identified, the Company determines at contract inception whether it satisfies the performance obligation over time or at a point in time. For performance obligations satisfied over time, revenue is recognized as work progresses when the Company is entitled to the reimbursement of costs plus a reasonable profit for work performed for which the Company has no alternate use. For these performance obligations, the Company generally recognizes revenue using an input method with revenue amounts being recognized proportionately as costs are incurred relative to the total expected costs to satisfy the performance obligation. The Company believes that costs incurred as a portion of total estimated costs is an appropriate measure of progress towards satisfaction of the performance obligation since this measure reasonably depicts the progress of the work effort. Revenue for performance obligations that are not recognized over time are recognized at the point in time when

control transfers to the customer (which is generally upon delivery). For performance obligations that are satisfied at a point in time, the Company evaluates the point in time when the customer can direct the use of, and obtain the benefits from, the products and services. Shipping and handling costs are recorded at the time of product shipment to the customer and are included within revenue.

Revenue from Contracts with Customers

The Company derives its revenue from two sources. First, the Company enters into research and development agreements primarily relating to the commercialization of the Company's products. Second, the Company sells its products and related parts and repair services. Product development contract revenue includes revenue arising from different types of contractual arrangements, including cost-type contracts and fixed-price contracts. Product revenue primarily consists of sales of the Company's products.

Product Development Contract Revenue

Cost-type contracts – Research, development and/or testing service contracts, including cost-plus-fixed-fee and time and material contracts, relate primarily to the development of the Company's products and related technology. Cost-type contracts are generally entered into with the U.S. government. These contracts are billed at cost plus a margin as defined by the contract and the Federal Acquisition Regulation ("FAR"). The FAR establishes regulations around procurement by the government and provides guidance on the types of costs that are allowable in establishing prices for goods and services delivered under government contracts. Revenue on cost-type contracts is recognized over time as goods and services are provided.

Fixed-price contracts – Fixed-price development contracts relate primarily to the development of technology in the area of robotic platforms. Fixed-price development contracts generally require a significant service of integrating a complex set of tasks and components into a single deliverable. Revenue on fixed-price contracts is generally recognized over time as goods and services are provided. To the extent the Company's actual costs vary from the fixed fee, we will generate more or less profit or could incur a loss. The Company will recognize losses at the contract level in earnings in the period in which they are incurred.

Product Revenue

Product revenue relates to sales of the Company's legacy commercially available products, and certain miscellaneous parts, accessories and repair services. The Company provides a limited one-year warranty on certain product sales. Product warranties are considered assurance-type warranties and are not considered to be separate performance obligations. Product revenue is recognized at the point in time when ownership of the goods is transferred, generally at the time of shipment to the customer. At the time product revenue is recognized, an accrual is established for estimated warranty expenses based on historical experience as well as anticipated product performance.

Revenue recognized for Product Development Contract Revenue and Product Revenue for the three months ended March 31, 2024 and 2023, were as follows:

	For the three months ended March 31,	
(In thousands)	**2024**	**2023**
Product Development Contract Revenue	$ 882	$ 2,296
Product Revenue	2,559	—
Revenue, net	$ 3,441	$ 2,296

Contract Balances

The timing of revenue recognition, billing and cash collection results in the recognition of accounts receivable, unbilled receivables, contract assets and deferred revenue in the Company's condensed consolidated balance sheets.

Cash funds received in excess of revenue recognized that is contingent upon the satisfaction of performance obligations is accounted for as deferred revenue.

Contract assets include unbilled receivables which are amounts resulting from timing differences between revenue recognition and billing in accordance with agreed-upon contractual terms, which typically occur subsequent to revenue being recognized.

The opening and closing balances of our accounts receivable, unbilled receivables, contract assets and deferred revenue as of March 31, 2024 and December 31, 2023, are as follows:

(In thousands)	Accounts receivable	Unbilled receivable	Contract assets (current)	Contract assets (long-term)	Deferred revenue (current)
Ending Balance as of December 31, 2023	$ 555	$ 2,034	$ 50	$ 1	$ 75
Increase/(decrease), net	(147)	(484)	1	(1)	170
Ending Balance as of March 31, 2024	$ 408	$ 1,550	$ 51	$ —	$ 245

The Company recorded its current contract assets, long-term contract assets and current deferred revenue within prepaid expenses and other current assets, other non-current assets and accrued liabilities, respectively. During the three months ended March 31, 2024 and 2023, the Company did not recognize any revenue related to deferred revenue which existed at December 31, 2023 and 2022, respectively.

Remaining Performance Obligations

As of March 31, 2024, the Company had backlog, or revenue related to remaining performance obligations, of $4.2 million. The Company expects most of this backlog to be recognized over the next 12 months. The Company's backlog represents the expected value of exercised contracts, both funded and unfunded, less revenue recognized to date.

Recently Issued Accounting Standard Pronouncements

As an emerging growth company ("EGC"), the Jumpstart Our Business Startups Act ("JOBS Act") allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are applicable to private companies. The Company has elected to use this extended transition period under the JOBS Act until such time as the Company is no longer considered to be an EGC. The adoption dates discussed below reflect this election.

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07 ("ASU 2023-07"), Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires enhanced disclosure of significant segment expenses on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 31, 2024, on a retrospective basis. Early adoption is permitted. The Company is currently evaluating the impact of this accounting standard update on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09 ("ASU 2023-09"), Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2026 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company does not expect a material impact on its consolidated financial statements related to ASU 2023-09.

2. Fair Value Measurements

ASC Topic 820, Fair Value Measurement, defines fair value as the exchange price that would be received for an asset, or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:

Level 1—Fair value is based on observable inputs such as quoted prices for identical assets or liabilities in active markets.

Level 2—Fair value is determined using quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active or are directly or indirectly observable.

Level 3—Fair value is determined using one or more significant inputs that are unobservable in active markets at the measurement date, such as an option pricing model, discounted cash flow or similar technique.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

On a recurring basis, the Company measures certain of its financial assets and liabilities at fair value. The fair value of the Company's financial assets and liabilities measured at fair value on a recurring basis was determined using the following inputs as of March 31, 2024 and December 31, 2023:

(In thousands)	As of March 31, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
U.S. Treasury securities	$ 14,954	$ —	$ —	$ 14,954
Total assets	$ 14,954	$ —	$ —	$ 14,954
Liabilities:				
Warrant liability	$ —	$ 277	$ —	$ 277
Total liabilities	$ —	$ 277	$ —	$ 277

(In thousands)	As of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
U.S. Treasury securities	$ 4,973	$ —	$ —	$ 4,973
Marketable securities:				
U.S. treasury securities	15,947	—	—	15,947
Total assets	$ 20,920	$ —	$ —	$ 20,920
Liabilities:				
Warrant liability	$ —	$ 29	$ —	$ 29
Total liabilities	$ —	$ 29	$ —	$ 29

As of March 31, 2024, the Company held $15.0 million of available-for-sale debt securities with maturity dates within one year. The fair value of the Company's available-for-sale debt securities approximates their amortized cost basis. The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The carrying amounts of accounts payable and accrued expenses approximate their fair values because of the relatively short periods until they are required to be settled.

3. Balance Sheet Components

Inventories, Net

As of March 31, 2024 and December 31, 2023, inventories, net consisted of the following:

(In thousands)	March 31, 2024	December 31, 2023
Finished goods, net	$ —	$ 1,065
Total inventories	$ —	$ 1,065

Prepaid Expenses and Other Current Assets

As of March 31, 2024 and December 31, 2023, prepaid expenses and other current assets consist of the following:

(In thousands)	March 31, 2024	December 31, 2023
Prepaid insurance	$ 697	$ 873
Software	763	1,028
Other prepaid expenses and assets	310	422
Total prepaid expenses and other current assets	$ 1,770	$ 2,323

Property and Equipment, Net

As of March 31, 2024 and December 31, 2023, property and equipment, net consist of the following:

(In thousands)	March 31, 2024	December 31, 2023
Robotics and manufacturing equipment	$ 962	$ 1,841
Leasehold improvements	3,921	4,458
Computer equipment	1,278	1,729
Financed leased computer equipment	19	19
Software	36	44
Furniture and fixtures, and other fixed assets	1,003	1,018
Property and equipment, gross	7,219	9,109
Accumulated depreciation	(2,539)	(4,267)
Property and equipment, net	$ 4,680	$ 4,842

Depreciation expenses were $0.2 million and $0.4 million, for the three months ended March 31, 2024 and 2023, respectively.

Accrued Liabilities

As of March 31, 2024 and December 31, 2023, accrued liabilities consist of the following:

(In thousands)	March 31, 2024	December 31, 2023
Payroll and related costs	$ 1,682	$ 3,913
Contract restructuring accrual	—	506
Legal services accrual	160	547
Other accrued expenses and current liabilities	1,250	839
Total accrued liabilities	$ 3,092	$ 5,805

4. Earn-Out Shares

On September 24, 2021 (the “Closing Date”), Rotor Acquisition Corp. (“Rotor”), a Delaware corporation, consummated the previously announced business combination (the “Business Combination”) pursuant to the terms of the Agreement and Plan of Merger, dated as of April 5, 2021 (the “Original Merger Agreement”), by and among Rotor, Rotor Merger Sub Corp., a Delaware corporation and a direct, wholly-owned subsidiary of Rotor (“Merger Sub”), and Sarcos Corp., a Utah corporation (“Old Sarcos”), and Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 28, 2021 (the “Amendment” and the Original Merger Agreement, as amended, the “Merger Agreement”), by and among Rotor, Merger Sub and Old Sarcos. Pursuant to the terms of the Merger Agreement, the Business Combination between Rotor and Old Sarcos was effected through the merger of Merger Sub with and into Old Sarcos, with Old Sarcos continuing as the surviving corporation (the “Merger”) and a wholly-owned subsidiary of Rotor. On the Closing Date, Rotor changed its name to Sarcos Technology and Robotics Corporation. To reflect the Company’s transition from a hardware-focused company to an AI software-focused company, in March 2024 the Company changed its name from Sarcos Technology and Robotics Corporation to Palladyne AI Corp.

As a result of the Business Combination, each holder of Old Sarcos capital stock is entitled to Contingent Merger Consideration following the closing of the Business Combination in the form of earn-outs, up to an aggregate of 4,687,500 shares of Common Stock (the “Earn-Out Shares”). The Earn-Out Shares will become payable as follows:

- 2,343,750 shares of Common Stock of the Company in the aggregate if the closing share price of a share of Common Stock of the Company is equal to or exceeds $90.00 for 20 trading days in any 30 consecutive trading day period at any time during the period beginning on the first anniversary of the Closing Date and ending on the fourth anniversary of the Closing Date.
- 2,343,750 shares of Common Stock of the Company if the closing share price of a share of Common Stock of the Company is equal to or exceeds $120.00 for 20 trading days in any 30 consecutive trading day period at any time during the period beginning on the first anniversary of the Closing Date and ending on the fifth anniversary of the Closing Date.

The Earn-Out Shares are treated as equity-linked instruments as opposed to shares outstanding, and as such are not included in shares outstanding on the Company’s condensed consolidated balance sheets. As of March 31, 2024, there remained 4,687,500 Earn-Out Shares potentially issuable.

5. Warrants

On January 20, 2021, Rotor consummated the initial public offering ("IPO") of 27,600,000 units (the "Units"), including the full exercise by the underwriters of their over-allotment option. Each Unit included one sixth of a share of Class A Common Stock and one half of one warrant (the "Public Warrants"). Simultaneously with the closing of the IPO, Rotor consummated the sale of 7,270,000 warrants (the "Private Placement Warrants") in a private placement to Rotor Sponsor LLC (the "Sponsor"), an affiliate of Rotor's officers and directors, and certain funds and accounts managed by two qualified institutional buyers. At the Closing Date, Old Sarcos acquired the net liabilities from Rotor, including the Public Warrants, that were recorded as equity instruments, and the Private Placement Warrants, that were recorded as warrant liabilities (together the "Warrants").

Each whole Warrant entitles the registered holder to purchase one sixth of a share of the Company's Common Stock at a price of $11.50 per warrant, subject to adjustment as discussed below, at any time commencing on January 20, 2022, provided that the Company has an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act") covering the shares of the Common Stock issuable upon exercise of the Warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their Warrants on a cashless basis under the circumstances specified in the warrant agreement (the "Warrant Agreement") entered into between Continental Stock Transfer & Trust Company and Rotor and such shares are registered, qualified or exempt from registration under the securities laws of the state of residence of the holder. Pursuant to the Warrant Agreement, a Warrant holder may exercise its Warrants only for a whole number of shares of the Company's Common Stock. The Warrants will expire five years after the completion of the Business Combination, or September 24, 2026, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation. As of March 31, 2024, there were 20,549,453 Warrants outstanding.

The Company will not be obligated to deliver any Common Stock pursuant to the exercise of a Warrant and will have no obligation to settle such Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Common Stock underlying the Warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations described below with respect to registration, or a valid exemption from registration is available. No Warrant will be exercisable, and the Company will not be obligated to issue a share of Common Stock upon exercise of a Warrant unless the share of the Company's Common Stock issuable upon such Warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the Warrants. If the conditions in the two immediately preceding sentences are not satisfied with respect to a Warrant, the holder of such Warrant will not be entitled to exercise such Warrant and such Warrant may have no value and expire worthless. In no event will the Company be required to net cash settle any Warrant. In the event a registration statement is not effective for the exercised Warrants, the purchaser in the Rotor IPO of a Unit containing such Warrant will have paid the full purchase price for the Unit solely for the share of the Company's Common Stock underlying such Unit.

Except as described herein, the Private Placement Warrants have terms and provisions that are identical to those of the Public Warrants. If the Private Placement Warrants are held by holders other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company in all redemption scenarios and exercisable by the holders on the same basis as the Public Warrants. The Private Placement Warrants will not be redeemable by the Company so long as they are held by the initial purchasers or their permitted transferees, subject to certain exceptions. The initial purchasers or their permitted transferees, have the option to exercise the Private Placement Warrants on a cashless basis.

Redemption of Warrants When the Price per Share of the Company's Common Stock Equals or Exceeds $108.00. Once the Warrants become exercisable, the Company may call the Warrants for redemption:

- in whole and not in part;
- at a price of $0.01 per Warrant;
- upon not less than 30 days' prior written notice of redemption (the "30-day redemption period") to each Warrant holder; and
- if, and only if, the last reported sale price of the shares of the Company's Common Stock for any 20 trading days within a 30-trading day period commencing after the Warrants become exercisable and ending three business days before the Company sends the notice of redemption to the Warrant holders (which is referred to as the "Reference Value") equals or exceeds $108.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like).

If and when the Warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the Warrants unless an effective registration statement under the Securities Act covering the shares of the Company's Common Stock issuable upon exercise of the Warrants is effective and a current prospectus relating to those shares of the Company's Common Stock is available throughout the 30-day redemption period.

Redemption of Warrants When the Price per Share of Our Common Stock Equals or Exceeds $60.00. Once the Warrants become exercisable, the Company may redeem the outstanding Warrants (except as described herein with respect to the Private Placement Warrants if the Company does not utilize this redemption provision):

- in whole and not in part;
- at $0.10 per Warrant upon a minimum of 30 days' prior written notice of redemption; provided that holders will be able to exercise their Warrants on a cashless basis prior to redemption and receive that number of shares determined by reference to an agreed table based on the redemption date and the "fair market value" of the Company's Common Stock;
- if, and only if, the Reference Value (as defined above) equals or exceeds $60.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like); and
- if the Reference Value is less than $108.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) the Private Placement Warrants must also be concurrently called for redemption on the same terms (except as described above with respect to a holder's ability to cashless exercise its Warrants) as the outstanding Public Warrants, as described above.

6. Stock-based Compensation

2021 Stock Plan

The 2021 Equity Incentive Plan (the "2021 Plan") provides stock options, restricted stock units ("RSUs"), restricted stock awards ("RSAs"), stock appreciation rights ("SARS") and performance awards for issuance to Company employees, officers, directors, non-employee agents and consultants. In general, outstanding awards granted under the 2021 Plan vest over one to four years and, in the case of options, are exercisable up to 10 years from the date of grant. The maximum number of shares of Common Stock that may be issued pursuant to the 2021 Plan is (i) 5.0 million shares of Common Stock of the Company plus (ii) any shares of Common Stock subject to stock options and other awards that were assumed in the Business Combination and expire or otherwise terminate without having been exercised in full, are tendered to or withheld by the Company for payment of an exercise price or for tax withholding obligations, or are forfeited to or repurchased by the Company due to failure to vest, with the maximum number of shares to be added to the 2021 Plan pursuant to clause (ii) equal to 2.1 million shares of Common Stock. As of March 31, 2024, 2.5 million shares were available to grant under the 2021 Plan.

2015 Stock Plan

The 2015 Equity Incentive Plan (the "2015 Plan") provided stock options, RSUs, RSAs, SARS and performance awards for issuance to Company employees, officers, directors, non-employee agents and consultants. Outstanding awards under the 2015 Plan generally vest over three to five years and are exercisable up to 10 years from the date of grant. Unvested options are forfeited upon termination. No further awards may be made under the 2015 Plan. Any forfeited awards will be added to the 2021 Plan as described above.

Stock Option Activity

The following summarizes the Company's stock option activity for the three months ended March 31, 2024:

	Options Outstanding			
	Number of Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding – December 31, 2023	2,845,084	$ 9.82	7.2	$ 91
Granted	20,000	1.81		
Cancelled	(1,113,918)	13.05		
Outstanding – March 31, 2024	1,751,166	$ 7.67	5.8	$ 257
Exercisable – December 31, 2023	1,250,104	$ 11.62	5.0	$ 91
Exercisable – March 31, 2024	1,264,352	$ 7.78	4.7	$ 257

Restricted Stock Units Activity

The following summarizes the Company's RSU activity for the three months ended March 31, 2024:

	Restricted Stock Units Outstanding	
	Number of Shares	Weighted-Average Grant-Date Fair Value
Outstanding – December 31, 2023	1,180,115	$ 4.49
Granted	1,319,319	0.91
Released	(72,967)	4.00
Cancelled	(677,302)	3.88
Outstanding – March 31, 2024	1,749,165	$ 2.04

Restricted Stock Awards Activity

The following summarizes the Company's employee RSA activity for the three months ended March 31, 2024:

	Restricted Stock Awards Outstanding	
	Number of Shares	Weighted-Average Grant-Date Fair Value
Outstanding – December 31, 2023	—	$ —
Granted	625,000	$ 0.59
Outstanding – March 31, 2024	625,000	$ 0.59

Stock-Based Compensation Expense

The Company recognized stock-based compensation expense in the condensed consolidated statement of operations and comprehensive loss as follows:

	For the three months ended March 31,	
(In thousands)	2024	2023
Cost of revenue	$ (18)	$ 7
Research and development	(42)	210
Sales and marketing	40	207
General and administrative	591	2,240
Total stock-based compensation expense	$ 571	$ 2,664

As of March 31, 2024, there was approximately $5.5 million of unrecognized stock-based compensation cost, which is expected to be recognized over a weighted average period of 2.4 years.

7. Net Loss Per Share

The following table sets forth the computation of the basic and diluted net loss per share attributable to common stockholders for the three months ended March 31, 2024 and 2023:

	For the three months ended March 31,	
(In thousands, except share and per share data)	2024	2023
Numerator:		
Net loss	$ (7,229)	$ (21,476)
Denominator:		
Weighted average shares outstanding, basic and diluted	25,879,043	25,471,288
Basic and diluted net loss per share	$ (0.28)	$ (0.84)
Anti-dilutive securities, excluded	12,237,740	13,824,568

Basic and diluted net loss per share attributable to common stockholders is the same for the three months ended March 31, 2024 and 2023, as the inclusion of potential shares of Common Stock would have been anti-dilutive for the periods presented.

8. Income Taxes

To determine the Company's quarterly provision for income taxes, the Company used an estimated annual effective tax rate that is based on expected annual income and statutory tax rates in the various jurisdictions in which the Company operates. Certain significant unusual or infrequently occurring items that are separately reported are separately recognized in the quarter during which they occur and can be a source of variability in the effective tax rate from quarter to quarter.

The Company had no income tax expense for the three months ended March 31, 2024 and 2023. The provision for income taxes for the three months ended March 31, 2024 and 2023 is based on the Company's estimated annualized effective tax rate for the fiscal years ending December 31, 2024 and 2023, respectively. For the three months ended March 31, 2024, the Company's recognized effective tax rate differs from the U.S. federal statutory rate as the Company recorded net losses during the period with a corresponding full valuation allowance on the net deferred tax assets created from the losses.

9. Commitments and Contingencies

Legal Proceedings

The Company has been and may in the future be involved in various claims, lawsuits, investigations and other proceedings in the normal course of business. The Company accrues a liability when management believes information available prior to the issuance of its financial statements indicates it is probable a loss has been incurred as of the date of the financial statements and the amount of loss can be reasonably estimated. The Company adjusts its accruals to reflect the impact of negotiation, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. Legal costs are expensed as incurred. The Company has not recorded any material loss contingency related to legal proceedings in the balance sheets as of March 31, 2024 and December 31, 2023, respectively.

Indemnifications

In the ordinary course of business, the Company provides or may provide indemnifications of varying scope and terms to investors, directors, officers, employees, customers or vendors with respect to certain matters, including losses arising out of the Company's breach of such agreements, services to be provided by the Company or from intellectual property infringement claims made by third parties. These indemnifications may survive termination of the underlying agreement and the maximum potential amount of future payments the Company could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is indeterminable. As of March 31, 2024 and December 31, 2023, the Company has not accrued a liability for these indemnification obligations as the likelihood of incurring a material payment obligation in connection with these indemnification obligations is either not probable or not reasonably estimable.

10. Segment Information

The Company's Chief Executive Officer ("CEO") is the Chief Operating Decision Maker ("CODM"). The CODM allocates resources and makes operating decisions based on financial information presented on a consolidated basis. The CODM does not evaluate profitability below the level of the consolidated company. Accordingly, the Company has determined that it has a single reportable segment and operating segment structure.

The Company's revenue is derived primarily from U.S. customers. During the three months ended March 31, 2023, the Company had $0.7 million of revenue earned from customers located outside the United States.

All long-lived assets are maintained in the United States. All losses are attributable to operations within the United States.

11. Employee Benefits

The Company has defined contribution 401(k) plans covering substantially all employees as of March 31, 2024. The plan allows employees to defer up to 100% of their employment income (subject to annual contribution limits imposed by the I.R.S.) after all taxes and applicable benefit deductions.

