

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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, 2015

or

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

Commission file number 001-35003

---

**RigNet, Inc.**

(Exact name of registrant as specified in its charter)

---

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

**1880 S. Dairy Ashford, Suite 300**  
**Houston, Texas**  
(Address of principal executive offices)

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

**77077-4760**  
(Zip Code)

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

---

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

At April 30, 2015, there were outstanding 17,672,780 shares of the registrant's Common Stock.

---

---

---

[Table of Contents](#)

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
<b><u>PART I – FINANCIAL INFORMATION</u></b>	
Item 1	<a href="#">Condensed Consolidated Financial Statements (Unaudited)</a> 3
Item 2	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a> 18
Item 3	<a href="#">Qualitative and Quantitative Disclosures about Market Risk</a> 29
Item 4	<a href="#">Controls and Procedures</a> 29
<b><u>PART II – OTHER INFORMATION</u></b>	
Item 1	<a href="#">Legal Proceedings</a> 30
Item 1A	<a href="#">Risk Factors</a> 30
Item 2	<a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a> 30
Item 3	<a href="#">Defaults Upon Senior Securities</a> 30
Item 4	<a href="#">Mine Safety Disclosures</a> 30
Item 5	<a href="#">Other Information</a> 30
Item 6	<a href="#">Exhibits</a> 30

**PART I – FINANCIAL INFORMATION**

**Item 1. Condensed Consolidated Financial Statements**

**CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)**

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
	(in thousands, except share amounts)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 60,789	\$ 66,576
Restricted cash	1,096	1,200
Accounts receivable, net	69,085	74,625
Costs and estimated earnings in excess of billings on uncompleted contracts	14,993	13,831
Prepaid expenses and other current assets	8,044	7,422
<b>Total current assets</b>	<b>154,007</b>	<b>163,654</b>
Property, plant and equipment, net	74,193	76,195
Goodwill	29,134	30,128
Intangibles, net	21,234	21,051
Deferred tax and other assets	8,890	8,809
<b>TOTAL ASSETS</b>	<b>\$ 287,458</b>	<b>\$ 299,837</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 7,285	\$ 13,560
Accrued expenses	20,199	23,230
Current maturities of long-term debt	8,409	8,405
Income taxes payable	5,055	4,978
Deferred revenue	5,366	4,780
<b>Total current liabilities</b>	<b>46,314</b>	<b>54,953</b>
Long-term debt	75,583	77,706
Deferred revenue	413	516
Deferred tax liability	239	228
Other liabilities	27,444	24,343
<b>Total liabilities</b>	<b>149,993</b>	<b>157,746</b>
Commitments and contingencies (Note 12)		
<b>Equity:</b>		
<b>Stockholders' equity</b>		
Preferred stock - \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding at March 31, 2015 or December 31, 2014	—	—
Common stock - \$0.001 par value; 190,000,000 shares authorized; 17,672,780 and 17,629,830 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively	18	18
Additional paid-in capital	138,729	137,662
Retained earnings	9,902	10,931
Accumulated other comprehensive (loss)	(11,265)	(6,682)
<b>Total stockholders' equity</b>	<b>137,384</b>	<b>141,929</b>
Non-redeemable, non-controlling interest	81	162
<b>Total equity</b>	<b>137,465</b>	<b>142,091</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 287,458</b>	<b>\$ 299,837</b>

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

**RIGNET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(Unaudited)

	Three Months Ended March 31,	
	2015	2014
	(in thousands, except per share amounts)	
<b>Revenue</b>	<b>\$ 77,650</b>	<b>\$ 75,043</b>
<b>Expenses:</b>		
Cost of revenue (excluding depreciation and amortization)	43,933	46,521
Depreciation and amortization	8,096	6,797
Selling and marketing	1,823	1,529
General and administrative	21,346	14,843
<b>Total expenses</b>	<b>75,198</b>	<b>69,690</b>
<b>Operating income</b>	<b>2,452</b>	<b>5,353</b>
<b>Other income (expense):</b>		
Interest expense	(511)	(481)
Other income (expense) net	(569)	651
Income before income taxes	1,372	5,523
Income tax expense	(2,314)	(3,215)
<b>Net income (loss)</b>	<b>(942)</b>	<b>2,308</b>
Less: Net income attributable to Non-redeemable, non-controlling interest	87	113
<b>Net income (loss) attributable to RigNet, Inc. stockholders</b>	<b>\$ (1,029)</b>	<b>\$ 2,195</b>
<b>COMPREHENSIVE INCOME (LOSS)</b>		
Net income (loss)	\$ (942)	\$ 2,308
Foreign currency translation	(4,583)	1,012
<b>Comprehensive income (loss)</b>	<b>(5,525)</b>	<b>3,320</b>
Less: Comprehensive income attributable to non-controlling interest	87	113
<b>Comprehensive income (loss) attributable to RigNet, Inc. stockholders</b>	<b>\$ (5,612)</b>	<b>\$ 3,207</b>
<b>INCOME (LOSS) PER SHARE - BASIC AND DILUTED</b>		
Net income (loss) attributable to RigNet, Inc. common stockholders	\$ (1,029)	\$ 2,195
Net income (loss) per share attributable to RigNet, Inc. common stockholders, basic	\$ (0.06)	\$ 0.13
Net income (loss) per share attributable to RigNet, Inc. common stockholders, diluted	\$ (0.06)	\$ 0.12
Weighted average shares outstanding, basic	17,463	17,267
Weighted average shares outstanding, diluted	17,463	17,993