12. Subsequent Event

On April 17, 2024, the Company amended options to purchase 753,551 shares of the Company's common stock. All of the options subject to the amendments had exercise prices that exceeded the value of the Company's common stock on the amendment date, and therefore were "underwater."

One set of amendments, which were entered into with seven senior employees of the Company, applied to options to purchase an aggregate of 225,670 shares held by those seven senior employees. These amendments (1) re-started the vesting schedule of the amended options, including for options that had already vested and (2) reduced the per share exercise price of the options to $1.59 (the "New Exercise Price"), which is equal to the closing price of the Company's common stock on April 17, 2024, the effective date of the amendments. No other terms of these options were modified.

The other set of amendments applied to options to purchase an aggregate of 527,881 shares held by other eligible current employees and service providers of the Company with an exercise price per share greater than the New Exercise Price. These amendments reduced the per share exercise price of affected options to the New Exercise Price, which is equal to the closing price of the Company's common stock on April 17, 2024, the effective date of the amendments. No other terms of such options were modified.

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

Throughout this section, unless otherwise noted, the "Company," "Palladyne AI Corp.," "Palladyne," "we," "us," and "our" refers to Palladyne AI Corp., and its subsidiaries, collectively. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our unaudited interim condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report (this "Report") as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K") and our other filings, including Current Reports on Form 8-K, that we have filed with the SEC through the date of this Report. As discussed in the Special Note Regarding Forward-Looking Statements below, in addition to historical information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in Part II Item 1A Risk Factors and elsewhere in this Report.

Special Note Regarding Forward-Looking Statements

Certain statements in this Report constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. Specifically, forward-looking statements may include statements relating to:

- our ability to successfully pivot our business pursuant to our recently announced strategy to focus on the development of our full-stack, closed-loop autonomy software platform ("AI/ML Software Platform");
- our ability to develop and sell our AI/ML Software Platform and the capabilities and functionality of our AI/ML Software Platform;
- nature and size of the markets that we are targeting;
- our software product roadmap, including expected timing of new product releases and target markets;
- our ability to respond to rapid technological changes;
- competition from existing or future businesses and technologies;
- our ability to manage our growth and expenses;
- our ability to comply with laws and regulations applicable to our business;
- our ability to attract and retain qualified personnel with the necessary experience, including employees who are instrumental to our new business strategy;
- our projected financial and operating information and estimates of market size and opportunities;
- our future financial performance;
- the impacts of our reductions in force on our cash usage and savings, cost structure and restructuring costs;
- the impact of natural disasters, health epidemics and global economic and geopolitical conditions and international conflicts on our business and the business of our customers;
- changes in the markets for our software product;
- expansion plans and opportunities;
- future capital requirements and sources and uses of cash;
- our ability to defend and the outcome of any known and unknown litigation and regulatory proceedings;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to maintain and protect our brand;
- our ongoing de minimis hardware development efforts; and

- other statements preceded by, followed by or that include the words “may,” “can,” “should,” “will,” “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “aim,” “target” or similar expressions.

These forward-looking statements are based on information available as of the date of this Report and our management’s current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and, in any event, you should not place undue reliance on these forward-looking statements. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include those factors described in Part II Item 1A Risk Factors of this Report. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Our Risk Factors are not guarantees that no such conditions exist as of the date of this Report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information known to us as of the date of this Report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

Overview

Our mission is to deliver software to our customers that enhances the utility and functionality of third-party stationary and mobile robotic systems by enabling these systems to quickly observe, learn, reason and act in structured and unstructured environments. Our AI/ML Software Platform is being designed with artificial intelligence (AI) and machine learning (ML) technologies to enable robotic systems to perceive their environment and quickly adapt to changing circumstances by generalizing (i.e., learning) from their past experience using dynamic real-time operations “on the edge” (i.e., on the robotic system) without extensive programming and with minimal robot training. We believe this “human-like” ability to learn and adapt will be a key differentiator in helping our customers maintain optimal productivity in dynamic or unstructured environments, where new situations and unexpected challenges are more likely to cause delays and costly downtime. Our value proposition is further enhanced relative to other competitive solutions because robotic systems using our AI/ML Software Platform are not required to be continuously connected to the cloud for our software to function, thereby reducing the performance issues associated with poor connectivity and latency typically associated with processing in the cloud. Our approach also reduces the expense typically associated with transmitting large amounts of data to and from the cloud.

As a pioneer in the robotic systems industry, we benefit from both experiences and lessons gained from our 30-plus years, as well as significant investment in our internal research and development efforts. Software has been an integral part of our development efforts over the years. Our vision for our AI/ML Software Platform began in 2017 as a foundational technology to enhance training for the autonomous operation of our own internally developed hardware solutions and progressed to our first contract with the U.S. Department of Defense to develop our CYTAR (Cybernetic Training for Autonomous Robots) AI/ML platform in 2019. We have since continued to develop our AI/ML software both for the U.S. Department of Defense and in connection with our development of commercial robotic systems.

We are designing our AI/ML Software Platform to be hardware agnostic in order to be compatible with most industrial robots being sold today and to support specific types of commercially available robots with additional development and the necessary application programming interface (API). The AI/ML Software Platform is expected to enable robotic systems to perform tasks that involve variations in the environment and the objects being manipulated by the robot. Specifically, we expect our AI/ML Software Platform to incorporate internal and external environmental inputs that allow robots to comprehend their environment, determine reasonable behavior given these inputs and to act in real time to achieve the expected task. Each newly learned task will then be incorporated and used to perform future tasks. We believe this closed-loop autonomy approach is the key to how our software can expedite robot training, expand the tasks that a robot can perform, reduce costly workflow stoppages, mitigate downtimes and reduce human labor requirements. We are in the process of completing the development of our full-stack closed-loop autonomy artificial intelligence software which we currently expect to be ready for initial testing by customers in June 2024. We expect to complete initial customer trials throughout the second half of 2024 and to begin generating revenues from commercial customers in 2025.

As a result of our refined strategy, we are optimizing our organization in pursuit of this AI/ML Software Platform opportunity and are taking or have taken actions to reduce costs, including our 2023 RIFs (as defined below) and winding down substantially all of our operations in Pittsburgh, Pennsylvania. For additional information around the risks associated with our strategic decision-making see Part II Item 1A Risk Factors "*Due to our limited resources and access to capital, and our failure to properly estimate the time and expense required to commercialize our hardware-centric industrial robotics solutions, we made the decision to focus on our AI/ML Software Platform product and to suspend the development and commercialization of our hardware products. These and future decisions about how to use our limited resources may prove to be wrong and may adversely affect our business*."

Key Factors Affecting Operating Results

We believe that our performance and future success depend on several factors that present significant opportunities for us but also pose risks and challenges, including those discussed below and in Part II Item 1A Risk Factors.

Development, Testing and Commercial Launch of our AI/ML Software Products

We currently expect to derive revenue from our AI/ML Software Platform, which is in its development phase. Prior to commercialization, we must complete the development and testing of our product. Whether we are successful depends on many factors, including those discussed under Part II Item 1A Risk Factors "*Risks Related to Our Business.*" Such risks may result in delay of the anticipated commercial launch of our software platform, which would adversely affect our financial condition and operating results.

Financing of Operations

Prior to commercialization, we must complete the development and testing of our AI/ML Software Platform. As a result, we will use our cash on hand to develop our software platform and fund operations as we seek to commercialize and achieve revenue from our products. The amount and timing of our future funding requirements will depend on many factors, including the pace and results of our product development efforts, our ability to sell our software products and thereby recognize associated revenue, capital and human capital requirements to develop a commercial version of our software platform prior to receiving payments sufficient to cover our costs and our ability to lower product costs as volumes increase. In addition, we have taken and continue to take numerous steps to manage our use of cash. For example, on July 12, 2023 (the "July 2023 RIF"), and on November 14, 2023 (the "November 2023 RIF," and together with the July 2023 RIF, the "2023 RIFs"), we announced reductions in force intended to further conserve our current cash resources and manage operating expenses. The majority of the cash payments related to the expenses from the July 2023 RIF were paid out during the third quarter of 2023. The majority of the cash payments related to the November 2023 RIF were paid out during the fourth quarter of 2023 and the first quarter of 2024. The November 2023 RIF was substantially completed in the first quarter of 2024. We believe we have sufficient liquidity to operate for at least the next twelve months without the need to raise additional capital. However, we may need to seek additional financing during that time to bolster our cash reserves and increase our ability to continue to pursue our business objectives. As a result, we intend to continue monitoring our liquidity, financial and business results and outlook and market conditions, and may be opportunistic and raise capital when we consider market conditions are good or a favorable opportunity exists. Any delays in the successful commercialization and sales of our AI/ML Software Platform will negatively impact our ability to generate revenue, our profitability, our cash flows and our overall operating performance and result in the need to raise additional capital sooner than expected. We will continue to carefully evaluate our use of cash as we pursue our AI/ML Software Platform opportunity.

Customer Demand

Although demand for AI/ML platforms and applications has grown in recent years, the market for these platforms and applications continues to evolve. The market demand for our software platform is unproven, and important assumptions about the characteristics of targeted markets, pricing and sales cycles may be inaccurate. While we believe that our AI/ML Software Platform will provide significant benefits and return on investment to customers, as it is a new technology and product, we are dependent on customers who are willing to adopt, purchase, and implement new technologies and products. If customer demand does not develop as expected or we do not accurately forecast pricing, adoption rates and sales cycles for our AI/ML Software Platform, our business, results of operations and financial condition will be adversely affected.

Continued Investment and Innovation

We are a pioneer in the robotic systems industry and benefit from lessons learned over 30-plus years and significant investment in research and development in our proprietary technologies. Through our previous hardware development efforts, we developed a significant amount of advanced technology that we are leveraging to develop our AI/ML Software Platform. We believe our financial performance is dependent on our ability to successfully develop and commercialize our advanced AI/ML technologies. It is important that we continually identify and respond to rapidly evolving customer requirements and competitive threats, develop and introduce innovative products, enhance our products and generate active market demand for our products. If we fail to do this, our market position and revenue may be adversely affected, and our investments in these technologies will not be recovered.

Geopolitical and Macro-economic Environment

Geopolitical and macro-economic factors, such as inflation, interest rates, oil prices, unemployment rates, international conflicts, such as the wars between Israel and Hamas and between Russia and Ukraine, volatility in the stock market and political or social unrest, can have significant impacts on economic activity, which in turn could affect demand for our AI/ML Software Platform or our ability to cost-effectively develop and sell our software platform. Among other things, these and similar factors can affect our ability to hire or retain qualified personnel, our labor and materials costs, the prices we charge for our software platform and the budgets of our customers and their expected return-on-investment from the purchase of a license for our software platform. Many of these factors are outside of our control but can have a significant impact on our business success and operating results. If we are unable to manage our business successfully in response to any such factors, our business and results of operations would be adversely affected.

Results of Operations

Comparison of the Three Months Ended March 31, 2024, and 2023

Revenue, Net

The following table presents our revenue for the three months ended March 31, 2024, and 2023, respectively:

	Three Months Ended March 31,		2024 vs. 2023 Change	
(In thousands)	**2024**	**2023**	**Change**	**% Change**
Product Development Contract Revenue	$ 882	$ 2,296	$ (1,414)	(62)%
Product Revenue	2,559	—	2,559	*NM
Revenue, net	$ 3,441	$ 2,296	$ 1,145	50%

*NM - Not Meaningful

Revenue increased by $1.1 million, or 50%, from $2.3 million for the three months ended March 31, 2023, to $3.4 million for the three months ended March 31, 2024, as explained below.

Product Development Contract Revenue

Product development contract revenue decreased by $1.4 million, or 62%, from $2.3 million for the three months ended March 31, 2023, to $0.9 million for the three months ended March 31, 2024. The decrease was primarily due to the completion of certain product development contracts during 2023 that have not yet been replaced with new contracts. We expect future revenue from product development contracts to fluctuate due to the timing of additional development contracts signed and the completion of existing contracts. For the time being, we intend to take on only those development contracts that we believe support and contribute to our AI/ML Software Platform development efforts under our refined sales and product development strategy. As a result, there may be fewer opportunities to replace the completed contracts described above.

Product Revenue

Revenue derived from product sales increased by $2.6 million, from the three months ended March 31, 2023. The increase was primarily due to legacy product sales during the three months ended March 31, 2024.

Operating Expenses

The following table presents our operating expenses for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,		2024 vs. 2023 Change	
(In thousands)	**2024**	**2023**	**Change**	**% Change**
Operating expenses:				
Cost of revenue	$ 1,886	$ 1,786	$ 100	6 %
Research and development	2,895	9,403	(6,508)	(69)%
General and administrative	5,125	9,735	(4,610)	(47)%
Sales and marketing	805	3,741	(2,936)	(78)%
Intangible amortization expense	—	819	(819)	(100)%
Asset write-down and restructuring	83	—	83	*NM
Total operating expenses	$ 10,794	$ 25,484	$ (14,690)	(58)%

*NM - Not Meaningful

Cost of Revenue

Cost of revenue increased by $0.1 million, or 6%, from $1.8 million for the three months ended March 31, 2023, to $1.9 million for the three months ended March 31, 2024. Cost of revenue increased mainly due to increased product costs associated with our product revenue, partially offset by decreased labor and material expenses charged to product development contracts during the three months ended March 31, 2024.

Research and Development

Research and development expense decreased by $6.5 million, or 69% from $9.4 million for the three months ended March 31, 2023, to $2.9 million for the three months ended March 31, 2024. The decrease was driven primarily by reduced labor and labor related expenses due to the 2023 RIFs.

General and Administrative

General and administrative expense decreased by $4.6 million, or 47%, from $9.7 million for the three months ended March 31, 2023, to $5.1 million for the three months ended March 31, 2024. General and administrative expense decreased primarily due to reduced labor and labor related expenses, including stock-based compensation, due to the 2023 RIFs.

Sales and Marketing

Sales and marketing expense decreased by $2.9 million, or 78%, from $3.7 million for the three months ended March 31, 2023, to $0.8 million for the three months ended March 31, 2024. This decrease was driven by a decrease in professional service fees related to third-party platform expense utilized in data management of our products and services.

Intangible Amortization Expense

As a result of our product development reprioritization announced in November 2023, our intangible assets were fully amortized as of December 31, 2023.

Asset Write-down and Restructuring

Asset write-down and restructuring expenses were $0.1 million for the three months ended March 31, 2024.

Other Income

The following table presents other income for the three months ended March 31, 2024 and 2023, respectively:

(In thousands)	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	2024 vs. 2023 Change: Change	2024 vs. 2023 Change: % Change
Other income				
Interest income, net	$ 372	$ 1,099	$ (727)	(66)%
Loss on warrant liability	(248)	(436)	188	(43)%
Other income, net	—	1,049	(1,049)	(100)%
Total other income	$ 124	$ 1,712	$ (1,588)	(93)%

Other income decreased by $1.6 million for the three months ended March 31, 2024 as compared to the prior year period, primarily as a result of employee retention credit refunds received in the prior year period and decreased interest income from our investments in marketable securities due to the reduction in invested funds during the current year period.

Provision for Income Taxes

We had no income tax expense for the three months ended March 31, 2024 and 2023. The provision for income taxes for the three months ended March 31, 2024 and 2023 is based on the Company's estimated annualized effective tax rate for the fiscal years ending December 31, 2024 and 2023, respectively. For the three months ended March 31, 2024, the Company's recognized effective tax rate differs from the U.S. federal statutory rate as the Company recorded net losses during the period with a corresponding full valuation allowance on the net deferred tax assets created from the losses.

Backlog and Total Estimated Contract Value

Our backlog, as of March 31, 2024, was $4.2 million, $2.8 million of which was funded and $1.4 million of which was unfunded. Our backlog is equal to our remaining performance obligations under contracts or the expected value of exercised contracts, both funded and unfunded, less revenue recognized to date. Our total estimated contract value, which combines backlog with estimated potential contract value, including unexercised options from existing firm contracts, was $14.1 million as of March 31, 2024.

Liquidity and Capital Resources

We currently use cash from equity financings to fund operations and capital expenditures and meet working capital requirements. As of March 31, 2024, we had $31.8 million in cash, cash equivalents and marketable securities. We believe that our cash, cash equivalents and marketable securities on hand will be sufficient to support operations, working capital and capital expenditure requirements for at least the next 12 months from the date of this Report.

The amount and timing of our future funding requirements will depend on many factors, including the pace and results of our product development efforts, our ability to develop and deliver our commercial AI/ML Software Platform and thereby recognize associated revenue and capital requirements to develop our commercial AI/ML Software Platform prior to receiving payments sufficient to cover our costs. Any delays in the successful commercialization of our software product will negatively impact our ability to generate revenue, our profitability and our overall operating performance.

In addition, we may enter into arrangements to acquire or invest in complementary businesses, services and technologies, which may require acquisition capital as well as operational capital for these acquisitions or arrangements. We may be required to seek additional equity or debt financing to facilitate these arrangements. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us, or at all. If we are unable to raise additional capital when desired or needed, our business, results of operations and financial condition would be materially and adversely affected.

If additional funds are required to support our working capital requirements, for acquisitions or for other purposes, we may seek to raise funds through additional debt or equity financings or from other sources. We have taken numerous steps to manage our use of cash, including conducting the 2023 RIFs, and other related actions, and believe we have sufficient capital to fund our business for at least the next 12 months without seeking additional capital. However, we may need to seek additional financing during that time to bolster our cash reserves and increase our ability to continue to pursue our business objectives. As a result, we intend to continue monitoring our liquidity, financial and business results and outlook and market conditions, and may be opportunistic and raise capital when market conditions are good or a favorable opportunity exists. Any delays in the successful commercialization and sales of our software platform will negatively impact our ability to generate revenue, our profitability and our overall operating performance and result in the need to raise additional capital sooner than expected. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our equity holders could be significantly diluted and these newly issued securities may have rights, preferences or privileges senior to those of existing equity holders. If we raise additional funds by obtaining loans from third parties, the terms of those financing arrangements may include negative covenants or other restrictions on our business that could impair our operating flexibility and would also require us to incur additional interest expense. Additional financing may not be available at all or, if available, may not be available on terms favorable to us or that we find acceptable. For additional information around the risks associated with our capital needs see Part II Item 1A Risk Factors "*Our business plans require a significant amount of capital. Our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or our ability to pay dividends. If we require additional capital and are not able to secure new funding, we may not be able to continue our business operations.*"

Cash Flows

The following table summarizes our cash flow data for the periods presented:

	Three Months Ended March 31,		2024 vs. 2023 Change	
(In thousands)	**2024**	**2023**	**Change**	**% Change**
Net cash provided by (used in):				
Net cash used in operating activities	$ (7,236)	$ (20,122)	$ 12,886	(64)%
Net cash provided by investing activities	15,938	10,338	5,600	54%
Net cash used in financing activities	(43)	(7)	(36)	514%
Net increase (decrease) in cash, cash equivalents	$ 8,659	$ (9,791)	$ 18,450	(188)%

Net Cash Used in Operating Activities

Cash flows used in operating activities during the three months ended March 31, 2024 decreased by $12.9 million to $7.2 million from $20.1 million during the same period in 2023. The decrease to net cash used in operating activities was primarily attributable to a $14.2 million decrease to net loss, which was driven by the 2023 RIFs, partially offset by a net decrease of $2.6 million in non-cash expenses driven mainly by decreased stock-based compensation and amortization of intangible assets. Additionally, net cash used in operating activities related to changes in operating assets and liabilities decreased by $1.2 million, driven mainly by decreased inventory purchases.

Net Cash Provided by (Used in) Investing Activities

Our net cash provided by investing activities during the three months ended March 31, 2024 increased by $5.6 million. The increase in cash provided by investing activities is predominantly due to $16.0 million of maturities of marketable securities and no purchases of marketable securities, during the three months ended March 31, 2024, as compared to the $10.7 million of maturities of marketable securities, net of purchases during the three months ended March 31, 2023.

Net Cash Used In Financing Activities

Our net cash used in financing activities during the three months ended March 31, 2024, was flat as compared to the three months ended March 31, 2023.

Emerging Growth Company Status

Section 102(b)(1) of the Jumpstart our Business Startups Act of 2012 (the "JOBS Act") exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can choose not to take advantage of the extended transition period and comply with the requirements that apply to non-emerging growth companies, and any such election to not take advantage of the extended transition period is irrevocable.

We are an "emerging growth company" as defined in Section 2(a) of the Securities Act, and have elected to take advantage of the benefits of the extended transition period for new or revised financial accounting standards. We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year in which the market value of Common Stock that is held by non-affiliates exceeds $700 million as of the end of that year's second fiscal quarter, (ii) the last day of the fiscal year in which we have total annual gross revenue of $1.235 billion or more during such fiscal year (as indexed for inflation), (iii) the date on which we have issued more than $1 billion in non-convertible debt in the prior three-year period or (iv) December 31, 2025, and we expect to continue to take advantage of the benefits of the extended transition period, although we may decide to early adopt such new or revised accounting standards to the extent permitted by such standards. This may make it difficult or impossible to compare our financial results with the financial results of another public company that is either not an emerging growth company or is an emerging growth company that has chosen not to take advantage of the extended transition period exemptions because of the potential differences in accounting standards used.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and related disclosure of contingent assets and liabilities, revenue and expenses at the date of the financial statements. Generally, we base our estimates on historical experience and on various other assumptions in accordance with GAAP that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

Critical accounting policies and estimates are those that we consider the most important to the portrayal of our financial condition and results of operations because they require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. There have been no material changes to our critical accounting policies or estimates as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Recent Accounting Pronouncements

See Note 1, Basis of Presentation and Summary of Significant Accounting Policies, to our unaudited interim condensed consolidated financial statements included elsewhere in this Report for recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of the date of this Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information otherwise required under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Report, is recorded, processed, summarized and reported within the time period specified in the SEC rules and forms. Disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our chief executive officer and chief financial officer (our "Certifying Officers"), the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended March 31, 2024, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our Certifying Officers concluded that our disclosure controls and procedures were effective as of March 31, 2024.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2024 covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may be subject to legal proceedings. We are not currently a party to or aware of any proceedings that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors.

You should carefully consider the following risk factors, in addition to the other information contained in this Report, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our unaudited condensed consolidated financial statements and related notes. If any of the events described in the following risk factors and the risks described elsewhere in this Report occurs, our business, operating results and financial condition could be materially harmed. This Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of factors that are described below and elsewhere in this Report or other risks that we currently deem immaterial or that may be unknown to us.

Risks Related to Our Business

We are an early stage company with a history of losses, and expect to incur significant losses for the foreseeable future.

We incurred a net loss of $7.2 million for the three months ended March 31, 2024, and a net loss of $115.6 million for the year ended December 31, 2023. We believe that we will continue to incur operating and net losses for the foreseeable future. Our shift in product development and commercialization strategy to focus on our AI/ML Software Platform has affected the timing of expected revenue and has made forecasting our quarterly and annual results more challenging. Even if we are able to successfully develop our AI/ML Software Platform and attract customers for commercial sales, we may not become profitable. Our potential profitability is dependent upon the successful development, commercial introduction and adoption on a large scale of our AI/ML Software Platform and our ability to lower costs, none of which may occur.

We expect that we will continue to incur losses in future periods as we:

- continue to design, develop and begin to commercialize our AI/ML Software Platform;
- continue to utilize and develop potential new relationships with third-party partners for software design and development;
- conduct our sales and marketing activities and develop our sales and customer service capabilities;
- develop and expand our AI/ML Software Platform's technology infrastructure and cybersecurity measures, policies and controls; and
- maintain our general and administrative functions and systems to support our operations and to operate as a publicly-traded company.

Because we will incur costs and expenses from these efforts before we receive incremental revenue with respect thereto and because we are still developing our AI/ML Software Platform, we expect that our losses in future periods will continue to be significant until we start to achieve significant software licensing revenue. In addition, we may find that these efforts are more expensive than we currently anticipate or that these efforts may result in less than expected or no additional revenue, which would further increase our losses.

Due to our limited resources and access to capital, and our failure to properly estimate the time and expense required to commercialize our hardware-centric industrial robotics solutions, we made the decision to focus on our AI/ML Software Platform product and to suspend the development and commercialization of our hardware products. These and future decisions about how to use our limited resources may prove to be wrong and may adversely affect our business.

We have limited financial and human resources and as a result, we have in the past and may in the future forgo or delay pursuit of opportunities with product candidates that might have had greater commercial potential or a greater likelihood of success. For example, on November 14, 2023, we announced a pivot in strategy to suspend our efforts to bring our hardware products to market and instead focus our resources and efforts on the development of our commercial AI/ML Software Platform and a related significant reduction in force. After continued analysis of our business and careful consideration of our hardware product's development costs and market opportunity, and of our available resources, we concluded that focusing on our AI/ML Software Platform meets our previously announced goal of pursuing significant near-term revenue tied to acute customer needs and reduces our capital requirements and related risks in line with available resources. However, this strategy may not prove to be effective. Moreover, we may be unable to monetize assets relating to discontinued products or further reduce expenses.

The development of our AI/ML Software Platform is a complex and evolving process that involves the development of new and emerging technologies, continued investment, including in privacy, safety and security efforts, and potential collaborations with other companies, developers, partners and other participants. Our AI/ML Software Platform may not develop in accordance with our expectations and its market acceptance is uncertain. We regularly evaluate our product roadmaps and make significant changes as our understanding of the technological challenges and market landscape and our product ideas and designs evolve. In addition, we have no experience with commercializing a software platform, which may enable other companies to compete more effectively than us, and we may not be successful. We also may be unsuccessful in our research and product development efforts.

As we develop and commercialize our AI/ML Software Platform, we may become subject to a variety of existing or new laws and regulations in the United States and international jurisdictions, including in the areas of privacy, security, safety, competition and consumer protection, which may delay or impede the development of our AI/ML Software Platform, increase our operating costs, require significant management time and attention or otherwise harm our business. As a result of these or other factors, our product strategy may not be successful in the foreseeable future, or at all, which could adversely affect our business, reputation, or financial results.

Our operating and financial projections rely on management assumptions and analyses. If these assumptions or analyses prove to be incorrect, as they often have in the past, our actual operating results may be materially different from our expected or forecasted results.

We are an early stage company, with no experience commercializing software products. Our projected financial and operating information reflect estimates of future performance and are based on multiple business, financial, technical and operational assumptions, including product strategy, timely hiring or retention of needed personnel, timing of commercial launch of our AI/ML Software Platform, the level of demand for our software platform, the size of our target markets, the performance of our software platform, the utilization of the platform, product pricing and the nature and length of the sales cycle. However, given our limited commercial experience, many of these assumptions may prove to be incorrect. Projections and other statements about future expectations are forward-looking statements that are inherently subject to significant risks, uncertainties and contingencies, many of which are beyond our control (in addition to the information contained in these Risk Factors, see "*Special Note Regarding Forward-Looking Statements*" *and* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*").

We have yet to achieve positive operating cash flow, and our ability to generate positive cash flow is uncertain.

We had negative cash flow from operating activities of $76.6 million and $65.4 million for the years ended December 31, 2023 and 2022, respectively, and negative cash flow from operating activities of $7.2 million for the three months ended March 31, 2024. We expect to continue to have negative cash flow from operating and investing activities for the foreseeable future as we expect to incur research and development, sales and marketing, and general and administrative expenses and make capital expenditures in our efforts to commercialize our AI/ML Software Platform, increase sales and engage in continuous development work. We may not achieve positive cash flow in the near future or at all. Our business also will at times require significant amounts of working capital to support the growth of additional products. An inability to generate positive cash flow for the near term may adversely affect our ability to raise capital for our business on reasonable terms, adversely affect our ability to pursue our business objectives, diminish customer willingness to enter into transactions with us and have other adverse effects that may decrease our long-term viability.

We have no previous history or experience with commercializing software products and may not be able to do so efficiently or effectively or at all. We were unsuccessful in our efforts to commercialize the hardware technologies that we and our predecessor companies developed over the past several decades.

We have no previous history or experience commercializing AI/ML software products or platforms and may not be able to do so efficiently or effectively or at all. Further, we have historically also been unsuccessful in our efforts to commercialize our hardware products. Moreover, commercialization may be delayed due to the challenges discussed under "*Commercialization of our AI/ML Software Platform may be delayed beyond our current expectations and therefore initial availability to customers and receipt of anticipated revenue could be delayed.*" A key element of our long-term business strategy involves sales, marketing, training, and customer service operations, including hiring personnel with the necessary experience. Managing and maintaining these operations is expensive and time consuming, and an inability to leverage such an organization effectively or at all could inhibit potential sales and the penetration and adoption of our AI/ML Software Platform into new markets. In addition, certain decisions we make regarding priorities and staffing in these areas in our efforts to responsibly manage our financial resources could have unintended negative effects on our revenue, such as by weakening the sales and marketing infrastructures or lowering the quality of customer service.

Commercialization of our AI/ML Software Platform may be delayed beyond our current expectations and therefore initial availability to customers and receipt of anticipated revenue could be delayed.

We are focusing our efforts on the development and commercialization of our AI/ML Software Platform. If product testing, production or customer use demonstrate that our AI/ML Software Platform does not deliver the performance, reliability, functionality and/or safety that we or our potential customers expect, commercial release and availability to customers may be delayed as we work to address the deficiencies. As a result of such delays, we may receive revenue later than expected or not at all if our potential customers decide to seek alternative solutions to our product, adversely affecting our results of operations and financial condition

Moreover, our current estimates for completion of our AI/ML Software Platform development efforts and the commencement of sales to potential customers are dependent in part on our ability to hire and retain qualified employees. In addition, we have seen a significant increase in personnel costs due to shortages of qualified personnel in the labor market and general inflationary pressures. Geopolitical events and macro-economic conditions, such as the continuing effects of the COVID-19 pandemic, the current conflicts between Russia and Ukraine and between Israel and Hamas, inflation and high interest rates, and responses thereto are also contributing to price increases. Over the past year we have experienced, and we continue to experience, these challenges, which have negatively impacted our product development schedules and progress. We expect these challenges to continue and, if they do and if we are unable to effectively mitigate their impact, it is likely that we will be unable to meet our currently expected timelines.

Our anticipated revenues are expected to be primarily derived from the development and licensing of our AI/ML Software Platform for the foreseeable future.

If we are successful in commercializing our AI/ML Software Platform, our revenue will be concentrated in this product for the foreseeable future. We will need to continue to develop our platform and establish and grow our customer base to diversify our revenue and customers. To the extent our AI/ML Software Platform does not meet customer expectations, or cannot be completed or released on its projected timelines and in line with cost targets, our future revenue and operating results will be adversely affected.

Our AI/ML Software Platform is still under development and any issues in the development and use of our platform may result in reputational harm or liability.

We are in the process of developing our AI/ML Software Platform, and any issues in the development of our platform may result in reputational harm or liability. As with many innovations, AI presents risks, challenges, and unintended consequences that could affect its adoption, and therefore our business. AI algorithms and training methodologies may be flawed. Ineffective or inadequate AI development or deployment practices by us or others could result in incidents that impair the acceptance of AI solutions or cause harm to individuals or society. These deficiencies and other failures of AI systems could subject us to competitive harm, regulatory action, legal liability, and brand or reputational harm. If we enable or offer AI solutions that are controversial because of their impact on human rights, privacy, employment, or other social, economic, or political issues, we may experience competitive, brand, or reputational harm or legal and/or regulatory action. Further, incorporating AI gives rise to litigation risk and risk of non-compliance and unknown cost of compliance, as AI is an emerging technology for which the legal and regulatory landscape is not fully developed. See "*Issues in the development and use of AI/ML, combined with an uncertain regulatory environment, may result in reputational harm, liability or other adverse consequences to our business operations*."

With our AI/ML Software Platform still under development, customer trials and discussions may not result in purchases.

Our AI/ML Software Platform is still under development. At present, we have revenue generating contracts with U.S. government customers for the development and testing of AI/ML software, but no commercial customers. Our AI/ML Software Platform contains advanced software and control technologies that we have developed over many years. The design of our software product is significantly influenced by feedback from potential customers and reflects the needs they express. Even if we are able to successfully incorporate that feedback into our software platform, customers who initially expressed an interest in our software product during the design phase may not ever purchase the software. If we cannot commercialize our AI/ML Software Platform on our expected schedule, if the AI/ML Software Platform does not offer our potential customers the features, functionality and return on investment that they expect, and/or if potential customers are not willing to pay for our software products at the rates that we currently expect, our ability to generate material revenues will be materially impaired.

We have limited knowledge of the customer testing that will be required for customers to adopt our software platform. As a result, customer testing may take longer than anticipated by us, and we may not be able to provide such testing to the satisfaction of prospective customers, which could result in longer sales cycles and fewer purchases than anticipated. We may not be able to adapt our platform to reflect customer feedback successfully or at all. If customers who initially express an interest in our software platform and influenced its design ultimately do not license our AI/ML Software platform, or if they adopt a competitors' technology, our business, prospects, financial condition and operating results would be adversely affected.

In addition, to build and maintain our business, we must maintain confidence among customers and potential customers in our AI/ML Software Platform, long-term financial viability and business prospects. Maintaining such confidence may be particularly complicated by certain factors including those that are largely outside of our control, such as our limited commercial software experience, customer unfamiliarity with our software, any delays in development to meet demand, product performance, competition and uncertainty regarding the future of AI and robotics. If we do not generate sufficient license revenue for our software platform, our business, prospects, financial condition and operating results would be materially and adversely affected. Further, if investors, analysts, rating agencies and other third parties are not confident in our AI/ML Software Platform, our ability to commercialize the platform, our financial viability, or our business prospects, we may not be able to raise any needed funding which would materially and adversely affect our financial condition and prospects.

If our target markets and the robotics industry do not continue to develop as we anticipate or if potential customers do not adopt our AI/ML Software Platform, our sales will not grow as quickly as expected, or at all, and our business, operating results and financial condition would be harmed.

The market for our AI/ML Software Platform and applications similar to the ones we are developing is relatively new and evolving. We are developing our AI/ML Software Platform to respond to an increasingly global and complex business environment with rigorous regulatory standards. If organizations do not allocate their budgets as we expect or if we do not succeed in convincing potential customers to license our AI/ML Software Platform, our sales might not grow as quickly as anticipated, or at all. Economic uncertainty or future deterioration in general economic conditions might also cause our customers to cut or delay their spending, and such cuts might disproportionately affect businesses like ours to the extent customers view our AI/ML Software Platform as too costly or as discretionary. Moreover, market acceptance of our AI/ML Software Platform is critical to our continued success. Even if the market grows as expected, if potential customers do not adopt our AI/ML Software Platform, our business, operating results, financial condition and growth prospects will be materially and adversely affected. If we are not able to generate material revenues from our AI/ML Software Platform before we exhaust our financial resources, we may need to cease business operations.

If we are unable to successfully introduce and implement enhancements, new features or modifications to our AI/ML Software Platform, our business would be harmed.

If we are unable to successfully introduce and implement new applications, enhancements or features, or fail to develop new applications that achieve market acceptance or that keep pace with rapid technological developments, our business, operating results, financial condition and growth prospects would be adversely affected. The success of enhancements and new applications depend on several factors, including timely completion, introduction and market acceptance.

We must continue to meet changing expectations and requirements of our customers. Any failure of our platform to operate effectively with future software, such as third-party robotic operating systems, and technologies or to evolve and scale to address the changing needs of our customers could reduce the demand for our platform or result in customer dissatisfaction. Further, uncertainties about the timing and nature of new software or technologies, or modifications to our platform or existing software or technologies, could increase our research and development expenses. If we are not successful in developing modifications and enhancements to our platform or if we fail to introduce new applications to market in a timely fashion, our AI/ML Software Platform might become less marketable, less competitive or obsolete, our revenue growth might be significantly impaired and our business, operating results and financial condition could be harmed.

We may fail to attract or retain customers at sufficient rates or in sufficient numbers or at all.

We have no previous history or experience commercializing software products and may not be able to do so efficiently or effectively or at all. To create and grow our customer base, we must license our software to new customers, which we may not be able to do in sufficient numbers or at all. Even if we are able to attract customers, these customers may not maintain a high level of commitment to our software platform. In addition, we will incur marketing, sales or other expenses, including referral fees, to attract new customers, which will offset revenue from such customers. For these and other reasons, we could fail to achieve revenue growth, which would adversely affect our results of operations, prospects and financial condition.

We expect our AI/ML Software Platform to be used with robots operating in a wide variety of environments and for a broad range of complex uses. Our success depends on our ability, and the ability of our customers, to implement our AI/ML Software Platform successfully in these environments. Customer retention will also be largely dependent on the quality and effectiveness of our customer service operations, which may be handled internally by our personnel and also by third-party service providers. We expect that we will need to often assist our customers in implementing our AI/ML Software Platform. If we or our customers are unable to implement our AI/ML Software Platform successfully, or are unable to do so in a timely manner, inadequate performance might result and customer perceptions of our platform and company might be impaired, our reputation and brand might suffer, we may face legal claims, customers might choose not to renew or expand the use of our platform and we might lose opportunities for additional sales.

We do not have any history with our licensing sales model.

We have no experience with licensing software as a business model. The success of our strategy to build recurring revenue streams through software licenses depends on our ability to successfully market our software platform and the benefits of our product to customers and to successfully develop a network of ongoing customers that maintain or renew their licenses, pay for upgrades, license additional functionality, or expand the use of the software within their robotic systems. The likelihood of our success must be considered in light of these risks, and our license model may not prove successful.

In addition, our competitors may offer different pricing models that may be more attractive to potential customers. We may be required to adjust our sales model in response to these changes, which could adversely affect our financial performance.

Important assumptions about market demand, pricing, adoption rates and sales cycles for our future software products may be inaccurate.

Our decision to pivot our business strategy to focus on the development of our commercial AI/ML Software Platform was based in part on our estimates of the potential addressable market, pricing, adoption rates and sales cycles for our platform. However, the market demand for our software platform is unproven, and important assumptions about the characteristics of targeted markets, pricing and sales cycles may be inaccurate.

Given the evolving nature of the markets in which we operate, it is difficult to predict customer demand or adoption rates for our software platform or the future growth of the markets we target. If one or more of the targeted markets experience a shift in customer demand, whether due to new solutions that better address customer needs or otherwise, our software platform may not compete as effectively, if at all, and it may not be fully developed into a commercial software product. If customer demand does not develop as expected, or if we do not accurately forecast pricing, adoption rates and sales cycles for our software platform, our business, results of operations and financial condition will be adversely affected, perhaps materially.

The benefits of our AI/ML Software Platform to customers and projected return on investment have not been substantiated through customer use.

Our commercial AI/ML Software Platform is under development and has not been commercially used by customers. Our software platform may not perform consistent with customers' expectations or consistent with other products which may be or may become available. Any failure of our software platform to perform as expected could harm our reputation and result in adverse publicity, lost revenue, license cancellation, harm to our brand, delays in availability, product liability claims and significant warranty and other expenses and could have a material adverse impact on our business, prospects, financial condition and operating results.

We currently intend to target many customers that are large businesses with substantial negotiating power, exacting product standards and potentially competitive internal solutions. If we are unable to sell our software product to these customers, our prospects and results of operations will be adversely affected.

We expect that many of our potential customers will be large businesses with substantial negotiating power relative to us and, in some instances, may have internal solutions that are competitive to our platform. These large businesses also have significant development resources, which may allow them to acquire or develop independently, or in partnership with others, competitive technologies. Meeting the technical requirements and securing binding commitments from any of these businesses will require a substantial investment of our time and resources. We may be unable to secure customers from these or other businesses or we may be unable to generate meaningful revenue from these key potential customers. If our software platform is not selected by these large businesses or if these businesses develop or acquire competitive technology, it may have a material adverse effect on our business, prospects, financial condition and operating results.

A portion of our current revenue is currently and will continue to be generated by contracts with government entities, which make us subject to a number of uncertainties, challenges and risks.

Contracts with government entities are subject to a number of risks. Such relationships can be highly competitive, expensive and time-consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate revenue. In the event that we are successful in being awarded a government contract, such award may be subject to appeals, disputes or litigation, including bid protests by unsuccessful bidders. Government demand and payment for our solutions may be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our solutions. Government entities may have statutory, contractual or other legal rights to terminate our contracts for convenience or default. Also, see "*We are subject to laws, regulations and contractual provisions as a government contractor or subcontractor, which may pose increased risk of potential liability and expenses related thereto, which could have a material adverse effect on our business, operating results and financial condition*".

We operate in a competitive industry that is subject to rapid technological change, and we expect competition to increase. Our products may not be competitive with other alternatives.

The AI/ML and robotics industries are subject to rapid technological change, and we expect competition to increase in the future. Our research and development efforts may be unable to keep up with changes in technology or its alternatives and, as a result, our competitiveness may suffer. Developments in alternative technologies or solutions may materially and adversely affect our competitiveness in ways we do not currently anticipate. While we plan to upgrade and adapt our software platform as we or others develop new technology, any failure by us to develop new or enhanced technologies or processes, or successfully react to changes or advances in existing technologies, could delay our development and introduction of new and enhanced products, which could result in the loss of competitiveness, decreased revenue and a loss of market share to competitors. We believe our AI/ML Software Platform will compete (both directly and indirectly) with companies such as Covariant, Dexterity, Formic, GrayMatter Robotics, Intrinsic, Liquid AI, Mujin, Rapid Robotics and Symbolica. We believe that our competitors are seeking to solve the same or similar industry challenges as we are, but that most are focused on a particular aspect of the functionality of our AI Software Platform rather than a fully competitive solution.

While we view industrial robotics manufacturers such as ABB, Fanuc, Kuka and Yasakawa, large system integrators such as Honeywell, Reply, and Rockwell Automation, and technology companies such as NVIDIA as potential target customers and/or channel and ecosystem partners for our software platform, we also recognize that these companies could also emerge as formidable competitors through their own internal development efforts or future technology partnerships with and acquisitions of our direct competitors. They may bring their robust customer relationships, channels and significant financial resources to help accelerate the market viability of one of our direct or indirect competitors.

Many of our competitors and potential competitors have products that are commercially available and/or in development. We expect some products currently in development to become commercially available in the next few years. Further, our products may not be competitive with other alternatives.

Our competitor base may change or expand as we continue to develop and commercialize our software platform in the future. Competitors may develop products that utilize advanced technology similar to ours (such as computer vision, AI and ML) in a more effective way, or new technologies or products that provide superior results to customers or are less expensive than our software platform. Our technologies and software platform could be rendered obsolete by such developments.

Our competitors may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing, manufacturing and other resources than we do, or may be more successful in attracting potential customers, employees and strategic partners. In addition, potential customers could have long-standing or contractual relationships with competitors. Potential customers may be reluctant to adopt our software product, particularly if they compete with or have the potential to compete with, or diminish the need/utilization of software product or technologies provided by any of our competitors with whom they may have an existing relationship. If we are not able to compete effectively, our business, prospects, financial condition and operating results will be adversely affected.

In addition, because we operate in new and evolving markets, the actions of our competitors could adversely affect our business. Adverse events such as product defects or legal claims with respect to competing or similar products could cause reputational harm to the AI/ML software or robotics markets as a whole and, accordingly, our business.

We may not be able to complete or enhance our product offerings through our research and development efforts.

In order to produce a commercial version of our AI/ML Software Platform, we need to complete our development efforts. Even after introduction of a commercial version of our platform, we will also likely need to continue to advance and evolve the product in response to the evolving demands of our customers in the various industries we expect to serve. Our AI/ML Software Platform is in the early stages of development and commercialization. We will incur significant additional product development efforts and expenses, and we may not be successful in commercializing or marketing our software platform at all or within our currently expected timelines or available resources.

We expect to manage our product development efforts for our AI/ML Software Platform through the development of a pre-commercial product for testing and evaluation. We also make iterative improvements throughout the development process. If we fail to adequately communicate to customers product improvements throughout the development process, or if customer feedback is not adequately reflected in our product improvements, customers may not be persuaded of the value of our software platform. If we fail to generate demand by developing a software platform that incorporates features desired by customers, we may fail to generate revenue sufficient to achieve or maintain profitability. We have in the past experienced with respect to our hardware products and may in the future experience delays in various phases of product development, including during research and development, limited release testing, and marketing and customer education efforts. Further, delays in product development would postpone demonstrations and customer testing, which are important opportunities for customer engagement, and cause us to miss expected timelines. Such delays could cause customers to delay or forgo purchases of our software platform, or to purchase competitors' products. Even if we are able to successfully develop our software platform when anticipated, we may not produce sales in excess of the costs of development, and our software platform may be quickly rendered obsolete by changing customer preferences or the introduction by competitors of products embodying new technologies or features. If we are unable to successfully manage our product development and communications with customers, customers may choose to not adopt or purchase our software platform, which would adversely affect our business, prospects, financial condition and operating results.