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

**RIGNET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Three Months Ended March 31,	
	2015	2014
(in thousands)		
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ (942)	\$ 2,308
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Depreciation and amortization	8,096	6,797
Stock-based compensation	949	1,148
Amortization of deferred financing costs	44	52
Deferred taxes	246	207
Gain on sales of property, plant and equipment, net of retirements	(12)	(73)
Changes in operating assets and liabilities, net of effect of acquisition:		
Accounts receivable	4,635	858
Costs and estimated earnings in excess of billings on uncompleted contracts	(1,162)	(448)
Prepaid expenses and other assets	(1,188)	5,264
Accounts payable	(5,932)	(850)
Accrued expenses	(2,597)	2,370
Deferred revenue	584	(2,978)
Other liabilities	3,101	398
<b>Net cash provided by operating activities</b>	<b>5,822</b>	<b>15,053</b>
<b>Cash flows from investing activities:</b>		
Acquisitions, net of cash acquired	—	(23,260)
Capital expenditures	(8,236)	(9,382)
Proceeds from sales of property, plant and equipment	76	715
Decrease (increase) in restricted cash	104	(18)
<b>Net cash used in investing activities</b>	<b>(8,056)</b>	<b>(31,945)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	—	821
Subsidiary distributions to non-controlling interest	(168)	(149)
Proceeds from borrowings	—	25,000
Repayments of long-term debt	(2,163)	(2,163)
Excess tax benefits from stock-based compensation	118	152
<b>Net cash provided by (used in) financing activities</b>	<b>(2,213)</b>	<b>23,661</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(4,447)</b>	<b>6,769</b>
<b>Cash and cash equivalents:</b>		
Balance, January 1,	66,576	59,822
Changes in foreign currency translation	(1,340)	156
<b>Balance, March 31,</b>	<b>\$60,789</b>	<b>\$ 66,747</b>
<b>Supplemental disclosures:</b>		
Income taxes paid	\$ 1,628	\$ 2,664
Interest paid	\$ 471	\$ 429
Non-cash investing - capital expenditures accrued	\$ 2,234	\$ 270
Liabilities assumed - Inmarsat's Enterprise Energy business unit acquisition	\$ —	\$ 11,652