Risks Related to Our Operations & Growth

Real or perceived design flaws, errors, defects, glitches, bugs or malfunctions in our AI/ML Software Platform, failure of our AI/ML Software Platform to perform as expected, connectivity issues or user errors can result in lower than expected return on investment for customers, personal injury or property damage and significant security or safety concerns, each of which could materially and adversely affect our results of operations, financial condition or reputation.

The design, development and marketing of our AI/ML Software Platform involve certain inherent risks. Real or perceived Defects, connectivity issues, unanticipated use of our software platform, user errors or inadequate disclosure of risks relating to the use of our software platform, among others, can lead to injury, property damage or other adverse events. We plan to conduct extensive testing of our software platform, in some instances in collaboration with our customers, to ensure that any such issues can be identified and addressed in advance of commercial launch. However, we may not be able to identify all such issues or, if identified, efforts to address them may not be effective in all cases, and our product testing may not be adequate. We plan to conduct investigations, where applicable, to identify the cause or causes of incidents and, when appropriate, implement changes to testing protocols or to the systems and solutions to prevent such incidents from reoccurring. However, any implemented improvements may not fully prevent similar or other incidents in the future. Moreover, because of the size and weight of the third-party systems that may in the future use our AI/ML Software Platform, and the nature and variability of the environments in which we expect this software to be used, adverse events relating to the use of our software platform could include significant injuries or even death. To the extent that Defects or connectivity issues are discovered during or after the development of the platform, we may experience delays in the development and/or sale of the platform while the issues are resolved. If the issues cannot be adequately resolved, production of the platform may not occur and/or resume.

In addition, we may not be aware of design Defects until injury to person or property has occurred. Such adverse events could lead to safety alerts relating to our software platform (either voluntary or required by governmental authorities), and could result, in certain cases, in the removal of our software platform from the market. Defects could also result in negative publicity, damage to our reputation or, in the event of regulatory developments, delays in new product approvals.

Complex software may frequently experience errors, especially when first introduced. Our software may experience errors or performance problems in the future. A failure of any part of our AI/ML Software Platform could result in property damage, serious injury or even death. We plan to implement bug fixes and upgrades as part of our regular system maintenance, which may lead to system downtime. Even if we are able to implement the bug fixes and upgrades in a timely manner, customers and operators also may fail to install updates and fixes to the software for several reasons, including poor connectivity or inattention. Any such occurrence could cause delay in market acceptance of our software platform, damage to our reputation, increased service and warranty costs, product liability claims and loss of revenue.

We anticipate that in the ordinary course of business we may be subject to product liability claims alleging defects in the design of our software platform. A product liability claim, regardless of its merit or eventual outcome, could result in significant legal defense costs and high punitive damage payments, damage our reputation or require significant costs to redesign or fix our software platform. Although we maintain product liability insurance, the coverage is subject to deductibles and limitations, and may not be adequate to cover future claims.

Even if our AI/ML Software Platform performs properly and is used as intended, if personal injuries occur while operating third-party products that use our AI/ML software, we could be exposed to liability and our results of operations, financial condition and reputation may be adversely affected.

Third-party systems that may in the future use our AI/ML Software Platform contain complex technology and must be used as designed and intended in order to operate safely and effectively. Customers may not use the platform as designed and intended. In addition, we cannot predict all the ways in which the use or misuse of our platform can lead to injury or damage to property, and our training resources and safety systems may not be successful at preventing all incidents. If personal injury or damage to property were to occur while operating our platform in a manner consistent with our training and instructions or otherwise, we could be exposed to liability and our results of operations, financial condition and reputation may be adversely affected.

We may use "open source" software, which could negatively affect our ability to offer our AI/ML Software Platform and subject us to possible litigation.

Our AI/ML Software Platform may use "open source" software provided by third parties. Open source software is generally freely accessible, usable and modifiable, and is made available to the general public on an "as-is" basis under the terms of a non-negotiable license. Use and distribution of open source software may entail greater risks than use of third-party commercial software or internally developed software. Open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or other claims relating to violation of intellectual property rights or the quality of the software. In addition, certain open source licenses, like the GNU Affero General Public License, may require us to offer for no cost the components of our platform that incorporate the open source software, to make available source code for modifications or derivative works we create by incorporating or using the open source software or to license our modifications or derivative works under the terms of the particular open source license. If we are required under the terms of an open source license to release our proprietary source code to the public, competitors could create similar products with lower development effort and time, which ultimately could result in a loss of sales for us.

We may also face claims alleging noncompliance with open source license terms or infringement, misappropriation or other violation of open source technology. These claims could result in litigation or require us to purchase a costly license, devote additional research and development resources to re-engineer our platform, discontinue the sale of our software product if re-engineering could not be accomplished on a timely or cost-effective basis, or make generally available our proprietary code in source code form, any of which would have a negative effect on our business and operating results, including being enjoined from the offering of the components of our platform that contained the open source software. We could also be subject to lawsuits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, have a negative effect on our operating results and financial condition and require us to devote additional research and development resources to re-engineer our platform.

Although we monitor use of open source software and try to ensure that none is used in a manner that would subject our platform to unintended conditions, few courts have interpreted open source licenses, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our AI/ML Software Platform. We cannot guarantee that we will incorporate open source software in our platform in a manner that will not subject us to liability, or in a manner that is consistent with our current policies and procedures.

Our business and prospects depend significantly on our ability to build our brand. We may not succeed in establishing, maintaining and strengthening an effective brand, and our brand and reputation could be harmed by negative publicity regarding us or our AI/ML Software Platform.

Our business and prospects are dependent on our ability to develop, maintain and strengthen our brand. If we do not continue to establish, maintain and strengthen our brand, we may lose the opportunity to build a critical mass of customers. We believe that our inability to successfully commercialize our hardware products, and our resulting financial performance, damaged our prior brand. As a result, in March 2024 we changed our name to Palladyne AI Corp. and intend to brand our AI software products accordingly, which could be costly and may not be well received by our existing and potential customers. Promoting and positioning our brand will likely depend significantly on our ability to provide high quality software and engage with our customers as intended. To promote our brand, we may be required to change or expand our customer development and branding practices, which could result in substantially increased expenses. If we do not develop and maintain a strong brand, our business, prospects, financial condition and operating results will be materially and adversely impacted.

In addition, if safety incidents occur or are perceived to have occurred, whether or not such incidents are our fault, we could be subject to adverse publicity or resistance by our customers. In particular, given the popularity of social media, any negative publicity, whether true or not, could quickly proliferate and harm perceptions and confidence in our brands. Furthermore, there is the risk of potential adverse publicity related to our partners whether or not such publicity is related to their collaboration with us. Our ability to successfully position our brand could also be adversely affected by perceptions about the quality of our competitors' products.

Our management team has broad discretion in making strategic decisions to execute our growth plans, and our management's decisions have not always led to the desired result. Current and future decisions may not be successful in achieving our business objectives or may have unintended consequences that negatively impact our growth prospects.

Our management has broad discretion in making strategic decisions to execute our growth plans and may devote time and company resources to new or expanded product offerings, potential acquisitions or strategic alliances, prospective customers or other initiatives that do not necessarily improve our operating results or contribute to our growth. For example, we recently determined to pivot our business to focus on the development of our commercial AI/ML Software Platform in lieu of hardware products because we believe this strategy meets our previously announced goal of pursuing significant near-term revenue tied to acute customer needs and reduces our capital requirements and related risks in line with available resources. However, this strategy may not prove to be effective. Any failure by management to make strategic decisions that are ultimately accretive to our growth may result in unfavorable returns and uncertainty about our prospects, each of which could cause the price of our Common Stock to decline and have a material adverse effect on our business, prospects, financial condition and results of operations.

If we fail to effectively manage our business, we may not be able to design, develop, market and commercialize our software product successfully.

Any failure to manage our business effectively could materially and adversely affect our prospects, financial condition and operating results. As we work to grow our business, we may need to manage the following activities, among others:

- maintaining effective management, engineering and other teams;
- retaining and recruiting individuals with the appropriate relevant experience;
- hiring and training new personnel;
- commercializing our AI/ML Software Platform;
- forecasting revenue and implementing enterprise resource planning (ERP) systems;
- entering into relationships with one or more third-party service providers or partners, including in relation to the development and commercialization of our AI/ML Software Platform;
- potentially carrying out acquisitions and entering into collaborations, in-licensing arrangements, joint ventures, strategic alliances or partnerships;
- expanding and enhancing internal information technology, safety and security systems;
- establishing or expanding sales and customer service organizations;
- conducting demonstrations and customer trials of our software platform; and
- implementing and enhancing administrative infrastructure, systems, controls and processes.

We conducted two RIFs during 2023, the July 2023 RIF, affecting approximately 24% of our workforce at the time, and the November 2023 RIF, affecting approximately 70% of our workforce at the time, as we evaluated our business, organization, prospects and resources and ultimately decided to focus on our AI/ML Software Platform. However, these RIFs, in particular the November 2023 RIF, has placed and will continue to place additional strain on our existing resources, and we could experience systemic operating difficulties in managing our business and implementing controls and other business processes, resource constraints in our product development and commercialization efforts, or other limitations or difficulties that are difficult to predict at this time.

We may be unable to adequately control the costs associated with our operations.

We will require significant capital to develop and grow our business, including developing our commercial AI/ML Software Platform, establishing or expanding our design, research and development, sales and maintenance and service capabilities and building our brands. We have incurred and expect to continue incurring significant expenses which will impact our profitability, including research and development expenses, sales and marketing expenses as we build our brand and market our software platform and general and administrative expenses. Although the RIFs and other cost-saving measures have significantly reduced expenses, the amount of savings may not be as much as we expect or take longer to achieve than expected. Some of the factors that may lead to cost increases or reduced cost decreases are outside of our control, such as national or global geopolitical and economic conditions, including inflation and interest rates. In addition, we may incur significant costs upgrading or fixing Defects in our software platform. Our ability to become profitable in the future will not only depend on our ability to complete the design and development of our software platform to meet customer needs and identify and investigate new areas of demand and successfully market our software product, but also on our ability to sell our AI/ML Software Platform at a price needed to achieve sufficient margins and cover our cash outlay, including the risks and costs associated with any warranty obligations. If we are unable to efficiently design, develop, market, deploy, distribute and service our software platform in a cost-effective manner, our operating results, financial condition and prospects would be materially and adversely affected.

We expect to incur substantial research and development costs and devote significant resources to developing and commercializing our AI/ML Software Platform, and we may never reach profitability and/or achieve significant or any revenues.

Our future growth depends on penetrating new markets, adapting our AI/ML Software Platform to new applications and customer requirements and introducing new features and functionality that achieve market acceptance. We expect to incur substantial, and potentially increasing, research, development, sales and marketing costs as part of our efforts to design, develop, enhance, and commercialize our AI/ML Software Platform. Our research and development program may not produce successful results or, be sufficient to adapt to new or changing technologies (such as AI), and our products may not achieve market acceptance, create additional revenue or become profitable.

Our AI/ML Software Platform requires certain limited hardware components, and we are dependent on our suppliers, some of which are currently single, sole or limited source suppliers. Any inability of these suppliers to deliver necessary components of our products at prices, volumes, performance, timing and specifications acceptable to us could have a material adverse effect on our business, prospects, financial condition and operating results.

We plan to maintain a limited set of suppliers for the minimal hardware components that will be offered with our AI/ML Software Platform. We expect most of our suppliers to be based in the United States. In some cases, we have sole source (where the component is only available from a single vendor, often as a result of customization for our use) or single source (where we purchase from a single vendor but there are alternative sources of the component) suppliers. We seek to minimize our dependence on sole or single source suppliers in order to reduce risk in our supply chain, including the risk of losing a sole or single source supplier due to bankruptcy, discontinuing production of the particular component or some other reason. However, some of the components used in our products may have to be purchased by us from a single source and some may only be available from a sole source. If our third-party suppliers are unable to supply key components and materials in the required volumes, at the needed times or at acceptable prices, our sales, revenue and profitability will likely be adversely affected and we may not be able to meet our obligations to customers. Our third-party suppliers may also not be able to meet the specifications and performance characteristics required by us, which would impact our ability to achieve our product specifications and performance characteristics as well. Additionally, our third-party suppliers may be unable to obtain required certifications or provide warranties for their products that are necessary for our solutions. If we are unable to obtain components and materials used in our products from our suppliers, our business would be adversely affected.

We have less negotiating leverage with suppliers than larger and more established companies and may not be able to obtain favorable pricing and other terms. For example, agreements with suppliers may include terms that are unfavorable to us, such as requirements that we order components and manufacture systems and solutions in excess of our demand due to minimum order quantity requirements or minimum price thresholds. While we believe that we may be able to establish alternate supply relationships and can obtain or engineer replacement components for our single source components, we may be unable to do so in time to support our production needs, or at all, or at prices or quality levels that are favorable to us. Further, we may not be able to develop satisfactory alternatives to sole-sourced components. Any inability to find satisfactory alternatives to our single- and sole-sourced component suppliers, whether due to bankruptcy of the supplier, a decision to discontinue manufacturing the component or for any other reason, could affect our costs and component availability and have a material adverse effect on our business, prospects, financial condition and operating results.

Furthermore, fluctuations or shortages in raw materials or components and other economic conditions may cause us to experience significant increases in freight charges and material costs. Substantial increases in the prices for our materials would increase our operating costs and could reduce our margins if the increased costs cannot be recouped through increased sales prices.

We face risks related to wars, natural disasters, health epidemics and other calamities, and supply chain disruption, any of which could significantly disrupt our operations.

Our facilities or operations, or any potential third-party suppliers, partners, or service providers could be adversely affected by events outside of our or their control, such as natural disasters, wars, health epidemics, and other calamities and force majeure events. Our backup system does not capture data on a real-time basis and we may be unable to recover certain data in the event of a server failure. Our backup system may not be adequate to protect us from the effects of fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events. Any of the foregoing events may give rise to interruptions, breakdowns, system failures, technology platform failures or internet failures, which could cause the loss or corruption of data or the malfunction of software or hardware, which could significantly disrupt our operations. Additionally, depending upon any potential health pandemics, epidemics or outbreaks that may emerge, our potential customers and partners may suspend or delay their engagement with us or take other actions or experience their own negative impacts, any of which could result in a material adverse effect on our financial condition and ability to meet current timelines. The COVID-19 pandemic adversely affected our ability to recruit skilled employees to join our team, conduct research and development activities and engage with development customers, and it or other similar events could do so again and may impede our product development timelines.

Events impacting our supply chain could be caused by factors beyond the control of our suppliers or us, including labor actions, increased demand, problems in production or distribution and/or disruptions in third-party logistics, information technology or transportation systems. Some of our key suppliers are relatively small companies that could be especially susceptible to these risks. In addition, global events in recent years have resulted in widespread global supply chain disruptions to vendors including critical supply chain shortages, labor shortages, significant material cost inflation and extended lead times for items that are required for our operations. Any such interruptions to our supply chain could increase our costs and could limit the availability of products critical to our operations.

Risks Related to Our Finances

Our business plans require a significant amount of capital. Our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or our ability to pay dividends. If we require additional capital and are not able to secure new funding, we may not be able to continue our business operations.

Although we believe we have sufficient capital to fund our business for at least the next 12 months, we may seek additional financing during that time to bolster our cash reserves and ensure our ability to continue to pursue our business objectives. Our current business plans may require us to secure additional financing prior to achieving positive operating cash flows, and we do not anticipate achieving positive operating cash flows in the near term. As a result, we intend to continue monitoring our liquidity, financial and business results and outlook and market conditions, and may be opportunistic and raise capital when we consider market conditions are good or a favorable opportunity exists to bolster our cash reserves, reduce our financial risk, help finance research and development costs and pursue business objectives. Any delays in the successful commercialization and sales of our software product will negatively impact our ability to generate revenue, our profitability and our overall operating performance and result in the need to raise additional capital sooner than expected.

Even if we generate positive operating cash flows, we may need to raise significant amounts of additional capital to fund our business thereafter, including to finance ongoing research and development costs, any significant unplanned or accelerated expenses and new strategic alliances or acquisitions. The fact that we have limited experience commercializing our software product, coupled with our belief that our AI/ML Software Platform represents a significant technology advancement, means we have limited to no historical data on the demand for our software platform. In addition, we expect our expenses to continue to be significant in the foreseeable future as we complete the development and launch of our commercial software platform, and that our level of cash usage will be significantly affected by customer demand for our platform. As a result, our future capital requirements are uncertain and actual capital requirements may be different from those we currently anticipate. We may need to seek equity or debt financing to finance our expenses and capital expenditures, and such financing might not be available to us in a timely manner or on terms that are acceptable, or at all. Even if available, the sale of additional equity or equity-linked securities could dilute our stockholders, and the incurrence of indebtedness would result in debt service obligations and could result in operating and financing covenants that would restrict our operations.

Our ability to obtain any necessary financing to carry out our business plan is subject to a number of factors, including general market conditions and investor acceptance of our business model. Current capital market conditions, including the impact of inflation, have increased borrowing rates and can be expected to significantly increase our cost of capital as compared to prior periods should we seek additional funding. Moreover, global capital markets have undergone periods of significant volatility and uncertainty in the past, and there can be no assurance that such financing alternatives will be available to us on favorable terms or at all, should we determine it necessary or advisable to seek additional capital.

These factors may make the timing, amount, terms and conditions of such financing unattractive or unavailable to us. If we are unable to raise sufficient funds if and when needed, we will have to significantly reduce our spending, delay or cancel our planned activities or substantially change our corporate structure or potentially cease operations and liquidate. We might not be able to obtain any funding, and might not have sufficient resources to conduct our business as projected or at all, either of which could mean that we would be forced to curtail or discontinue our operations.

If we cannot raise additional funds when we need or want them, our operations, prospects and financial condition would be materially and adversely affected.

Our recent initiatives to improve our cost structure, including significant workforce reductions, may not result in the anticipated savings, could result in total costs and expenses that are greater than expected and could disrupt our business.

We have conducted two RIFs in the past year, one in July 2023, affecting approximately 24% of our workforce at the time, and another in November 2023, affecting approximately 70% of our workforce at the time. These efforts are expected to result in significant annualized cost savings. However, we may incur additional expenses not currently contemplated due to events associated with the RIFs or otherwise. The annualized cost savings are estimates and subject to a number of assumptions, and actual results may differ materially. We may not realize, in full or in part, the anticipated benefits and savings from the RIFs due to unforeseen difficulties, delays or unexpected costs. If we are unable to realize the expected operational efficiencies and cost savings from the RIFs, our operating results and financial condition would be adversely affected. In addition, we may need to undertake additional workforce reductions or restructuring activities in the future. Furthermore, our initiatives to improve our cost structure, including the RIFs, may be disruptive to our operations. For example, our workforce reductions have resulted in and may continue to result in some attrition beyond planned staff reductions, and may lead to the loss of institutional knowledge and expertise, increased difficulties in our day-to-day operations, pressure on our controls and processes and reduced employee morale. We may need to seek contractor support due to unwanted attrition at unplanned additional expense or harm our productivity. In addition, we may be unsuccessful in distributing the duties and obligations of departed employees that are necessary to our operations among our remaining employees or to contractors, which could result in disruptions to our operations. Our workforce reductions could also harm our ability to attract and retain qualified personnel who are critical to our business, and make it difficult for us to pursue new opportunities and initiatives and require us to hire qualified replacement personnel. Any failure to attract or retain qualified personnel could prevent us from successfully developing or selling our software platform, which would adversely affect our business, financial condition, and results of operations.

Our financial results may vary significantly from period to period due to fluctuations in our operating costs, revenues (including from development contracts), product demand and other factors.

We expect our period-to-period financial results to vary based on our operating costs and product demand, which we anticipate will fluctuate as the pace at which we continue to design, develop and release software products. Additionally, as we commercialize our AI/ML Software Platform and/or achieve revenue from government or development contracts, we expect our revenue from period to period to fluctuate, including as we introduce new products, features or functionality or introduce our AI/ML Software Platform to new markets for the first time, and as product development contract revenue fluctuates. As a result of these factors, we believe that quarter-to-quarter comparisons of our operating results, especially in the near term, are not necessarily meaningful and that these comparisons cannot be relied upon as indicators of future performance. Moreover, our operating results may not meet expectations of equity research analysts, ratings agencies or investors, who may be particularly focused on quarterly financial results. If any of this occurs, the trading price of our securities could fall substantially, either suddenly or over time, and/or experience significant volatility.

We are highly dependent on the services of our senior management and other key employees and, if we are unable to attract, integrate and retain a sufficient number of qualified employees, our ability to develop and commercialize our AI/ML Software Platform, operate our business and compete could be harmed.

Our success depends, in part, on our ability to retain our key personnel. The unexpected loss of or failure to retain one or more of our senior managers or other key employees could delay product development and require outsourcing to third parties, each of which in turn could adversely affect our business. For example, we are highly dependent on the services of our AI/ML Software Platform leadership team, in particular our Chief Technology Officer, Dr. Denis Garagic. Dr. Garagic has a significant influence on our AI/ML Software Platform development efforts and our business plan. If he were to discontinue service due to death, disability or any other reason, we may be significantly disadvantaged and his departure or the departure of other key contributors to our software and technology development efforts could result in delays in product development, or potentially an inability to successfully complete development of our AI/ML Software Platform at all, which would materially and adversely harm our business, results of operations and financial condition. Further, we may have difficulty finding, or be unable to find, qualified successors to any such persons should they depart the Company. If we are unable to successfully complete development of our AI/ML Software Platform in a timely manner, whether due to the departure of any such persons or otherwise, we may not have sufficient time or resources to pursue alternative plans or opportunities and may need to cease operations. We do not maintain key-person insurance for any of our senior management.

We have experienced and may continue to experience changes in our senior management team. For example, Benjamin G. Wolff recently rejoined the Company's executive team as President and Chief Executive Officer effective February 23, 2024 replacing Laura J.

Peterson, who has been our President and Chief Executive Officer since May 2023. In connection with this change in management, we anticipate that there will be changes to the Company's operations and also possibly to some of our key strategies and tactical initiatives over time. If we do not successfully implement and adapt to these changes they may not lead to the desired improvement in our business and results of operation. This in turn, could have a material adverse effect on our business. Our future performance will depend, in part, on the successful transition of our workforce to our new operating and organizational structure following our recent RIFs. Our inability to successfully manage these transitions, could be viewed negatively by our customers, employees, investors and other third-party partners, and could have an adverse impact on our business and results of operations.

Our success also depends, in part, on our ability to identify, hire, attract, train and develop other highly qualified personnel as needed, specifically AI/ML software engineers. Because of the innovative and advanced nature of our technology, individuals with the necessary experience have not been, and likely will continue not to be, readily available to hire, and as a result, we may need to expend significant time and expense to recruit and retain experienced employees and appropriately train any newly hired employees. Integrating new employees can also cause disruptions to processes, projects, culture, priorities and the Company as a whole. We face intense competition for experienced and highly skilled employees, specifically AI/ML software engineers, from numerous other companies, including other software and technology companies, many of whom have greater financial and other resources than we do, and our ability to hire, attract and retain them depends on our ability to provide competitive compensation. We may not be able to attract, assimilate, develop or retain qualified personnel in the future, and our failure to do so could adversely affect our business, including the execution of our strategy. Further, in connection with our recent RIFs, we have re-organized our operations, which has resulted in some employees having different reporting relationships, team members or responsibilities, which could result in delays or other operational difficulties as employees become accustomed to the new organizational structure. Our recent RIFs may also cause us to experience increased difficulty attracting and retaining highly qualified personnel. We may incur significant costs to attract and retain qualified personnel, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and we may lose new employees to competitors or other companies before we realize the benefit of our investment in recruiting and training them. Moreover, new employees may not be or become as productive as we expect, or may not fit culturally, and long-term employees may not embrace new leaders, priorities, methods, processes or other changes and may decide to leave or not perform as well as they did in the past, as we may face challenges in adequately or appropriately integrating them into our workforce and culture.

Our headquarters are in Salt Lake City, Utah, which has fewer highly skilled employees in the AI/ML software and robotics fields than some other major metropolitan areas. In addition, as part of the pivot in strategy announced on November 14, 2023 to focus on our AI/ML Software Platform, we determined to close our facility in Pittsburgh, Pennsylvania and may no longer be able to attract highly skilled employees in that location. To attract and retain key personnel, we may need to open offices in other areas of the country, which could increase costs and reduce productivity. Any failure by our management team and our employees to perform as expected may have a material adverse effect on our ability to design and launch our software product or to operate our business and compete, as well as on our business, prospects, financial condition and operating results.

We incur significant expenses and administrative burdens as a publicly-traded company, which could have a material adverse effect on our business, prospects, financial condition and operating results.

As a publicly-traded company, we are incurring legal, accounting and other expenses that we previously did not have, and these expenses may increase as we continue to implement and strengthen controls, processes and systems and employ related personnel and after we are no longer an emerging growth company, as defined in Section 2(a) of the Securities Act. We are subject to reporting and other requirements of the Exchange Act, the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, as well as rules adopted by the SEC and Nasdaq. Our management and other personnel devote a substantial amount of time to these compliance initiatives. We may need to hire additional employees to support our operations as a public company, which will increase our operating costs in future periods. Moreover, these rules and regulations have substantially increased our legal and financial compliance costs and make some activities more time-consuming and costly. These increased costs have increased our net loss. For example, it has been more difficult and more expensive for us to obtain director and officer liability insurance and we have incurred substantially higher costs to obtain appropriate coverage than we incurred as a private company. We cannot accurately predict or estimate the amount or timing of all the additional costs we may incur. Being a public company could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. Such increased expenses and administrative burdens involved in operating as a public company consume significant financial resources and any increases could have a material adverse effect on our business, financial condition and operating results.

If we fail to maintain and strengthen effective systems of disclosure controls and procedures and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely affected.

We expect that the requirements of the Exchange Act, the Sarbanes-Oxley Act and the rules and regulations of Nasdaq will continue to result in significant legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls, internal control over financial reporting and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers in a timely manner. The development and implementation of the processes and controls necessary for us to achieve the level of accounting standards required of a public company have increased and may continue to increase our legal and compliance costs, and such costs may be greater than expected.

We have previously identified material weaknesses in our internal control over financial reporting, and undertook remediation efforts to address the identified deficiencies and concluded that each material weakness was remediated as of December 31, 2021 and June 30, 2022, respectively. Our current controls and any new controls that we develop may be inadequate because of changes in conditions of our business or otherwise. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could adversely affect our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal controls also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting to the extent we are required to include such evaluations and reports in our periodic reports that we file with the SEC under Section 404 of the Sarbanes-Oxley Act. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information.

In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we expect to continue to expend significant resources, including accounting-related costs, and provide significant management oversight. Any failure to maintain the adequacy of our internal controls, or consequent inability to produce accurate financial statements on a timely basis, could increase operating costs and could materially and adversely affect our ability to operate our business. If our internal controls are or are perceived to be inadequate or if we are or are perceived to be unable to produce timely or accurate financial statements, investors may lose confidence in our operating results and the trading price of our securities could decline. In addition, if our financial statements are not filed on a timely basis, we could be subject to sanctions, enforcement actions or investigations by Nasdaq, the SEC or other regulatory authorities or to private litigation. As a result, any failure to maintain effective internal control over financial reporting could result in a material adverse effect on our business and the price of our Common Stock.

Our independent registered public accounting firm is not required to formally attest to the effectiveness of our internal control over financial reporting until after we are no longer an emerging growth company. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed or operating. Any failure to maintain effective disclosure controls and procedures and internal control over financial reporting could have a material and adverse effect on our business, prospects, financial condition and operating results.

Our ability to use net operating loss carryforwards and other tax attributes may be limited in connection with ownership changes.

We have incurred losses during our history and do not expect to become profitable in the near future, and we may never achieve profitability. To the extent that we continue to generate tax losses, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire.

Under the Tax Cuts and Jobs Act of 2017 (the Tax Act), as modified by the Coronavirus Aid, Relief and Economic Security Act of 2020 (the CARES Act), U.S. federal net operating loss carryforwards generated in taxable periods beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80% of taxable income. States may not conform to the Tax Act or the CARES Act in their entirety, if at all. Suspensions or other restrictions on the use of net operating losses or tax credits, possibly with retroactive effect, may result in our existing net operating losses or tax credits expiring or otherwise being unavailable to offset future income tax liabilities.

In addition, our net operating loss carryforwards are subject to review and possible adjustment by the Internal Revenue Service and state tax authorities. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the “Code”), these U.S. federal net operating loss carryforwards and other tax attributes may become subject to an annual limitation in the event of certain cumulative changes in the ownership of our company. An “ownership change” pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5% of a company’s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Our ability to utilize net operating loss carryforwards and other tax attributes to offset future taxable income or tax liabilities may be limited as a result of ownership changes. Similar rules may apply under state tax laws. If we earn taxable income, such limitations could result in increased future income tax liability to us and our future cash flows could be adversely affected. We have recorded a full valuation allowance related to our net operating loss carryforwards and other deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets.

We have been and may in the future be subject to risks associated with strategic relationships or transactions and may not identify or form desired strategic relationships in the future.

We may seek to enter into strategic alliances, joint ventures, minority equity investments, acquisitions, collaborations and in-license arrangements. There is no guarantee that any of these partnerships or acquisitions would lead to any binding agreements or lasting or successful business relationships with third parties or that any of the other anticipated benefits will be achieved. If any of these relationships are established, they may subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the third-party and increased expenses in establishing new relationships, any of which could materially and adversely affect our business. We may have limited ability to monitor or control the actions of these third parties and, to the extent any of these strategic partners suffers negative publicity or harm to their reputation from events relating to their business, we may also suffer negative publicity or harm to our reputation by virtue of our association with any such third-party.

We expect that strategic business relationships will be an important factor in the growth and success of our business. However, we may not be able to identify or secure suitable business relationship opportunities in the future or our competitors may capitalize on such opportunities before we do. Moreover, identifying such opportunities could require substantial management time and resources, and negotiating and financing relationships involves significant costs and uncertainties. If we are unable to successfully source and execute on strategic relationship opportunities in the future, our overall growth could be impaired, and our business, prospects, financial condition and operating results could be materially adversely affected.

When appropriate opportunities arise, we have in the past, and may in the future acquire additional assets, products, technologies or businesses that are complementary to our existing business. From time to time, the sellers of these assets, products and technologies or businesses may retain certain rights to the technology that they sell to us, which in some circumstances could allow the sellers to compete with us. In addition to possible stockholder approval, we may need approvals and licenses from relevant government authorities for acquisitions and to comply with any applicable laws and regulations, which could result in delays and costs, and may disrupt our business strategy if we fail to do so. Furthermore, acquisitions and the subsequent integration of new assets and businesses into our own require significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our operations and financial results. Acquired assets or businesses may not generate the financial results we expect. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business. For example, we have previously experienced an impairment of all of the goodwill associated with our acquisition of RE2. Moreover, the costs of identifying and consummating acquisitions may be significant.

Risks Related to Claims, Legal and Regulatory Compliance

Issues in the development and use of AI/ML, combined with an uncertain regulatory environment, may result in reputational harm, liability or other adverse consequences to our business operations.

AI/ML technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. The introduction of AI/ML technologies into new or existing products may result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, ethical concerns or other complications that could adversely affect our business, reputation or financial results or limit the functionality of our software platform or our ability to sell our software platform. Governmental bodies have implemented laws and are considering further regulation of AI/ML technologies that could negatively impact our ability to use and develop platforms and products incorporating these technologies. For example, on October 30, 2023 the Biden administration issued an Executive Order to, among other things, establish extensive new standards for AI safety and security. Additionally, the European Union has proposed certain legislation, such as the EU AI Act, which was adopted by the European Parliament on March 13, 2024. The EU AI Act imposes significant obligations related to the use of AI/ML related systems and is anticipated to be augmented by secondary legislation in the EU. Other jurisdictions may decide to adopt similar or more restrictive legislation that may render the use of such technologies challenging. If such legislation, or similar regulations in other jurisdictions, is enacted, compliance with such obligations may be difficult, onerous, and costly, and could adversely affect our business, reputation, financial condition, results of operations, and growth prospects. Further, the intellectual property ownership and license rights, including copyright, surrounding AI/ML technologies has not been fully addressed by U.S. courts or other federal or state laws or regulations, and the use or adoption by our customers of third-party AI/ML technologies into robotic products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation or infringement.

Uncertainty around new and emerging AI/ML technologies, may require additional investment in the development and maintenance of proprietary datasets and ML models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections and safeguards for handling the use of data with AI technologies, which may be costly and could impact our expenses as we utilize AI/ML technologies within our products. The use of AI/ML technologies presents emerging ethical and social issues, and if we enable or offer solutions that draw scrutiny or controversy due to their perceived or actual impact on customers or on society as a whole, we may experience brand or reputational harm, competitive harm and/or legal liability. These challenges may make it harder for us to conduct our business using AI, and may lead to regulatory fines or penalties, require us to change our product offerings or business practices, or prevent or limit our use of AI. If we cannot use AI, or that use is restricted, our business may be less efficient, or we may be at a competitive disadvantage. Any of these factors could adversely affect our business, financial condition, and results of operations.

Changes in tax laws could have a material adverse effect on our business, cash flows, results of operations or financial condition.

We are subject to the tax laws, regulations, and policies of several taxing jurisdictions. Changes in tax laws, as well as other factors, could cause us to experience fluctuations in our tax obligations and effective tax rates or otherwise adversely affect our tax positions and/or our tax liabilities. For example, many countries and local jurisdictions and organizations such as the Organization for Economic Cooperation and Development have proposed or implemented new tax laws or changes to existing tax laws. The Tax Act has eliminated the option to deduct research and development expenditures currently and instead requires taxpayers to capitalize and amortize them over five or fifteen years beginning in 2022. The Inflation Reduction Act of 2022 has imposed a 1% excise tax on certain repurchases of stock. Any new tax laws or changes to existing tax laws could adversely affect our effective tax rate, operating results, tax credits or incentives or tax payments, or require our potential customers to pay additional taxes, which could have a material adverse effect on our business, cash flows, results of operations or financial condition.

We may become subject to new or changing governmental regulations relating to the development, marketing, licensing, distribution or use of our AI/ML Software Platform or to the providing of customer service, and a failure to comply with such regulations could lead to delays in launching our platform and/or withdrawal of our platform from the market, delay our projected revenues, increase costs and/or make our business unviable if we are unable to modify our software platform to comply.

We may become subject to new or changing international, national, state and local regulations, including laws relating to the development, marketing, licensing, distribution or use of AI/ML software products, or to the providing of customer service, such as our AI/ML Software Platform. Such laws and regulations may also cover employment, taxation, privacy, data security, data protection, pricing, content, copyrights and other intellectual property, mobile communications, electronic contracts and other communications, consumer protection, unencumbered internet access to our services, the design and operation of websites, and the characteristics and quality of software and services, and may require us to pause sales and modify our software products, which would likely result in a material adverse effect on our revenue and financial condition, especially if implemented on a large scale or in a key market. Such laws and regulations can also give rise to liability, such as fines and penalties or for property damage, bodily injury and cleanup costs. Capital and operating expenses needed to comply with laws and regulations can be significant, and violations may result in substantial fines and penalties, third-party damages, suspension of production or a cessation of our operations. Any failure to comply with such laws or regulations could lead to withdrawal of our software products from the market.

We may be subject to claims, lawsuits, arbitration proceedings, government investigations and other legal, regulatory and administrative proceedings and face potential liability and expenses related thereto, which could have a material adverse effect on our business, operating results and financial condition.

We may be subject to claims, lawsuits, arbitration proceedings, government investigations and other legal, regulatory and administrative proceedings. In addition, we may be subject to the heightened scrutiny that is sometimes directed toward companies taken public via a business combination with a special purpose acquisition company. The outcome of any such claims, investigations or proceedings cannot be predicted with any degree of certainty. In the ordinary course of business we have been and may in the future be the subject of various legal claims. Any such claims, investigations or proceedings against us, whether meritorious or not, could be time-consuming, result in costly litigation, be harmful to our reputation, require significant management attention and divert significant resources, and the resolution of any such claims, investigations or proceedings could result in substantial damages, settlement costs, fines or penalties that could adversely affect our business, financial condition or operating results or result in harm to our reputation and brand, sanctions, consent decrees, injunctions or other remedies requiring a change in our business practices.

Further, under certain circumstances we have or may take on contractual or other legal obligations to indemnify and to incur legal expenses on behalf of investors, directors, officers, employees, customers, vendors or other third-parties. For example, our Amended and Restated Bylaws (the "Bylaws") provide that we will indemnify our directors and officers, and may indemnify our employees, agents and other persons, to the fullest extent permitted by the Delaware General Corporation Law. We have also entered into indemnification agreements with directors and officers that require us, among other things, to indemnify them against claims that may arise due to their service in those capacities. These indemnification agreements also require us to advance expenses reasonably and actually incurred by them in investigating or defending any such claims, and it may be difficult or impossible to recover any advanced expenses if it turns out the person was not entitled to indemnification. If we are required or agree to defend or indemnify, or advance expenses to, any of our investors, directors, officers, employees, customers, vendors or other third-parties, we could incur material costs and expenses that could adversely affect our business, results of operations or financial condition.

We are subject to evolving laws, regulations, standards, policies and contractual obligations related to data privacy and security, and our actual or perceived failure to comply with such obligations could harm our reputation, subject us to significant fines and liability or otherwise adversely affect our business, prospects, financial condition and operating results.

We are subject to or affected by a number of national, state and local laws and regulations, as well as contractual obligations and industry standards, that impose certain obligations and restrictions with respect to data privacy and security, and govern our collection, storage, retention, protection, use, processing, transmission, sharing and disclosure of personal information, including that of our employees, customers and others. Many jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities and others of security breaches involving certain types of data. Such laws may be inconsistent or may change or additional laws may be adopted. In addition, our agreements with certain customers may require us to notify them in the event of a security breach or incident. Such mandatory disclosures are costly and could lead to negative publicity, penalties, fines, litigation and other proceedings or cause our customers to lose confidence in the effectiveness of our security measures and require us to expend significant capital and other resources to respond to and/or alleviate problems caused by the actual or perceived security breach or incident.

The global data protection landscape is rapidly evolving, and implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. We may not be able to monitor and react to all developments in a timely manner. For example, California adopted the California Consumer Privacy Act (“CCPA”), which became effective in January 2020. The CCPA establishes a privacy framework for covered businesses, including an expansive definition of personal information and data privacy rights for California residents. The CCPA includes a framework with potentially severe statutory damages and private rights of action. The CCPA was modified and supplement by, the California Privacy Rights Act (“CPRA”), which went into effect on January 1, 2023. Numerous other states have proposed, and in many cases have enacted, laws addressing data privacy and security. For example, Colorado, Connecticut, Delaware, Florida, Indiana, Iowa, Montana, Nebraska, New Jersey, Oregon, Tennessee, Texas, Utah and Virginia have enacted laws similar to the CCPA and CPRA that have taken or will take effect between 2023 and 2026. The U.S. federal government also is contemplating federal privacy legislation. As we expand our operations, the CCPA, CPRA, and other laws and regulations relating to privacy and data security may increase our compliance costs and potential liability. Compliance with any applicable privacy and data security laws and regulations is a rigorous and time-intensive process, and we may be required to put in place additional mechanisms to comply with such laws and regulations.

Additionally, as our international presence expands, we may become subject to or face increasing obligations under laws and regulations in countries outside the United States, many of which, such as the European Union’s General Data Protection Regulation (“GDPR”) and national laws supplementing the GDPR, as well as legislation substantially implementing the GDPR in the United Kingdom, which generally are more stringent than those currently enforced in the United States. The GDPR requires companies to meet stringent requirements regarding the handling of personal data of individuals located in the European Economic Area. The GDPR also includes significant penalties for noncompliance, which may result in monetary penalties of up to the higher of €20 million or 4% of a group’s worldwide turnover for the preceding financial year for the most serious violations. The United Kingdom’s version of the GDPR, which it maintains along with its Data Protection Act, also provides for substantial penalties that, for the most serious violations, can go up to the greater of £17.5 million or 4% of a group’s worldwide turnover for the preceding financial year. Many other jurisdictions globally are considering or have enacted legislation providing for local storage of data or otherwise imposing privacy, data protection and data security obligations in connection with the collection, use and other processing of personal data. As a general matter, compliance with laws, regulations, contractual obligations, industry standards, and any rules or guidance from self-regulatory organizations relating to privacy, data protection, and data security that apply, or are asserted to apply, to our operations may result in substantial costs and may necessitate changes to our business practices, which may compromise our growth strategy, adversely affect our ability to acquire customers, and otherwise adversely affect our business, prospects, results of operations, and financial condition.

We publish privacy policies and other documentation regarding our collection, processing, use and disclosure of personal information and/or other confidential information. Although we endeavor to comply with our published policies and other documentation, we may at times fail to do so or may be perceived to have failed to comply with such policies and other actual or asserted legal or contractual obligations relating to privacy, data protection or data security. Moreover, despite our efforts, we may not be successful in achieving compliance, including if our employees, contractors, service providers or vendors fail to comply with our published policies and documentation. Such failures can subject us to potential action by governmental or regulatory authorities if they are found to be deceptive, unfair, or misrepresentative of our actual practices. Any actual or perceived inability to adequately address privacy and security concerns or comply with applicable laws, rules and regulations relating to privacy, data protection or data security, or applicable privacy notices, could lead to investigations, claims and proceedings by governmental entities and private parties, damages for contract breach and other significant costs, penalties or liabilities. Any such claims or other proceedings could be expensive and time-consuming to defend and could result in adverse publicity. Any of the foregoing may have an adverse effect on our business, prospects, results of operations, and financial condition.

We are subject to cybersecurity risks to our operational systems, security systems, infrastructure and data processed by us or third-party vendors.

Our business and operations may involve the collection, storage, processing and transmission of personal data and certain other sensitive and proprietary data of collaborators, customers and others. Additionally, we maintain sensitive and proprietary information relating to our business, such as our own proprietary information and personal data relating to our employees. An increasing number of organizations have disclosed breaches of their information security systems and other information security incidents, some of which have involved sophisticated and highly targeted attacks. We have been and may in the future be a target for cybersecurity attacks designed to disrupt our operations or to attempt to gain access to our systems, data processed or maintained in our business, trade secrets or other proprietary information or financial resources. Some of our employees work remotely which has increased security risks. In addition, the risk of state-supported and geopolitical-related cybersecurity attacks is believed to be heightened in connection with international conflicts and any related political or economic responses and counter-responses.

We are at risk for interruptions, outages and breaches of (a) operational systems, including business, financial, accounting, product development, data processing or production processes, owned by us or our third-party vendors or suppliers; (b) facility security systems, owned by us or our third-party vendors or suppliers; (c) in-product technology, owned by us or our third-party vendors; (d) our software, including third-party software we license; and (e) customer data that we process or our third-party vendors process on our behalf. Because techniques used to obtain unauthorized access to or to sabotage information systems change frequently and may not be known until launched against a target, we may be unable to anticipate or prevent these attacks, react in a timely manner or implement adequate preventive measures, and we may face delays in our detection or remediation of, or other responses to, security breaches and other privacy-and security-related incidents. Such incidents could: materially disrupt our operational systems; result in loss of intellectual property, trade secrets or other proprietary or competitively sensitive information; compromise certain information of customers, employees, or others; jeopardize the security of our facilities; or affect the performance of in-product technology and the integrated software in our systems. Certain efforts may be state-sponsored or supported by significant financial and technological resources, making them even more difficult to detect, remediate and otherwise respond to.

We plan to include product services and functionality that utilize data connectivity to monitor performance and timely capture opportunities to enhance performance and for safety and cost-saving preventative maintenance. The availability and effectiveness of our services depend on the continued operation of information technology and communications systems. Our systems will be vulnerable to damage or interruption from, among others, physical theft, fire, terrorist attacks, natural disasters, power loss, war, telecommunications failures, viruses, denial or degradation of service attacks, ransomware and other malicious code, social engineering schemes, insider theft or misuse or other attempts to harm our systems. We may face objections to our intended collection or use of data, which may require us to implement new or modified data handling policies and mechanisms, increase our maintenance costs and costs associated with data processing and handling, and harm our business prospects. The use of AI/ML technologies may result in security incidents and our use of AI/ML technologies may create additional cybersecurity risks or increase cybersecurity risks, including risks of security breaches and incidents. Further, AI/ML technologies may be used in connection with certain cybersecurity attacks, including to launch more automated, targeted and coordinated attacks, resulting in heightened risks of security breaches and incidents.