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

**RIGNET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
(Unaudited)

	Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss) <small>(in thousands)</small>	Total Stockholders' Equity	Non-Redeemable, Non-Controlling Interest	Total Equity
	Shares	Amount						
<b>Balance, January 1, 2014</b>	<b>17,237</b>	<b>\$ 17</b>	<b>\$128,932</b>	<b>\$ (4,704)</b>	<b>\$ 435</b>	<b>\$ 124,680</b>	<b>\$ 108</b>	<b>\$ 124,788</b>
Issuance of common stock upon the exercise of stock options	77	—	821	—	—	821	—	821
Issuance of restricted common stock, net of share cancellations	48	—	—	—	—	—	—	—
Stock-based compensation	—	—	1,148	—	—	1,148	—	1,148
Excess tax benefits from stock-based compensation	—	—	152	—	—	152	—	152
Foreign currency translation	—	—	—	—	1,012	1,012	—	1,012
Non-controlling owner distributions	—	—	—	—	—	—	(149)	(149)
Net income	—	—	—	2,195	—	2,195	113	2,308
<b>Balance, March 31, 2014</b>	<b>17,362</b>	<b>\$ 17</b>	<b>\$131,053</b>	<b>\$ (2,509)</b>	<b>\$ 1,447</b>	<b>\$ 130,008</b>	<b>\$ 72</b>	<b>\$ 130,080</b>
<b>Balance, January 1, 2015</b>	<b>17,630</b>	<b>\$ 18</b>	<b>\$137,662</b>	<b>\$ 10,931</b>	<b>\$ (6,682)</b>	<b>\$ 141,929</b>	<b>\$ 162</b>	<b>\$ 142,091</b>
Issuance of restricted common stock, net of share cancellations	43	—	—	—	—	—	—	—
Stock-based compensation	—	—	949	—	—	949	—	949
Excess tax benefits from stock-based compensation	—	—	118	—	—	118	—	118
Foreign currency translation	—	—	—	—	(4,583)	(4,583)	—	(4,583)
Non-controlling owner distributions	—	—	—	—	—	—	(168)	(168)
Net income (loss)	—	—	—	(1,029)	—	(1,029)	87	(942)
<b>Balance, March 31, 2015</b>	<b>17,673</b>	<b>\$ 18</b>	<b>\$138,729</b>	<b>\$ 9,902</b>	<b>\$ (11,265)</b>	<b>\$ 137,384</b>	<b>\$ 81</b>	<b>\$ 137,465</b>

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

---

[Table of Contents](#)

**Note 1 – Basis of Presentation**

The interim unaudited condensed consolidated financial statements of RigNet, Inc. (the Company or RigNet) include all adjustments which, in the opinion of management, are necessary for a fair presentation of the Company's financial position and results of operations. All such adjustments are of a normal recurring nature. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and Rule 10-01 of Regulation S-X. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying footnotes. Estimates and assumptions about future events and their effects cannot be perceived with certainty. Estimates may change as new events occur, as more experience is acquired, as additional information becomes available and as the Company's operating environment changes. Actual results could differ from estimates. These statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2014 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2015.

***Significant Accounting Policies***

Please refer to RigNet's Annual Report on Form 10-K for fiscal year 2014 for information regarding the Company's accounting policies.

***Recently Issued Accounting Pronouncements***

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-11 (ASU 2013-11), Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit when a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This update defines the criteria as to when an unrecognized tax benefit should be presented as a liability and when it should be netted against a deferred tax asset on the face of the balance sheet. ASU 2013-11 is effective for fiscal years beginning after December 15, 2013. The Company adopted ASU 2013-11 as of January 1, 2014. The adoption of ASU 2013-11 did not have any impact on the Company's condensed consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers (Topic 606). The core principle of this amendment is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, with earlier adoption not permitted. ASU 2014-09 can be adopted either retrospectively to each prior reporting period presented or as a cumulative-effect adjustment as of the date of adoption. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-09 will have on the Company's condensed consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03 (ASU 2015-03), Interest - Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs (Topic 835), which requires that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of the related debt liability, consistent with debt discounts. ASU 2015-03 is effective for annual and interim periods for fiscal years beginning after December 15, 2015. Early application is permitted. The Company will adopt ASU 2015-03 as of January 1, 2016. The Company does not expect the adoption of ASU 2015-03 to have a significant impact to the Company's condensed consolidated financial statements.

**Note 2 – Business Combinations**

***Inmarsat's Enterprise Energy Business Unit***

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

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

[Table of Contents](#)

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

RigNet financed the transaction with the credit facility announced on October 3, 2013 (see Note 6—Long-Term Debt) and existing cash on hand.

For the three months ended March 31, 2014, RigNet spent \$2.3 million on acquisition-related costs, which are reported as general and administrative expense in our Condensed Consolidated Statements of Comprehensive Income (Loss).

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

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

	<u>Three Months Ended March 31, 2014</u>
Revenue	\$ 13,718
Net Income	\$ 221

For the three months ended March 31, 2014, RigNet's supplemental pro forma revenue was \$80.8 million, calculated as if the Inmarsat's Enterprise Energy business unit acquisition had occurred on January 1, 2013.

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

**Note 3 – Business and Credit Concentrations**

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

---

## [Table of Contents](#)

### ***Interest Rate Risk***

The Company has significant interest-bearing liabilities at variable interest rates which generally price monthly. The Company's variable borrowing rates are tied to LIBOR resulting in interest rate risk (see Note 6 – Long-Term Debt). The Company does not currently use financial instruments to hedge these interest risk exposures, but evaluates this on a continual basis and may put financial instruments in place in the future if deemed necessary.

### ***Foreign Currency Risk***

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

### ***Credit Risk***

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

### ***Liquidity Risk***

The Company maintains cash and cash equivalent balances with major financial institutions which, at times, exceed federally insured limits. The Company monitors the financial condition of the financial institutions and has not experienced losses associated with these accounts during 2015 or 2014. Liquidity risk is managed by continuously monitoring forecasted and actual cash flows and by matching the maturity profiles of financial assets and liabilities (see Note 6 – Long-Term Debt).

## **Note 4 – Goodwill and Intangibles**

### ***Goodwill***

Goodwill relates to the acquisitions of LandTel Communications LLC (LandTel), OilCamp AS (OilCamp), and Nessco Group Holdings Ltd. (Nessco) as the consideration paid for these businesses exceeded the fair value of acquired identifiable net tangible and intangible assets. Goodwill is reviewed for impairment at least annually with additional evaluations being performed when events or circumstances indicate that the carrying value of these assets may not be recoverable. The Company performs its annual impairment test on July 31<sup>st</sup>, with the most recent annual test being performed as of July 31, 2014. The July 2014 annual test resulted in no impairment as the fair value of each reporting unit exceeded the carrying value plus goodwill of that reporting unit. Additionally, the Company performs additional impairment testing upon the occurrence of certain triggering events that may indicate a potential impairment. During December 2014, the Company identified a triggering event associated with the significant decline in oil prices and global oil and gas activity for which an impairment test was performed as of December 31, 2014. This circumstance resulted in a reduction in the Company's cash flow projections during the revision of internal forecasts. Specifically the TSI segment was impacted by declining contracted backlog, which reduced the estimated fair value of the TSI reporting unit below its carrying value. In December 2014, the Company recognized a \$2.7 million impairment of goodwill within the TSI reporting unit as a result of such test. As of March 31, 2015 and December 31, 2014, goodwill was \$29.1 million and \$30.1 million, respectively. Goodwill increases or decreases in value due to the effect of foreign currency translation.

### ***Intangibles***

Intangibles consist of customer relationships (acquired as part of the LandTel, OilCamp, Nessco and Inmarsat's Enterprise Energy business unit acquisitions), as well as trade name (acquired as part of the Nessco acquisition), backlog (acquired as part of the Nessco and Inmarsat's Enterprise Energy business unit acquisitions), licenses (acquired primarily as part of the Inmarsat's Enterprise Energy business unit acquisition) and internal-use software. The Company's intangibles have useful lives ranging from 1.7 to 9.0

## Table of Contents

years and are amortized on a straight-line basis. Impairment testing is performed when events or circumstances indicate that the carrying value of the assets may not be recoverable. No impairment indicators have been identified as of March 31, 2015. As of March 31, 2015 and December 31, 2014, intangibles were \$21.2 million and \$21.1 million, respectively. During the three months ended March 31, 2015 and 2014, the Company recognized amortization expense of \$1.3 million and \$1.3 million, respectively.

The following table sets forth expected amortization expense of intangibles for the remainder of 2015 and the following years (in thousands):

2015	3,981
2016	4,783
2017	4,708
2018	4,004
2019	2,912
Thereafter	846
	<u>\$21,234</u>

### Note 5 – Restricted Cash

As of March 31, 2015, the Company had restricted cash of \$1.1 million and \$0.1 million, in current and long-term assets, respectively. As of December 31, 2014, the Company had restricted cash of \$1.2 million and \$0.1 million, in current and long-term assets, respectively. This restricted cash is being used to collateralize outstanding performance bonds for Nessco's telecoms systems integration projects which were in effect prior to RigNet acquiring Nessco (see Note 6 – Long-Term Debt).

### Note 6 – Long-Term Debt

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

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
	(in thousands)	
Term loan, net of unamortized deferred financing costs	\$ 48,992	\$ 51,111
Revolving loan	35,000	35,000
Equipment notes	—	—
	83,992	86,111
Less: Current maturities of long-term debt	(8,409)	(8,405)
	<u>\$ 75,583</u>	<u>\$ 77,706</u>

#### Term Loan

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

The amended Term Loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5% based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the credit agreement. Interest is payable monthly along with quarterly principal installments of \$2.1 million, with the balance due October 2018. The weighted average interest rate for the three months ended March 31, 2015 and 2014 were 2.0% and 1.9%, respectively, with an interest rate of 1.9% at March 31, 2015.