Although we have implemented and are in the process of implementing additional systems and processes that are designed to protect our data and systems within our control, prevent data loss and prevent other security breaches and security incidents, these security measures cannot guarantee security. The IT infrastructure used in our business may be vulnerable to cyber attacks or security breaches or incidents, and third parties may be able to access data, including personal data and other sensitive and proprietary data of ours and our customers, collaborators and partners, our employees' personal data or other sensitive and proprietary data accessible through those systems, or such data otherwise may be subject to unauthorized use, disclosure, unavailability, modification or other processing. Employee error, malfeasance or other errors in the storage, use or transmission of any of these types of data could result in an actual or perceived privacy or security breach or other security incident.

Moreover, there are inherent risks associated with developing, improving, expanding and updating our current systems, such as the disruption of our data management, procurement, product development, finance and sales and service processes. These risks may affect our ability to manage our data or deploy and service our products and solutions, adequately protect our intellectual property or achieve and maintain compliance with, or realize available benefits under, applicable laws, regulations and contracts. We cannot be sure that these systems upon which we rely, including those of our third-party vendors or suppliers, will be effectively implemented, maintained or expanded as planned. If we do not successfully implement, maintain or expand these systems as planned, our operations may be disrupted, our ability to accurately and timely report our financial results could be impaired and deficiencies may arise in our internal control over financial reporting, which may impact our ability to certify our financial results. Moreover, our proprietary information or intellectual property could be compromised or misappropriated and our reputation may be adversely affected. If these systems do not operate as we expect them to, we may be required to expend significant resources to make corrections or find alternative sources for performing these functions.

Any actual or perceived security breach or security incident, or any systems outages or other disruption to systems used in our business, could interrupt our operations, result in loss or improper access to, or acquisition, unavailability, modification, disclosure or other processing of, data or a loss of intellectual property protection, harm our reputation and competitive position, reduce demand for our software products, damage our relationships with customers, partners, collaborators or others or result in claims, regulatory investigations and proceedings and significant legal, regulatory and financial exposure, and any such incidents or any perception that our security measures are inadequate could lead to loss of confidence in us and harm to our reputation, any of which could adversely affect our business, financial condition and results of operations. Any actual or perceived breach of privacy or security, or other security incident, impacting any entities with which we share or disclose data (including, for example, our third-party technology providers) could have similar effects. We expect to incur significant costs in an effort to detect and prevent privacy and security breaches and other privacy- and security-related incidents, and may face increased costs and requirements to expend substantial resources in the event of an actual or perceived privacy or security breach or other incident.

We are subject to laws, regulations and contractual provisions as a government contractor or subcontractor, which may pose increased risk of potential liability and expenses related thereto, which could have a material adverse effect on our business, operating results and financial condition.

As a government contractor or subcontractor, we must comply with laws, regulations and contractual provisions relating to the formation, administration and performance of government contracts and inclusion on government contract vehicles, which affect how we and our partners do business with government agencies. U.S. governmental agencies, such as the Defense Contract Audit Agency and the Defense Contract Management Agency, routinely audit and investigate government contractors. In addition, as a result of actual or perceived noncompliance with government contracting laws, regulations or contractual provisions, we may be subject to non-ordinary course audits and internal investigations which may prove costly to our business financially, divert management time or limit our ability to continue selling our software products to our government customers. These laws and regulations may impose other added costs on our business, and failure to comply with these or other applicable regulations and requirements, including non-compliance in the past, could lead to claims for damages, downward contract price adjustments or refund obligations, civil or criminal penalties, termination of contracts and suspension or debarment from government contracting for a period of time with government agencies. Any such damages, penalties, disruption or limitation in our ability to do business with a government would adversely impact, and could have a material adverse effect on, our business, prospects, financial condition and operating results.

We are subject to U.S. and foreign anti-corruption and anti-money laundering laws and regulations. We can face criminal liability and other serious consequences for violations of these laws, which can harm our business, prospects, financial condition and operating results.

We are subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended (FCPA), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, and other anti-corruption, anti-bribery and anti-money laundering laws, including those of other countries in which we conduct activities. Anti-corruption laws are interpreted broadly and prohibit companies and their employees, business partners, third-party intermediaries, representatives and agents from authorizing, promising, offering or providing, directly or indirectly, improper payments or anything else of value to government officials, political candidates, political parties or commercial partners for the purpose of obtaining or retaining business or securing an improper business advantage.

We have direct and indirect interactions with foreign officials, including in furtherance of sales to governmental entities in non-U.S. countries. We sometimes leverage third parties to conduct our business abroad, and our third-party business partners, intermediaries, representatives and agents may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We can be held liable for the corrupt or other illegal activities of our employees or these third-parties, even if we do not explicitly authorize or have actual knowledge of such activities. The FCPA and other applicable laws and regulations also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. While we have policies and procedures to address compliance with such laws, our employees, business partners, third-party intermediaries, representatives and agents may take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. Our exposure for violating these laws increases as our international presence expands and as we increase sales and operations in foreign jurisdictions.

Any allegations or violations of the laws and regulations described above may result in whistleblower complaints, adverse media coverage, investigations, substantial civil and criminal fines and penalties, damages, settlements, prosecution, enforcement actions, imprisonment, the loss of export or import privileges, suspension or debarment from government contracts, tax reassessments, breach of contract and fraud litigation, reputational harm and other consequences, any of which could adversely affect our business, prospects, financial condition and operating results. In addition, responding to any investigation or action will likely result in a significant diversion of management's attention and resources and significant defense costs and other professional fees.

We are subject to governmental export and import controls and laws that could subject us to liability if we are not in compliance with such laws.

Our AI/ML Software Platform and technology are subject to compliance with applicable export control, import and economic sanctions laws and regulations, including the U.S. Export Administration Regulations, U.S. International Traffic in Arms Regulations, U.S. Customs regulations and various economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Control. Exports of our software and technology must be made in compliance with these laws and regulations. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; debarment from U.S. government contracting; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers.

Moreover, international sales of our software may be subject to first obtaining licenses, clearances or authorizations from various regulatory entities. If we are not allowed to export our software or the clearance process is burdensome and costly, our ability to generate revenue would be adversely affected.

In addition, changes to our software, or changes in applicable export control, import or economic sanctions laws and regulations may create delays in the introduction and sale of our software platform, constrain collaboration with suppliers or other business partners or, in some cases, prevent the export or import of our software to certain countries, governments or persons altogether. Compliance with such laws and regulations may also be costly and require time and attention from our management. Any change in export, import or economic sanctions laws and regulations, shift in the enforcement or scope of existing laws and regulations or change in the countries, governments, persons or technologies targeted by such laws and regulations could also result in decreased use of our software platform systems, as well as our decreased ability to export or market our software to potential customers. Any decreased use of our software platform or limitation on our ability to export or market our software would likely adversely affect our business, prospects, financial condition and operating results.

Increased scrutiny and changing expectations from regulators, investors, customers, employees, and others regarding our environmental, social and governance practices and reporting could cause us to incur additional costs, devote additional resources and expose us to additional risks, which could adversely impact our reputation, customer acquisition and retention, access to capital and employee retention.

Companies across all industries are facing increasing scrutiny related to their environmental, social and governance, or ESG, practices and reporting. Regulators, investors, customers, employees and other stakeholders have focused increasingly on ESG practices and placed increasing importance on the implications and social cost of their investments, purchases and other interactions with companies. If our ESG practices and reporting do not meet investor, customer, or employee expectations, which continue to evolve, our brand, reputation and customer retention may be negatively impacted. We could also incur additional costs and need to devote additional resources to monitor, report and implement various ESG practices, including as a result of regulatory developments.

Risks Related to Our Intellectual Property

Our success depends in part on our ability to obtain and maintain protection for the intellectual property relating to our software and other technologies.

Our success depends in part on our ability to obtain and maintain protection for the intellectual property relating to our software and other technologies. We seek to protect our intellectual property through a combination of patents, trademarks and other intellectual property rights, as well as confidentiality and/or intellectual property assignment agreements with our employees and certain of our contractors, consultants, scientific advisors and other vendors and third-parties. In addition, we rely on copyright and trade secret law to protect our proprietary software and product candidates/products in development.

Patent positions covering robotics software and solutions can be highly uncertain and involve many new and evolving complex legal, factual and technical issues. Patent laws and interpretations of those laws are subject to change and any such changes may diminish the value of our patents or narrow the scope of our right to exclude others. In addition, we may fail to apply for or be unable to obtain patents necessary to protect our technology or software platform from competition or fail to enforce our patents due to lack of information about the exact use of technology or processes by third parties or for a variety of other reasons. Also, we cannot be sure that any patents will be granted in a timely manner or at all with respect to any of our pending patent applications or that any patents that are granted will be adequate to exclude others for any significant period of time or at all. Given the foregoing, and in order to continue reducing operational expenses, we are investing fewer resources in filing and prosecuting new patents and on maintaining and enforcing various patents, especially in regions where we currently do not focus our market growth strategy or with respect to patents with less relevance to our current business.

Litigation to establish or challenge the validity of patents, or to defend against or assert against others' infringement, unauthorized use, enforceability or invalidity, can be lengthy and expensive and may result in our patents being invalidated or interpreted narrowly and may restrict our ability to be granted new patents related to our pending patent applications. Even if we prevail, litigation may be time consuming, force us to incur significant costs and divert management's attention from managing our business while any damages or other remedies awarded to us may not be valuable or adequate. In addition, U.S. patents and patent applications may be subject to interference or derivation proceedings, and U.S. patents may be subject to re-examination and inter partes or post grant review proceedings in the U.S. Patent and Trademark Office. Furthermore, our issued patents may be subject to claims of invalidity based on earlier filed patents or published applications not discovered in any patent searches or by the patent offices that carried out examination of the issued patents. Foreign patents may also be subject to opposition or comparable proceedings in corresponding foreign patent offices. Any of these proceedings may be expensive and could result in the loss of a patent or denial of a patent application, or the loss or reduction in the scope of one or more of the claims of a patent or patent application.

In addition, we seek to protect our trade secrets, know-how, and confidential information that is not patentable or for which we decide not to seek a patent by entering into confidentiality and intellectual property assignment agreements with our employees and certain of our contractors and confidentiality agreements with certain of our consultants, scientific advisors and other vendors and contractors. However, we may fail to enter into the necessary agreements, and even if entered into, these agreements may be breached or otherwise fail to prevent disclosure, third-party infringement or misappropriation of our proprietary information, may be limited as to their term and may not provide an adequate remedy in the event of unauthorized disclosure or use of proprietary information. Enforcing a claim that a third party illegally obtained or is using our trade secrets without authorization may be expensive and time consuming, and the outcome is unpredictable. Some of our employees or consultants or service providers may own certain technology which they license to us for a set term. If these technologies are material to our business after the term of the license, our inability to use them could adversely affect our business and profitability.

We have taken and continue to take precautions to initiate safeguards to protect our information technology systems. However, these measures may not be adequate to safeguard our proprietary information, which could lead to the loss or impairment thereof or to expensive litigation to defend our rights against competitors who may be better funded and have superior resources. In addition, unauthorized parties may attempt to copy or reverse engineer certain aspects of our software or other technologies that we consider proprietary or our proprietary information may otherwise become known or may be independently developed by our competitors or other third parties. If other parties are able to use our proprietary technology or information, our ability to compete could be harmed. Further, unauthorized use of our intellectual property may have occurred, or may occur in the future, without our knowledge.

We also have made efforts to register and enforce our trademark rights. However, trademark law and the associated infringement analysis is complex, and, notwithstanding our efforts to develop and enforce our trademark portfolio, both outgoing and incoming claims of trademark infringement could lead to limitations, loss or impairment of those trademark rights or to expensive litigation to prosecute or defend our trademark rights against third-party infringers who may be better funded and have superior resources.

If we are unable to obtain or maintain adequate protection for our intellectual property, or if any protection is reduced or eliminated, competitors may be able to use our technologies, resulting in harm to our competitive position and our business.

We may not be able to effectively protect our intellectual property rights in our target markets or at all.

Filing, prosecuting, maintaining and defending patents and trademarks and seeking to enforce copyrights on our intellectual property in all target markets would be prohibitively expensive and time consuming, and thus our intellectual property rights outside the United States are limited. In addition, the laws of some of our target markets, especially developing countries, such as China, do not protect intellectual property rights to the same extent as federal and state laws in the United States. Also, it may not be possible to effectively enforce intellectual property rights in some countries at all or to the same extent as in the United States and other countries. Consequently, we are unable to prevent third parties from using our inventions in all of our target markets, or from selling or importing products made using our inventions, technologies or software in the jurisdictions in which we do not have (or are unable to effectively enforce) patent or other intellectual property protection. Competitors may use our technologies in jurisdictions where they have not obtained patent protection to develop, market or otherwise commercialize their own products, and we may be unable to prevent those competitors from importing those infringing products into territories where we have patent protection, but enforcement may not be as strong as in the United States. These products may compete with our software products and our patents and other intellectual property rights may not be effective or sufficient to prevent them from competing in those jurisdictions. Moreover, strategic partners, competitors or others may raise legal challenges against our intellectual property rights or may infringe upon our intellectual property rights, including through means that may be difficult to detect or prevent.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. Proceedings to enforce our patent rights in the United States or foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert patent infringement or other claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights in the United States and around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license from third parties.

We may be subject to intellectual property infringement claims or misappropriation claims, which may be time consuming and expensive and, if adversely determined, could limit our ability to commercialize our software products.

Companies operating in the robotics software industry may face difficulty enforcing their patent and other intellectual property rights and may become subject to a substantial amount of litigation over these rights. In particular, our competitors in both the United States and abroad, many of which have substantially greater resources than we have and have made substantial investments in competing technologies, have been issued patents and filed patent applications with respect to their products and processes and may apply for other patents in the future. The large number of patents, the rapid rate of new patent issuances and the complexities of the technology involved increase the risk of patent litigation.

Determining whether a product infringes a patent involves complex legal and factual issues and the outcome of patent litigation is often uncertain. No assurance can be given that patents containing claims covering our software products, technology or methods do not exist, have not been filed or could not be filed or issued. In addition, because patent applications can take years to issue and because publication schedules for pending applications vary by jurisdiction, there may be applications now pending of which we are unaware and which may result in issued patents that our current or future products infringe. Also, because the claims of published patent applications can change between publication and patent grant, published applications that initially do not appear to be problematic may issue with claims that potentially cover our software, technology or methods. Moreover, there may be pending, published or allowed applications that may disclose, but not claim, subject matter covering our software, technology or methods, where such pending or published applications may be amended, or one or more continuation or divisional applications may be filed, in an attempt to capture, to the extent possible, such software, technology or methods that are in the public domain, and which may result in issued patents that our current or future products infringe.

Infringement actions and other intellectual property claims brought against us, whether with or without merit, may cause us to incur substantial costs and could place a significant strain on our financial resources, divert the attention of management, and harm our reputation. We cannot be certain that we will successfully defend against any allegations of infringement. If we are found to infringe another party's patents, we could be required to pay damages. We could also be prevented from selling our infringing software products, unless we can obtain a license to use the technology covered by such patents or can redesign our software products so that they do not infringe. A license may not be available on commercially reasonable terms or at all, and we may not be able to redesign our software products to avoid infringement. In these circumstances, we may not be able to sell our software products at competitive prices or at all, and our business, prospects, financial condition and operating results would be harmed.

Intellectual property discovered through government funded programs may be subject to federal regulations such as "march-in" rights, certain reporting requirements and a preference for U.S.-based companies. Compliance with such regulations may limit our exclusive rights and limit our ability to contract with non-U.S. manufacturers.

We may develop, acquire, or license intellectual property rights that have been generated through the use of U.S. government funding or grants. Pursuant to the Bayh-Dole Act of 1980, the U.S. government has certain rights in inventions developed with government funding. These U.S. government rights may include a non-exclusive, non-transferable, irrevocable worldwide license to use inventions for any governmental purpose. In addition, the U.S. government may have the right, under certain limited circumstances, to require us to grant exclusive, partially exclusive, or non-exclusive licenses to any of these inventions to a third party if the U.S. government determines that: (1) adequate steps have not been taken to commercialize the invention; (2) government action is necessary to meet public health or safety needs; or (3) government action is necessary to meet requirements for public use under federal regulations (also referred to as "march-in rights"). Such "march-in" rights would apply to new subject matter arising from the use of such government funding or grants and would not extend to pre-existing subject matter or subject matter arising from funds unrelated to the government funding or grants. If the U.S. government exercised its march-in rights in our intellectual property rights generated through the use of U.S. government funding or grants, we could be forced to license or sublicense intellectual property we developed or that we license on terms unfavorable to us, and there can be no assurance that we would receive compensation from the U.S. government for the exercise of such rights. The U.S. government may also have the right to take title to these inventions if the grant recipient fails to disclose the invention to the government or fails to file an application to register the intellectual property within specified time limits. Intellectual property generated under a government funded program is also subject to certain reporting requirements, compliance with which may require us to expend substantial resources. In addition, the U.S. government requires that any products embodying any of these inventions or produced through the use of any of these inventions be manufactured substantially in the United States. This preference for U.S.

industry may be waived by the federal agency that provided the funding if the owner or assignee of the intellectual property can show that reasonable but unsuccessful efforts have been made to grant licenses on similar terms to potential licensees that would be likely to manufacture substantially in the United States or that under the circumstances domestic manufacture is not commercially feasible. This preference for U.S. industry may limit our ability to contract with non-U.S. product manufacturers for products covered by such intellectual property.

We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our employees' former employers.

We may be subject to claims that we or our employees have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of an employee's former employers. Litigation may be necessary to defend against these claims. If we fail to defend against such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel or be forced to seek a license, which may not be available on commercially acceptable terms or at all. A loss of key personnel or their work product could hamper or prevent our ability to commercialize our software products, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and demand on management resources.

Risks Related to Ownership of our Securities

The price of our Common Stock could decline due to the large number of shares of our Common Stock being subject to employee equity awards.

We have granted and expect to continue to grant equity awards to our directors and employees as additional compensation in an effort to align their interests with those of our stockholders. Because these awards may be scheduled to vest during specified points in time, such as expected open trading windows under our insider trading policy, there is a potential that sales of large amounts of our Common Stock may take place during concentrated periods, leading to a decline in the price of our Common Stock.

"Sell-to-cover" transactions can be used in connection with the vesting and settlement of equity awards that are granted to our employees so that shares of our Common Stock are sold on behalf of our employees in an amount sufficient to cover the tax withholding obligations and, if applicable, exercise price associated with these awards. As a result of these transactions, a significant number of shares of our Common Stock may be sold over a limited time period in connection with significant vesting events. We may also settle tax withholding obligations in connection with vesting of awards through "net settlement," in which we remit cash to satisfy the tax withholding obligation and withhold a number of the vested shares on each vesting date. Depending on the fair value of our Common Stock and the number of awards vesting on any applicable vesting date, such net settlement could require us to expend substantial funds to satisfy tax withholding.

The markets for our Common Stock and Warrants have been volatile and may not continue at all.

Since the Business Combination and the commencement of the trading of our Common Stock and Warrants on the Nasdaq Global Market, the prices of our Common Stock and Warrants have been volatile and may continue to fluctuate significantly due to various factors, some of which are beyond our control. Any of the factors listed below could have a material adverse effect on your investment in our securities and our securities may trade at prices significantly below the price you paid for them. In such circumstances, the trading price of our securities may not recover and may experience a further decline.

Factors affecting the trading price of our securities may include:

- actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;
- changes in the market's expectations about our operating results;
- the public's reaction to our press releases, our other public announcements and our filings with the SEC;
- changes in strategy or financial condition;
- speculation in the press or investment community;
- success of competitors;
- our operating results failing to meet the expectation of securities analysts or investors in a particular period;
- changes in operating performance and stock market valuations of robotics software or other technology companies, or those in our industry in particular;

- changes in financial estimates and recommendations by securities analysts concerning our company or the market in general;
- operating and stock price performance of other companies that investors deem comparable to us;
- our ability to market, sell and deliver our AI/ML Software Platform on a timely basis;
- changes in laws and regulations affecting our business;
- commencement of, or involvement in, litigation;
- changes in our capital structure, such as future issuances of securities or the incurrence of additional debt;
- the volume of shares of the Common Stock and Public Warrants available for public sale, including as a result of the exercise of any of our Warrants or the exercise or vesting of employee equity awards;
- any major change in our board of directors or management;
- sales of substantial amounts of Common Stock by our directors, officers or significant stockholders or the perception that such sales could occur;
- the realization of any of the risk factors discussed herein;
- additions or departures of key personnel;
- failure to comply with Nasdaq listing requirements (see *"Our Common Stock is subject to potential delisting from The Nasdaq Global Market in the event we do not maintain a minimum stock price or minimum market capitalization, which would likely impair the liquidity of the trading market for our Common Stock"*);
- failure to comply with the Sarbanes-Oxley Act of 2002 or other laws or regulations;
- actual, potential or perceived control, accounting or reporting problems;
- changes in accounting principles, policies and guidelines; and
- general economic and political conditions such as recessions, interest rates, fuel prices, international currency fluctuations and acts of war or terrorism.

Broad market and industry factors may materially harm the market price of our securities irrespective of our operating performance or any of the factors listed above. The securities markets in general have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these securities, including our securities, are not predictable. A loss of investor confidence in the market for the stocks of other companies which investors perceive to be similar to us could depress our stock price regardless of our business, prospects, financial conditions or results of operations. A decline in the market price of our securities also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future.

In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation.

Our Common Stock is subject to potential delisting from The Nasdaq Global Market in the event we do not maintain a minimum stock price or minimum market capitalization, which would likely impair the liquidity of the trading market for our Common Stock.

Our listing on the Nasdaq Global Market is contingent upon meeting all the continued listing requirements of the Nasdaq Global Market, including Nasdaq Marketplace Rule 5450(b)(2)(C), which requires listed companies to maintain a $15 million minimum market value of publicly held shares (the "Minimum Market Value Requirement"), and Nasdaq Listing Rule 5450(a)(1), which requires listed securities to maintain a minimum bid price of $1.00 per share (the "Minimum Bid Price Requirement").

On January 23, 2023, we received written notice from the Listing Qualifications Department of Nasdaq notifying us that, based on the closing bid price of our Common Stock for the previous 30 consecutive business days, we did not comply with the Minimum Bid Price Requirement for continued listing on The Nasdaq Global Market, and that we had until July 22, 2023 to regain such compliance. To do so, our Board of Directors and stockholders approved a 1-for-6 reverse stock split after which we regained compliance with the Nasdaq's listing standards.