The Term Loan is secured by substantially all the assets of the Company. As of March 31, 2015, the Term Loan had an outstanding principal balance of \$49.3 million.

---

## [Table of Contents](#)

### **Revolving Loans**

Under the amended and restated credit agreement with four participating financial institutions dated October 3, 2013, the Company also secured a \$125.0 million revolving credit facility, which includes a \$15 million sublimit for the issuance of standby letters of credit. As of March 31, 2015, \$35.0 million in draws have been made on the facility and remain outstanding.

The revolving loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5% based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the credit agreement. The weighted average interest rate for the three months ended March 31, 2015 was 1.9% and 1.8%, respectively, with an interest rate of 1.9% at March 31, 2015.

### **Performance Bonds**

On September 14, 2012, NesscoInvsat Limited, a subsidiary of RigNet, secured a performance bond facility with a lender in the amount of £4.0 million, or \$5.9 million. This facility has a maturity date of June 30, 2017. As of March 31, 2015, the amount available under this facility was £1.8 million or \$2.7 million.

Certain legacy Nessco performance bonds also require the Company to maintain restricted cash balances on a dollar of restricted cash for a dollar of performance bond basis to collateralize outstanding performance bonds. As of March 31, 2015, the Company had restricted cash of \$1.1 million and \$0.1 million, in current and long-term assets, respectively, to satisfy this requirement. As of December 31, 2014, the Company had restricted cash of \$1.2 million and \$0.1 million, in current and long-term assets, respectively, to satisfy this requirement.

### **Covenants and Restrictions**

The Company's credit agreement contains certain covenants and restrictions, including restricting the payment of cash dividends under default and maintaining certain financial covenants such as a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure as defined in the credit agreement, and a fixed charge coverage ratio. If any default occurs related to these covenants, the unpaid principal and any accrued interest shall be declared immediately due and payable. As of March 31, 2015 and December 31, 2014, the Company believes it was in compliance with all covenants.

### **Debt Maturities**

The following table sets forth the aggregate principal maturities of long-term debt, net of deferred financing cost amortization, for the remainder of 2015 and the following years (in thousands):

2015	\$ 6,305
2016	8,573
2017	8,437
2018	60,677
2019	—
Total debt, including current maturities	<u>\$83,992</u>

## **Note 7 – Fair Value Disclosures**

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

- **Cash and Cash Equivalents** — Reported amounts approximate fair value based on quoted market prices (Level 1).
- **Restricted Cash** — Reported amounts approximate fair value.
- **Accounts Receivable** — Reported amounts, net of the allowance for doubtful accounts, approximate fair value due to the short term nature of these assets.
- **Accounts Payable, Including Income Taxes Payable and Accrued Expenses** — Reported amounts approximate fair value due to the short term nature of these liabilities.
- **Long-Term Debt** — The carrying amount of the Company's floating-rate debt approximates fair value since the interest rates paid are based on short-term maturities and recent quoted rates from financial institutions. The estimated fair value of debt was calculated based upon observable (Level 2) inputs regarding interest rates available to the Company at the end of each respective period.

---

[Table of Contents](#)

**Note 8 – Income Taxes**

The Company's effective tax rate for the three months ended March 31, 2015 is not meaningful due to the \$6.2 million of restructuring charges recorded primarily in domestic operations which significantly decreased the Company's consolidated pre-tax book income and thus increased the valuation allowance recognized in the period ending March 31, 2015. The Company's effective income tax rate was 58.2% for the three months ended March 31, 2014. The Company's effective tax rate is affected by factors including changes in valuation allowances related to operating in a loss jurisdiction for which a benefit cannot be claimed, fluctuations in income across jurisdictions with varying tax rates, and changes in income tax reserves, including related penalties and interest.

The Company has computed the provision for taxes for the current and comparative periods using the actual year-to-date effective tax rate. The Company's financial projections for those periods did not provide the level of detail necessary to calculate a forecasted effective tax rate.

**Note 9 – Stock-Based Compensation**

During the three months ended March 31, 2015, the Company granted 56,455 shares of restricted stock to certain officers and employees of the Company under the 2010 Omnibus Incentive Plan (2010 Plan). Restricted shares issued to officers and employees, totaling 56,455 shares, vest over a four year period of continued employment, with 25% of the restricted shares vesting on each of the first four anniversaries of the grant date.

The fair value of restricted stock is determined based on the closing trading price of the Company's common stock on the grant date of the award. Compensation expense is recognized on a straight-line basis over the requisite service period of the entire award.