On October 24, 2023, we again received written notice from the Listing Qualifications Department of Nasdaq notifying us that, based on the closing bid price of our Common Stock for the previous 30 consecutive business days, we no longer complied with the minimum bid price requirement for continued listing on The Nasdaq Global Market. The deficiency notice had no immediate effect on the listing of our Common Stock on The Nasdaq Global Market. Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), we were provided an initial compliance period of 180 calendar days to regain compliance with the Minimum Bid Price Requirement. We regained compliance on March 8, 2024 when the closing bid price of our Common Stock had been at least $1.00 per share for a minimum of 10 consecutive business days.

Although we were able to regain compliance with the Minimum Bid Price Requirement each time we received notice of non-compliance, if our stock price declines we could again fail to comply with this requirement and may not be able to regain compliance. In the event we again become out of compliance with the Minimum Bid Price Requirement or if we were to become out of compliance with the Minimum Market Value Requirement and we were not able to regain compliance with requirements for continued listing on Nasdaq, we may transfer to and commence trading on the OTC Markets. Shares traded on the OTC Markets generally have lower trading volumes, fewer market makers, higher trading volatility and wider spreads between bid and ask quotations than shares traded on major national exchanges such as Nasdaq. The OTC Markets are also less regulated than a major exchange like Nasdaq, and typically require less stringent corporate governance requirements. If our Common Stock or Warrants become delisted from Nasdaq for any reason and are quoted on the OTC Markets such as OTCQX, OTCQB or OTC Pink, an inter-dealer automated quotation system for equity securities that is not a national securities exchange, stockholders would likely find it more difficult to trade or obtain accurate price quotations for our shares. Delisting would likely also reduce the visibility, liquidity, and value of our Common Stock, reduce institutional investor interest in us, and may increase the volatility of our Common Stock. Delisting could also cause a loss of confidence of potential industry partners, lenders, and employees, which may harm our ability to raise capital through alternative financing sources on terms acceptable to us, which could further harm our business and our future prospects. Some or all of these material adverse consequences may contribute to a further decline in our stock price. If an active trading market for our securities is not sustained with sufficient trading volume, you may have limited or no ability to sell your securities.

If securities or industry analysts cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our Common Stock, then the price and trading volume of our Common Stock could decline.

The trading markets for our Common Stock and Warrants will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. Analysts who previously covered us in the past have since ceased publishing research or reports about us. If any analysts who cover us in the future change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, the price of our Common Stock and Public Warrants would likely decline. If any analyst covering our company in the future were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause the prices and trading volumes of the Common Stock and Public Warrants to decline.

There is no guarantee that the Public Warrants or Private Placement Warrants will ever be in the money, and they may expire worthless.

The exercise price of our Warrants is higher than is typical with many companies that have merged with similar blank check companies in the past. Historically, with regard to units offered by blank check companies, the exercise price of a Warrant was generally a fraction of the purchase price of the units in the initial public offering. The exercise price for our Warrants is $11.50 per warrant. Upon exercise, the exercise price of the Warrants and the number of shares of Common Stock issuable shall be adjusted 1-for-6, the same ratio as the reverse stock split that was effective as of July 5, 2023. There is no guarantee that the Warrants will ever be in the money prior to their expiration, and as such, the Warrants may expire worthless.

We may redeem unexpired Warrants prior to their exercise at a time that is disadvantageous to Warrant holders, thereby making their Warrants worthless.

We have the ability to redeem outstanding Warrants at any time after they become exercisable and prior to their expiration, subject to certain exceptions, provided that the last reported sales price of our Common Stock equals or exceeds $60.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalization and the like) for any 20 trading days within a 30 trading-day period ending on the third trading day prior to the date on which we give proper notice of such redemption to the Warrant holders and provided certain other conditions are met. For additional information on the circumstances in which the Public Warrants may be redeemed, see "*Description of Securities—Warrants—Public Stockholders' Warrants*" in our prospectus filed with the SEC on April 6, 2022. If and when the Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding Warrants could force the Warrant holders (i) to exercise their Warrants and pay the exercise price therefor at a time when it may be disadvantageous for them to do so, (ii) to sell their Warrants at the then-current market price when they might otherwise wish to hold their Warrants or (iii) to accept the nominal redemption price which, at the time the outstanding Warrants are called for redemption, is likely to be substantially less than the market value of their Warrants. None of the Private Placement Warrants will be redeemable by us so long as they are held by the initial purchasers or their permitted transferees, subject to certain exceptions.

Warrants are exercisable for Common Stock, and their exercise would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders.

As of March 31, 2024, there were 20,549,453 Warrants outstanding. Each whole Warrant entitles the holder to purchase one sixth of a share of the Company's Common Stock at a price of $11.50 per warrant, which is equivalent to approximately 3,424,909 shares of Common Stock. The shares of Common Stock issued upon exercise of our Warrants will result in dilution to the then existing holders of Common Stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of our Common Stock or Public Warrants.

Anti-takeover provisions contained in our Charter and Bylaws, as well as provisions of Delaware law, could impair a takeover attempt, which could limit the price investors might be willing to pay in the future for our Common Stock.

Our Charter and Bylaws contain provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together, these provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. These provisions include:

- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- only the board of directors (pursuant to a majority vote of the whole board), the chairperson of the board of directors, or the Chief Executive Officer may call a special meeting;
- stockholder vote of at least 66-2/3% required to remove a director for "cause";
- stockholder vote of at least 66-2/3% required to approve certain amendments to the Charter and Bylaws; and
- the designation of Delaware and federal courts as the exclusive forums for certain disputes.

Our Bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders.

Our Bylaws provide, to the fullest extent permitted by law, that internal corporate claims may be brought only in the Court of Chancery in the State of Delaware (or, if the Court of Chancery does not have, or declines to accept, jurisdiction, another state court or a federal court located within the State of Delaware). In addition, our Bylaws provide that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. This forum selection provision will not apply to claims brought to enforce a duty or liability created by the Exchange Act. Any person or entity purchasing or otherwise acquiring or holding any interest in our stock shall be deemed to have notice of and consented to the forum provision in our Bylaws.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our Bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition. For example, under the Securities Act, federal courts have concurrent jurisdiction over all suits brought to enforce any duty or liability created by the Securities Act, and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Accordingly, there is uncertainty as to whether a court would enforce such a forum selection provision as written in connection with claims arising under the Securities Act.

The JOBS Act permits "emerging growth companies" like us to take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies.

We qualify as an "emerging growth company" as defined in Section 2(a)(19) of the Securities Act, as modified by the JOBS Act. As such, we take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies for as long as we continue to be an emerging growth company, including (i) the exemption from the auditor attestation requirements with respect to internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, (ii) the exemptions from say-on-pay, say-on-frequency and say-on-golden parachute voting requirements and (iii) reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements. As a result, our stockholders may not have access to certain information they deem important. We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year (a) following January 20, 2026, the fifth anniversary of Rotor's initial public offering, (b) in which we have total annual gross revenue of at least $1.235 billion or (c) in which we are deemed to be a large accelerated filer, which means the market value of our Common Stock and Public Warrants that is held by non-affiliates exceeds $700 million as of the last business day of our prior second fiscal quarter, and (ii) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the exemption from complying with new or revised accounting standards provided in Section 7(a)(2)(B) of the Securities Act as long as we are an emerging growth company. An emerging growth company can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but any such election to opt out is irrevocable. We have elected to avail ourselves of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company that is neither an emerging growth company nor an emerging growth company that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Investors may find our Common Stock or Public Warrants less attractive because we rely on these exemptions and may continue to rely on them to the extent they remain available to us. If some investors find our Common Stock or Public Warrants less attractive as a result of these exemptions and reduced disclosure as an emerging growth company, there may be a less active trading market for and/or more price volatility with respect to our Common Stock or Public Warrants.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

During our last fiscal quarter, no director or officer, as defined in Rule 16a-1(f), adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” each as defined in Regulation S-K Item 408.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 30, 2021).
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 20, 2023).
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on March 18, 2024).
3.4	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on March 18, 2024).
10.1+**	Amended and Restated Outside Director Compensation Policy of the Company.
10.2+	Employment Agreement, dated January 11, 2024, between the Company, Sarcos Corp. and Matthew Vogt (incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2024).
10.3+	Employment Agreement, dated January 17, 2024, between the Company, Sarcos Corp. and Benjamin G. Wolff (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 19, 2024).
10.4+	Peterson Offer Letter, dated January 17, 2024, between the Company, Sarcos Corp. and Laura Peterson (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 19, 2024).
10.5+	Employment Agreement, dated March 5, 2024, among Trevor Thatcher, Sarcos Corp., and the Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 6, 2024).
10.6+**	Employment Agreement Amendment, dated March 28, 2024, among Denis Garagic, Sarcos Corp., and the Company.
10.7+**	Employment Agreement Amendment, dated March 28, 2024, among Stephen Sonne, Sarcos Corp., and the Company.
10.8+	Separation Agreement and Release, dated as of March 14, 2024, among the Company, Sarcos Corp. and Andrew Hamer (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 26, 2024).
10.9+**	Retention Bonus Letter Agreement, dated January 19, 2024, among Denis Garagic, Sarcos Corp., and the Company.
10.10+**	Retention Bonus Letter Agreement, dated January 19, 2024, among Andrew Hamer, Sarcos Corp., and the Company.
10.11+**	Retention Bonus Letter Agreement, dated January 19, 2024, among Stephen Sonne, Sarcos Corp., and the Company.
10.12+**	Retention Bonus Letter Agreement, dated March 19, 2024, among Matthew Vogt, Sarcos Corp., and the Company.
10.13+**	Amendment to Option Agreements, dated April 16, 2024, by and between the Company and Denis Garagic.
10.14+**	Amendment to Option Agreements, dated April 16, 2024, by and between the Company and Stephen Sonne.
10.15+**	Amendment to Option Agreements, dated April 16, 2024, by and between the Company and Trevor Thatcher.
10.16+**	Amendment to Option Agreements, dated April 16, 2024, by and between the Company and Matthew Vogt.
31.1**	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1***	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2***	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

** Filed herewith.

*** The Certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Palladyne AI Corp. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

+ Indicates management contract or compensatory plan.

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.

PALLADYNE AI CORP.

Date: May 8, 2024

By: /s/ Benjamin G. Wolff

Benjamin G. Wolff
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 8, 2024

By: /s/ Trevor Thatcher

Trevor Thatcher
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 10.1

PALLADYNE AI CORP.

AMENDED AND RESTATED OUTSIDE DIRECTOR COMPENSATION POLICY

Effective as of February 23, 2024 (the "Effective Date")

Palladyne AI Corp. (the "Company") believes that providing cash and equity compensation to members of its Board of Directors (the "Board," and members of the Board, the "Directors") represents an effective tool to attract, retain and reward Directors who are not employees of the Company (the "Outside Directors"). This Outside Director Compensation Policy (the "Policy") is intended to formalize the Company's policy regarding the compensation to its Outside Directors. Unless defined in this Policy, capitalized terms used in this Policy will have the meaning given to such terms in the Company's 2021 Equity Incentive Plan (the "Plan"), or if the Plan is no longer in place, the meaning given to such terms or any similar terms in the equity plan then in place. Each Outside Director will be solely responsible for any tax obligations incurred by such Outside Director as a result of the equity and cash payments such Outside Director receives under this Policy. No compensation will be paid under this Policy if it exceeds any limits under the Plan.

1. Cash Compensation.

Annual Cash Retainer

Each Outside Director will be paid an annual cash retainer of $50,000. There are no per-meeting attendance fees for attending Board meetings.

Chair and Committee Annual Cash Retainer

Effective as of the Effective Date, each Outside Director who serves as the chair of the Board, or the chair or a member of a committee of the Board listed below will be eligible to earn additional annual cash retainers as follows:

Chair of the Board	$25,000
Chair of Audit Committee:	$5,000
Member of Audit Committee:	$2,500
Chair of Compensation Committee:	$3,000
Member of Compensation Committee:	$1,500
Chair of Nominating and Corporate Governance Committee:	$1,500
Member of Nominating and Corporate Governance Committee:	$750

For clarity, each Outside Director who serves as the chair of a committee will receive only the annual cash retainer as the chair of the committee, and not the additional annual cash retainer as a member of the committee.

Payment

Each annual cash retainer payable under this Policy for service on the Board, chair of the Board, or the chair or a member of a committee of the Board (an "Annual Cash Retainer") will be paid quarterly in arrears on a prorated basis to each Outside Director who has served in the relevant capacity at any point during the fiscal quarter, and such payment will be made on the last business day of such fiscal quarter (or as soon thereafter as practical, but in no event later than 30 days following the end of such fiscal quarter). For purposes of clarification, an Outside Director who has served as an Outside Director and/or as a member of an applicable committee (or chair thereof) during only a portion of the relevant Company fiscal quarter will receive a pro-rated payment of the quarterly payment of the applicable annual cash retainer(s), calculated based on the number of days during such fiscal quarter such Outside Director has served in the relevant capacities.

2. Equity Compensation.

Outside Directors will be eligible to receive all types of Awards (except Incentive Stock Options) under the Plan (or the applicable equity plan in place at the time of grant), including discretionary Awards not covered under this Policy. All grants of Awards to Outside Directors pursuant to Section 2 of this Policy will be automatic and nondiscretionary, except as otherwise provided herein, and will be made in accordance with the following provisions. No Awards will be made if they would exceed any limitations in the Plan.

(a) No Discretion. No person will have any discretion to select which Outside Directors will be granted any Awards under this Policy or to determine the number of Shares to be covered by such Awards. Notwithstanding the foregoing, any individual Outside Director may refuse to receive all or any part of an Award otherwise due to such Outside Director pursuant to this policy, and a majority of all Outside Directors may determine to reduce the amount (including in full) of any Annual Awards otherwise due to all Outside Directors on behalf of all Outside Directors.

(b) New Director Award. Subject to the following paragraph, upon an Outside Director's initial appointment to the Board (other than by appointment on an Annual Meeting), such Outside Director automatically will be granted Options to purchase 50,000 shares of the Company's common stock with an exercise price per share equal to the fair market value per share on the grant date (determined in accordance with the Plan) multiplied by a fraction (A) the numerator of which is (x) 12 minus (y) the number of months between the date of the last Annual Meeting and the date the Outside Director becomes a member of the Board and (B) the denominator of which is 12 (a "New Director Award").

Subject to Section 3, each New Director Award will fully vest upon the earlier of: (i) the first anniversary of the grant date and (ii) the day prior to date of the next Annual Meeting, in each case subject to the Outside Director continuing to be a Service Provider through the vesting date. For the avoidance of doubt, should the appointment date be the same as the date of an Annual Meeting, then such Outside Director will only be granted an Annual Award.

(c) Annual Award. Subject to the following paragraph, on the date of each Annual Meeting, each Outside Director will be automatically granted Options to purchase 50,000 shares of the Company's common stock with an exercise price per share equal to the fair market value per share on the grant date (determined in accordance with the Plan).

Subject to Section 3 of this Policy, each Annual Award will vest on the earlier of (i) the first anniversary of the date the Annual Award is granted and (ii) the day prior to the date of the Annual Meeting next following the date the Annual Award was granted, in each case, subject to the Outside Director continuing to be a Service Provider through the applicable vesting date.

(d) Additional Terms of New Director Awards and Annual Awards. Each New Director Award and Annual Award will be granted under and subject to the terms and conditions of the Plan and the applicable form of Award Agreement previously approved by the Board or its Committee, as applicable, for use thereunder.

3. Change in Control.

Immediately prior to a Change in Control, each Outside Director will fully vest in and have the right to exercise Options and/or Stock Appreciation Rights as to all of the Shares underlying such Award, including those Shares which would not be vested or exercisable, all restrictions on Restricted Stock and Restricted Stock Units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels and all other terms and conditions met, unless specifically provided otherwise under the applicable Award Agreement or other written agreement between the Outside Director and the Company or any of its Subsidiaries or Parents, as applicable.

4. Travel Expenses.

Each Outside Director's reasonable, customary and documented travel expenses to Board or Board committee meetings or related to his or her Board service will be reimbursed by the Company.

5. Additional Provisions.

All provisions of the Plan not inconsistent with this Policy will apply to Awards granted to Outside Directors.

6. Section 409A.

In no event will cash compensation or expense reimbursement payments under this Policy be paid after the later of (i) 15^{th} day of the 3rd month following the end of the Fiscal Year in which the compensation is earned or expenses are incurred, as applicable, or (ii) 15^{th} day of the 3rd month following the end of the calendar year in which the compensation is earned or expenses are incurred, as applicable, in compliance with the "short-term deferral" exception under Section 409A of the

Internal Revenue Code of 1986, as amended, and the final regulations and guidance thereunder, as may be amended from time to time (together, "Section 409A"). It is the intent of this Policy that this Policy and all payments hereunder be exempt from or otherwise comply with the requirements of Section 409A so that none of the compensation to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to be so exempt or comply. In no event will the Company have any liability or obligation to reimburse, indemnify, or hold harmless an Outside Director (or any other person) for any taxes or costs that may be imposed on or incurred by an Outside Director (or any other person) as a result of Section 409A.

7. Revisions.

The Board or Compensation Committee of the Board may amend, alter, suspend or terminate this Policy at any time and for any reason. No amendment, alteration, suspension or termination of this Policy will materially impair the rights of an Outside Director with respect to compensation that already has been paid or awarded, unless otherwise mutually agreed between the Outside Director and the Company. Termination of this Policy will not affect the Board's or the Compensation Committee's ability to exercise the powers granted to it under the Plan with respect to Awards granted under the Plan pursuant to this Policy prior to the date of such termination.

Exhibit 10.6

To: Denis Garagic

March 28, 2024

Dear Denis:

We write to confirm and memorialize the decision of the Board of Directors of Palladyne AI Corp. (formerly known as Sarcos Technology and Robotics Corporation) ("Parent") on January 3, 2024 to increase your target annual bonus percentage by amending the Employment Agreement entered into as of June 12, 2023 by and between Sarcos, Corp., Palladyne AI Corp. and you (the "**Agreement**"), as follows:

Section 3(b) is hereby amended to replace the first sentence thereof with the following sentence:

> Executive will be eligible to receive a bonus targeted annually at 50% of Executive's then-current Base Salary (the "**Bonus**").

Please indicate your acknowledgement of and agreement to the amendment to the Agreement as set forth herein by signing in the space indicated below.

PALLADYNE AI CORP.

By: /s/ Benjamin Wolff
Name: Benjamin Wolff
Title: Chief Executive Officer

SARCOS CORP.

By: /s/ Benjamin Wolff
Name: Benjamin Wolff
Title: Chief Executive Officer

Acknowledged and agreed:

Denis Garagic

/s/ Denis Garagic
Date: 03/28/2024

Exhibit 10.7

To: Stephen Sonne

March 28, 2024

Dear Steve:

We write to confirm and memorialize the decision of the Board of Directors of Palladyne AI Corp. (formerly known as Sarcos Technology and Robotics Corporation) ("Parent") on January 3, 2024 to increase your target annual bonus percentage by amending the Employment Agreement entered into as of January 30, 2023 by and between Sarcos, Corp., Palladyne AI Corp. and you (the "**Agreement**"), as follows:

Section 3(b) is hereby amended to replace the first sentence thereof with the following sentence:

Executive will be eligible to receive a bonus targeted annually at 50% of Executive's then-current Base Salary (the "**Bonus**").

Please indicate your acknowledgement of and agreement to the amendment to the Agreement as set forth herein by signing in the space indicated below.

PALLADYNE AI CORP.

By: /s/ Benjamin Wolff
Name: Benjamin Wolff
Title: Chief Executive Officer

SARCOS CORP.

By: /s/ Benjamin Wolff
Name: Benjamin Wolff
Title: Chief Executive Officer

Acknowledged and agreed:

Stephen Sonne

/s/ Stephen Sonne
Date: 03/28/2024

Exhibit 10.9

January 19, 2024

VIA DOCUSIGN
Denis Garagic
[***]

Re: Retention Bonus Opportunity

Dear Denis:

This letter agreement (the "***Agreement***") sets forth the terms and conditions of a retention bonus offered as an incentive for you to remain employed by Sarcos Corp. (the "***Company***"). Reference is made to the Employment Agreement by and between you, the Company and Sarcos Technology and Robotics Corporation, the Company's parent ("Parent"), entered into as of January 29, 2022 (the "***Employment Agreement***").

You will be eligible to receive a retention bonus equal to seventy-five percent (75%) of your base 2024 salary, which is your current salary unless the Compensation Committee of Parent's Board of Directors approves a new base salary for you as part of its current review of executive compensation (in which case it will be such new base salary) (the "***Retention Bonus***"), if:

(a) you remain continuously employed by the Company through December 31, 2024 (the "***Target Date***"); or

(b) your employment with the Company is terminated prior to the Target Date (i) by the Company, without Cause (as defined in the Employment Agreement) or (ii) by you, for Good Reason (as defined in the Employment Agreement) and, in either case, you satisfy all conditions to receipt of severance under the Employment Agreement, including your timely signing and not revoking a Release.

If earned, the Retention Bonus will be paid to you, less applicable withholdings, no later than March 15, 2025.

Nothing contained in this Agreement is intended to alter the at-will nature of your employment with the Company. This Agreement, together with the relevant provisions of the Employment Agreement, represents the entire agreement and understanding between you and the Company concerning the Retention Bonus, and cannot be modified, except in a writing signed by the Chief Executive Officer of the Company and you.

To indicate your acceptance of the Company's offer to pay you the Retention Bonus under the terms of this letter, please sign this letter agreement in the space provided below no later than January 24, 2024.

Sincerely,

SARCOS CORP.

By: /s/ Laura Peterson
Laura Peterson
Chief Executive Officer

ACKNOWLEDGED AND AGREED:

/s/ Denis Garagic Dated: 01/19/2024
Denis Garagic

Exhibit 10.10

January 19, 2024

VIA DOCUSIGN
Andrew Hamer
[***]

Re: Retention Bonus Opportunity

Dear Drew:

This letter agreement (the "***Agreement***") sets forth the terms and conditions of a retention bonus offered as an incentive for you to remain employed by Sarcos Corp. (the "***Company***"). Reference is made to the Employment Agreement by and between you, the Company and Sarcos Technology and Robotics Corporation, the Company's parent ("Parent"), entered into as of October 9, 2022 (the "***Employment Agreement***").

You will be eligible to receive a retention bonus equal to fifty percent (50%) of your base 2024 salary, which is your current salary unless the Compensation Committee of Parent's Board of Directors approves a new base salary for you as part of its current review of executive compensation (in which case it will be such new base salary) (the "***Retention Bonus***"), if:

(a) you remain continuously employed by the Company through December 31, 2024 (the "***Target Date***"); or

(b) your employment with the Company is terminated prior to the Target Date (i) by the Company, without Cause (as defined in the Employment Agreement) or (ii) by you, for Good Reason (as defined in the Employment Agreement) and, in either case, you satisfy all conditions to receipt of severance under the Employment Agreement, including your timely signing and not revoking a Release.

If earned, the Retention Bonus will be paid to you, less applicable withholdings, no later than March 15, 2025.

Nothing contained in this Agreement is intended to alter the at-will nature of your employment with the Company. This Agreement, together with the relevant provisions of the Employment Agreement, represents the entire agreement and understanding between you and the Company concerning the Retention Bonus, and cannot be modified, except in a writing signed by the Chief Executive Officer of the Company and you.

To indicate your acceptance of the Company's offer to pay you the Retention Bonus under the terms of this letter, please sign this letter agreement in the space provided below no later than January 24, 2024.

Sincerely,

SARCOS CORP.

By: /s/ Laura Peterson
Laura Peterson
Chief Executive Officer

ACKNOWLEDGED AND AGREED:

/s/ Andrew Hamer
Andrew Hamer

Dated: 01/19/2024

Exhibit 10.11

January 19, 2024

VIA DOCUSIGN
Stephen Sonne
[***]

Re: Retention Bonus Opportunity

Dear Stephen:

This letter agreement (the "***Agreement***") sets forth the terms and conditions of a retention bonus offered as an incentive for you to remain employed by Sarcos Corp. (the "***Company***"). Reference is made to the Employment Agreement by and between you, the Company and Sarcos Technology and Robotics Corporation, the Company's parent ("Parent"), entered into as of January 30, 2023 (the "***Employment Agreement***")

You will be eligible to receive a retention bonus equal to fifty percent (50%) of your base 2024 salary, which is your current salary unless the Compensation Committee of Parent's Board of Directors approves a new base salary for you as part of its current review of executive compensation (in which case it will be such new base salary) (the "***Retention Bonus***"), if:

(a) you remain continuously employed by the Company through December 31, 2024 (the "***Target Date***"); or

(b) your employment with the Company is terminated prior to the Target Date (i) by the Company, without Cause (as defined in the Employment Agreement) or (ii) by you, for Good Reason (as defined in the Employment Agreement) and, in either case, you satisfy all conditions to receipt of severance under the Employment Agreement, including your timely signing and not revoking a Release.

If earned, the Retention Bonus will be paid to you, less applicable withholdings, no later than March 15, 2025.

Nothing contained in this Agreement is intended to alter the at-will nature of your employment with the Company. This Agreement, together with the relevant provisions of the Employment Agreement, represents the entire agreement and understanding between you and the Company concerning the Retention Bonus, and cannot be modified, except in a writing signed by the Chief Executive Officer of the Company and you.

To indicate your acceptance of the Company's offer to pay you the Retention Bonus under the terms of this letter, please sign this letter agreement in the space provided below no later than January 24, 2024.

Sincerely,

SARCOS CORP.

By: /s/ Laura Peterson
Laura Peterson
Chief Executive Officer

ACKNOWLEDGED AND AGREED:

/s/ Stephen Sonne
Stephen Sonne

Dated: 01/19/2024

Exhibit 10.12

January 19, 2024

VIA DOCUSIGN
Matthew Vogt
[***]

Re: Retention Bonus Opportunity

Dear Matt:

This letter agreement (the "***Agreement***") sets forth the terms and conditions of a retention bonus offered as an incentive for you to remain employed by Sarcos Corp. (the "***Company***"). Reference is made to the Employment Agreement by and between you, the Company and Sarcos Technology and Robotics Corporation, the Company's parent ("Parent"), entered into as of January 11, 2024 (the "***Employment Agreement***").

You will be eligible to receive a retention bonus equal to fifty percent (50%) of your base 2024 salary, which is your current salary unless the Compensation Committee of Parent's Board of Directors approves a new base salary for you as part of its current review of executive compensation (in which case it will be such new base salary) (the "***Retention Bonus***"), if:

(a) you remain continuously employed by the Company through December 31, 2024 (the "***Target Date***"); or

(b) your employment with the Company is terminated prior to the Target Date (i) by the Company, without Cause (as defined in the Employment Agreement) or (ii) by you, for Good Reason (as defined in the Employment Agreement) and, in either case, you satisfy all conditions to receipt of severance under the Employment Agreement, including your timely signing and not revoking a Release.

If earned, the Retention Bonus will be paid to you, less applicable withholdings, no later than March 15, 2025.

Nothing contained in this Agreement is intended to alter the at-will nature of your employment with the Company. This Agreement, together with the relevant provisions of the Employment Agreement, represents the entire agreement and understanding between you and the Company concerning the Retention Bonus, and cannot be modified, except in a writing signed by the Chief Executive Officer of the Company and you.

To indicate your acceptance of the Company's offer to pay you the Retention Bonus under the terms of this letter, please sign this letter agreement in the space provided below no later than January 24, 2024.

Sincerely,

SARCOS CORP.

By: /s/ Laura Peterson
Laura Peterson
Chief Executive Officer

ACKNOWLEDGED AND AGREED:

/s/ Matthew Vogt
Matthew Vogt

Dated: 03/19/2024

Exhibit 10.13

PALLADYNE AI CORP.

AMENDMENT TO OPTION AGREEMENTS

This AMENDMENT TO OPTION AGREEMENTS (the "***Amendment***") is made and entered into by and between Palladyne AI Corp. (the "***Company***") and Denis Garagic (the "***Participant***") as of April 16, 2024.

WHEREAS, the Participant has been granted the following stock options (the "***Options***") to acquire shares of the Company's common stock ("***Shares***"). The Options were granted to Participant under the Company's 2021 Equity Incentive Plan, as amended (the "***2021 Plan***"), or under the Sarcos Corp. 2015 Equity Incentive Plan (the "***2015 Plan***"), which was assumed by the Company in connection with its acquisition of Sarcos Corp. on September 24, 2021, in each case pursuant to a stock option agreement between the Company and the Participant (each, an "***Option Agreement***"):

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share
2015 Equity Incentive Plan	ES-245	05/29/2020	21,372	$7.44
2021 Equity Incentive Plan	ES-2022-44	05/20/2022	14,204	$24.54
2021 Equity Incentive Plan	1132	03/29/2023	68,486	$2.82

WHEREAS, Company and the Participant desire to amend the Option Agreements as set forth below;

NOW, THEREFORE, the Option Agreement for each Qualified Option (as defined below) is hereby amended effective as of 5:00 p.m. Eastern Time on April 17, 2024 (such time, the "***Amendment Effective Time***" and such date, the "***Amendment Effective Date***"), subject to Participant remaining a Qualified Participant (as defined below) as of the Amendment Effective Time, as follows:

1. <u>Amendment to Exercise Price</u>. The Exercise Price (as defined in the Option Agreement) is amended as of the Amendment Effective Time to be equal to the closing price per share of the Company's common stock as reported on the Nasdaq Global Market for the Amendment Effective Date.

2. <u>Amendment to Vesting Schedule</u>. The Vesting Schedule for purposes of the Option Agreement, as set forth in the Notice portion of the Option Agreement, is amended as of the Amendment Effective Time to provide as follows:

- The Shares subject to the Option shall be fully unvested and unexercisable effective as of the Amendment Effective Time (regardless of whether the Option was partially or fully vested prior to such time);

- Twenty-five percent (25%) of the Shares subject to the Option shall be scheduled to vest on March 29, 2025; and one twelfth (1/12th) of the remaining Shares subject to the Option shall be scheduled to vest on each subsequent Quarterly Vesting Date (as defined below) thereafter, in each case subject to Participant's continuing to be a Service Provider (as defined in the 2021 Plan) if the Option was granted under the 2021 Plan, or Participant's Continuous Service (as defined in the 2015 Plan) if the Option was granted under the 2015 Plan, in either case through the applicable vesting date.

3. Definitions.

For purposes of this Amendment, an Option shall be a "***Qualified Option***" if and only if the Option (i) remains outstanding and unexercised at the Amendment Effective Time; (ii) has an exercise per Share immediately prior to Amendment Effective Time that is greater than the closing price per Share on the Nasdaq Global Market for the Amendment Effective Date (the "***New Price***"); and (iii) is set forth in the table attached hereto as Exhibit A (subject to any conditions therein).

For purposes of this Amendment, Participant shall be a "***Qualified Participant***" if and only if Participant remains a "Service Provider" of the Company, or of a "Parent" or "Subsidiary" of the Company within the meaning of the 2021 Plan, through the Amendment Effective Time.

For purposes of this Amendment, "***Quarterly Vesting Date***" means March 29, May 20, August 20 and November 20 of each year.

4. Continuation of Other Terms. Except as provided herein, all terms and conditions of the Options shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been entered into as of the date first set forth above.

PALLADYNE AI CORP.	PARTICIPANT
By: /s/ Benjaming G. Wolff	/s/ Denis Garagic
Name: Benjamin G. Wolff	Denis Garagic
Title: Chief Executive Officer	

EXHIBIT A

QUALIFIED OPTIONS

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share	Applicable Conditions
2015 Equity Incentive Plan	ES-245	05/29/2020	21,372	$7.44	N/A
2021 Equity Incentive Plan	ES-2022-44	05/20/2022	14,204	$24.54	N/A
2021 Equity Incentive Plan	1132	03/29/2023	68,486	$2.82	Only a Qualified Option so long as the New Price is at or below $2.00.

Exhibit 10.14

PALLADYNE AI CORP.

AMENDMENT TO OPTION AGREEMENTS

This AMENDMENT TO OPTION AGREEMENTS (the "***Amendment***") is made and entered into by and between Palladyne AI Corp. (the "***Company***") and Stephen Sonne (the "***Participant***") as of April 16, 2024.

WHEREAS, the Participant has been granted the following stock options (the "***Options***") to acquire shares of the Company's common stock ("***Shares***"). The Options were granted to Participant under the Company's 2021 Equity Incentive Plan, as amended (the "***2021 Plan***"), or under the Sarcos Corp. 2015 Equity Incentive Plan (the "***2015 Plan***"), which was assumed by the Company in connection with its acquisition of Sarcos Corp. on September 24, 2021, in each case pursuant to a stock option agreement between the Company and the Participant (each, an "***Option Agreement***"):

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share
2021 Equity Incentive Plan	ES-2022-6	04/01/2022	19,757	$40.20
2021 Equity Incentive Plan	1278	03/29/2023	54,789	$2.82

WHEREAS, Company and the Participant desire to amend the Option Agreements as set forth below;

NOW, THEREFORE, the Option Agreement for each Qualified Option (as defined below) is hereby amended effective as of 5:00 p.m. Eastern Time on April 17, 2024 (such time, the "***Amendment Effective Time***" and such date, the "***Amendment Effective Date***"), subject to Participant remaining a Qualified Participant (as defined below) as of the Amendment Effective Time, as follows:

1. Amendment to Exercise Price. The Exercise Price (as defined in the Option Agreement) is amended as of the Amendment Effective Time to be equal to the closing price per share of the Company's common stock as reported on the Nasdaq Global Market for the Amendment Effective Date.

2. Amendment to Vesting Schedule. The Vesting Schedule for purposes of the Option Agreement, as set forth in the Notice portion of the Option Agreement, is amended as of the Amendment Effective Time to provide as follows:

- The Shares subject to the Option shall be fully unvested and unexercisable effective as of the Amendment Effective Time (regardless of whether the Option was partially or fully vested prior to such time);
- Twenty-five percent (25%) of the Shares subject to the Option shall be scheduled to vest on March 29, 2025; and one twelfth ($1/12^{th}$) of the remaining Shares subject to the Option shall be scheduled to vest on each subsequent Quarterly Vesting Date (as defined below) thereafter, in each case subject to Participant's continuing to be a Service Provider (as

defined in the 2021 Plan) if the Option was granted under the 2021 Plan, or Participant's Continuous Service (as defined in the 2015 Plan) if the Option was granted under the 2015 Plan, in either case through the applicable vesting date.

3. Definitions.

For purposes of this Amendment, an Option shall be a "***Qualified Option***" if and only if the Option (i) remains outstanding and unexercised at the Amendment Effective Time; (ii) has an exercise per Share immediately prior to Amendment Effective Time that is greater than the closing price per Share on the Nasdaq Global Market for the Amendment Effective Date (the "***New Price***"); and (iii) is set forth in the table attached hereto as Exhibit A (subject to any conditions therein).

For purposes of this Amendment, Participant shall be a "***Qualified Participant***" if and only if Participant remains a "Service Provider" of the Company, or of a "Parent" or "Subsidiary" of the Company within the meaning of the 2021 Plan, through the Amendment Effective Time.

For purposes of this Amendment, "***Quarterly Vesting Date***" means March 29, May 20, August 20 and November 20 of each year.

4. Continuation of Other Terms. Except as provided herein, all terms and conditions of the Options shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been entered into as of the date first set forth above.

PALLADYNE AI CORP.	PARTICIPANT
By: /s/Benjamin G. Wolff	/s/ Stephen Sonne
Name: Benjamin G. Wolff	Stephen Sonne
Title: Chief Executive Officer	

EXHIBIT A

QUALIFIED OPTIONS

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share	Applicable Conditions
2021 Equity Incentive Plan	ES-2022-6	04/01/2022	19,757	$40.20	N/A

Exhibit 10.15

PALLADYNE AI CORP.

AMENDMENT TO OPTION AGREEMENTS

This AMENDMENT TO OPTION AGREEMENTS (the "***Amendment***") is made and entered into by and between Palladyne AI Corp. (the "***Company***") and Trevor Thatcher (the "***Participant***") as of April 16, 2024.

WHEREAS, the Participant has been granted the following stock options (the "***Options***") to acquire shares of the Company's common stock ("***Shares***"). The Options were granted to Participant under the Company's 2021 Equity Incentive Plan, as amended (the "***2021 Plan***"), or under the Sarcos Corp. 2015 Equity Incentive Plan (the "***2015 Plan***"), which was assumed by the Company in connection with its acquisition of Sarcos Corp. on September 24, 2021, in each case pursuant to a stock option agreement between the Company and the Participant (each, an "***Option Agreement***"):

Plan	**Grant Number**	**Eligible Option Grant Date**	**Number of Shares Outstanding under the Eligible Option**	**Eligible Option Exercise Price Per Share**
2021 Equity Incentive Plan	ES-2021-57	12/16/2021	4,000	$49.32
2021 Equity Incentive Plan	ES-2022-130	05/20/2022	967	$24.54
2021 Equity Incentive Plan	1294	03/29/2023	19,724	$2.82

WHEREAS, Company and the Participant desire to amend the Option Agreements as set forth below;

NOW, THEREFORE, the Option Agreement for each Qualified Option (as defined below) is hereby amended effective as of 5:00 p.m. Eastern Time on April 17, 2024 (such time, the "***Amendment Effective Time***" and such date, the "***Amendment Effective Date***"), subject to Participant remaining a Qualified Participant (as defined below) as of the Amendment Effective Time, as follows:

1. Amendment to Exercise Price. The Exercise Price (as defined in the Option Agreement) is amended as of the Amendment Effective Time to be equal to the closing price per share of the Company's common stock as reported on the Nasdaq Global Market for the Amendment Effective Date.

2. Amendment to Vesting Schedule. The Vesting Schedule for purposes of the Option Agreement, as set forth in the Notice portion of the Option Agreement, is amended as of the Amendment Effective Time to provide as follows:

- The Shares subject to the Option shall be fully unvested and unexercisable effective as of the Amendment Effective Time (regardless of whether the Option was partially or fully vested prior to such time);

- Twenty-five percent (25%) of the Shares subject to the Option shall be scheduled to vest on March 29, 2025; and one twelfth (1/12th) of the remaining Shares subject to the Option shall be scheduled to vest on each subsequent Quarterly Vesting Date (as defined below) thereafter, in each case subject to Participant's continuing to be a Service Provider (as defined in the 2021 Plan) if the Option was granted under the 2021 Plan, or Participant's Continuous Service (as defined in the 2015 Plan) if the Option was granted under the 2015 Plan, in either case through the applicable vesting date.

3. Definitions.

For purposes of this Amendment, an Option shall be a "***Qualified Option***" if and only if the Option (i) remains outstanding and unexercised at the Amendment Effective Time; (ii) has an exercise per Share immediately prior to Amendment Effective Time that is greater than the closing price per Share on the Nasdaq Global Market for the Amendment Effective Date (the "***New Price***"); and (iii) is set forth in the table attached hereto as Exhibit A (subject to any conditions therein).

For purposes of this Amendment, Participant shall be a "***Qualified Participant***" if and only if Participant remains a "Service Provider" of the Company, or of a "Parent" or "Subsidiary" of the Company within the meaning of the 2021 Plan, through the Amendment Effective Time.

For purposes of this Amendment, "***Quarterly Vesting Date***" means March 29, May 20, August 20 and November 20 of each year.

4. Continuation of Other Terms. Except as provided herein, all terms and conditions of the Options shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been entered into as of the date first set forth above.

PALLADYNE AI CORP.	PARTICIPANT
By: /s/ Benjaming G. Wolff	/s/ Trevor Thatcher
Name: Benjamin G. Wolff	Trevor Thatcher
Title: Chief Executive Officer	

EXHIBIT A

QUALIFIED OPTIONS

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share	Applicable Conditions
2021 Equity Incentive Plan	ES-2021-57	12/16/2021	4,000	$49.32	N/A
2021 Equity Incentive Plan	ES-2022-130	05/20/2022	967	$24.54	N/A
2021 Equity Incentive Plan	1294	03/29/2023	19,724	$2.82	Only a Qualified Option so long as the New Price is at or below $2.25.

Exhibit 10.16

PALLADYNE AI CORP.

AMENDMENT TO OPTION AGREEMENTS

This AMENDMENT TO OPTION AGREEMENTS (the “***Amendment***”) is made and entered into by and between Palladyne AI Corp. (the “***Company***”) and Matthew Vogt (the “***Participant***”) as of April 16, 2024.

WHEREAS, the Participant has been granted the following stock options (the “***Options***”) to acquire shares of the Company’s common stock (“***Shares***”). The Options were granted to Participant under the Company’s 2021 Equity Incentive Plan, as amended (the “***2021 Plan***”), or under the Sarcos Corp. 2015 Equity Incentive Plan (the “***2015 Plan***”), which was assumed by the Company in connection with its acquisition of Sarcos Corp. on September 24, 2021, in each case pursuant to a stock option agreement between the Company and the Participant (each, an “***Option Agreement***”):

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share
2015 Equity Incentive Plan	ES-303	06/17/2021	17,098	$52.74
2021 Equity Incentive Plan	ES-2022-137	05/20/2022	4,261	$24.54
2021 Equity Incentive Plan	1311	03/29/2023	18,122	$2.82

WHEREAS, Company and the Participant desire to amend the Option Agreements as set forth below;

NOW, THEREFORE, the Option Agreement for each Qualified Option (as defined below) is hereby amended effective as of 5:00 p.m. Eastern Time on April 17, 2024 (such time, the “***Amendment Effective Time***” and such date, the “***Amendment Effective Date***”), subject to Participant remaining a Qualified Participant (as defined below) as of the Amendment Effective Time, as follows:

1. Amendment to Exercise Price. The Exercise Price (as defined in the Option Agreement) is amended as of the Amendment Effective Time to be equal to the closing price per share of the Company’s common stock as reported on the Nasdaq Global Market for the Amendment Effective Date.

2. Amendment to Vesting Schedule. The Vesting Schedule for purposes of the Option Agreement, as set forth in the Notice portion of the Option Agreement, is amended as of the Amendment Effective Time to provide as follows:

- The Shares subject to the Option shall be fully unvested and unexercisable effective as of the Amendment Effective Time (regardless of whether the Option was partially or fully vested prior to such time);

- Twenty-five percent (25%) of the Shares subject to the Option shall be scheduled to vest on March 29, 2025; and one twelfth ($1/12^{th}$) of the remaining Shares subject to the Option shall be scheduled to vest on each subsequent Quarterly Vesting Date (as defined below) thereafter, in each case subject to Participant's continuing to be a Service Provider (as defined in the 2021 Plan) if the Option was granted under the 2021 Plan, or Participant's Continuous Service (as defined in the 2015 Plan) if the Option was granted under the 2015 Plan, in either case through the applicable vesting date.

3. Definitions.

For purposes of this Amendment, an Option shall be a "***Qualified Option***" if and only if the Option (i) remains outstanding and unexercised at the Amendment Effective Time; (ii) has an exercise per Share immediately prior to Amendment Effective Time that is greater than the closing price per Share on the Nasdaq Global Market for the Amendment Effective Date (the "***New Price***"); and (iii) is set forth in the table attached hereto as Exhibit A (subject to any conditions therein).

For purposes of this Amendment, Participant shall be a "***Qualified Participant***" if and only if Participant remains a "Service Provider" of the Company, or of a "Parent" or "Subsidiary" of the Company within the meaning of the 2021 Plan, through the Amendment Effective Time.

For purposes of this Amendment, "***Quarterly Vesting Date***" means March 29, May 20, August 20 and November 20 of each year.

4. Continuation of Other Terms. Except as provided herein, all terms and conditions of the Options shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been entered into as of the date first set forth above.

PALLADYNE AI CORP.	PARTICIPANT
By: /s/ Benjamin G. Wolff	/s/ Matthew Vogt
Name: Benjamin G. Wolff	Matthew Vogt
Title: Chief Executive Officer	

EXHIBIT A

QUALIFIED OPTIONS

Plan	Grant Number	Eligible Option Grant Date	Number of Shares Outstanding under the Eligible Option	Eligible Option Exercise Price Per Share	Applicable Conditions
2015 Equity Incentive Plan	ES-303	06/17/2021	17,098	$52.74	N/A
2021 Equity Incentive Plan	ES-2022-137	05/20/2022	4,261	$24.54	N/A

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Benjamin G. Wolff, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Palladyne AI Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2024

By: /s/ Benjamin G. Wolff
Benjamin G. Wolff
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Trevor Thatcher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Palladyne AI Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2024

By: /s/ Trevor Thatcher
Trevor Thatcher
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Palladyne AI Corp. (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2024

By: /s/ Benjamin G. Wolff
Benjamin G. Wolff
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Palladyne AI Corp. (the “Company”) on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2024

By: /s/ Trevor Thatcher
Trevor Thatcher
Chief Financial Officer
(Principal Financial and Accounting Officer)