During the three months ended March 31, 2015, the Company also granted 174,137 stock options to certain officers and employees of the Company under the 2010 Plan. Options granted during this period have an exercise price of \$33.20, a contractual term of ten years and vest over a four year period of continued employment, with 25% of the options vesting on each of the first four anniversaries of the grant date.

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

The assumptions used for the stock option grants made during the three months ended March 31, 2015 and 2014, were as follows:

	Three Months Ended March 31,	
	2015	2014
Expected volatility	44%	43%
Expected term (in years)	7	7
Risk-free interest rate	1.9%	2.2%
Dividend yield	—	—

Based on these assumptions, the weighted average grant date fair value of stock options granted during the three months ended March 31, 2015 and 2014 was \$12.99 and \$25.74 per option, respectively.

Stock-based compensation expense related to the Company's stock-based compensation plans for the three months ended March 31, 2015 and 2014 was \$0.9 million and \$1.1 million, respectively. As of March 31, 2015, there was \$6.9 million of total unrecognized compensation cost related to unvested options and restricted stock expected to vest. This cost is expected to be recognized over a remaining weighted-average period of 2.6 years.

**Note 10 – Related Party Transactions**

One of the Company's former directors, who served on the board until May 2014, is the president and chief executive officer of a drilling corporation which is also a customer of the Company. Revenue recognized from that corporation for the three months ended March 31, 2015 and 2014 was \$0.3 million and \$0.3 million, respectively. All revenue relates to services performed by the Company in the ordinary course of business.

---

## [Table of Contents](#)

One of the Company's consulting vendors is wholly owned by one of RigNet's significant stockholders. Expense associated with this vendor for the three months ended March 31, 2015 was \$0.1 million. All expenses were incurred by RigNet in the ordinary course of business.

### **Note 11 – Income per Share**

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

For the three months ended March 31, 2014, 726,449 shares of unexercised or unvested securities were included in the diluted earnings per share computation due to the dilutive effect.

For the three months ended March 31, 2015, there were approximately 566,281 potentially issuable shares excluded from the Company's calculation of diluted EPS. Of these, 183,462 shares were excluded due to the antidilutive position of the security. The remaining 382,819 shares were excluded because the Company incurred a loss in the period and to include them would have been anti-dilutive, meaning the loss per share would be reduced. There were no antidilutive shares as of March 31, 2014.

### **Note 12 – Commitments and Contingencies**

#### ***Litigation***

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

#### ***Regulatory Matter***

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

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

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

---

[Table of Contents](#)

***Operating Leases***

The Company leases office space under lease agreements expiring on various dates through 2020. For the three months ended March 31, 2015 and 2014, the Company recognized expense under operating leases of \$0.7 million and \$0.6 million, respectively.

As of March 31, 2015, future minimum lease obligations for the remainder of 2015 and future years were as follows (in thousands):

2015	\$2,502
2016	2,849
2017	2,275
2018	1,305
2019	458
Thereafter	271
	<u>\$9,660</u>

***Commercial Commitments***

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

As of March 31, 2015, the Company had the following commercial commitments related to satellite and network services for the remainder of 2015 and future years (in thousands):

2015	\$ 26,753
2016	28,974
2017	25,097
2018	16,086
2019	18,000
	<u>\$114,910</u>

On January 31, 2014, RigNet finalized an agreement with Inmarsat to become a distributor of Inmarsat's Global Xpress (GX) and L-band satellite communications network services. RigNet has agreed, under certain conditions, to purchase up to \$65.0 million of capacity from the high-throughput GX network during the five years after it becomes operational. The Company expects to utilize GX and L-band services across RigNet's legacy operations as well as the operations acquired from Inmarsat. The portion of this agreement expected to be committed through 2019 is reflected in the table above.

**Note 13 – Segment Information**

Segment information is prepared consistent with the components of the enterprise for which separate financial information is available and regularly evaluated by the chief operating decision-maker for the purpose of allocating resources and assessing performance.

Certain operating segments are aggregated into one reportable segment based on similar economic characteristics. Accordingly, RigNet considers its business to consist of three reportable segments:

- ***Eastern Hemisphere.*** The Eastern Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, energy support vessels and other remote sites. The Eastern Hemisphere segment services are primarily performed out of the Company's Norway, United Kingdom, Qatar, and Singapore based offices for customers and rig sites located on the eastern side of the Atlantic Ocean primarily off the coasts of the United Kingdom, Norway, West Africa, around the Indian Ocean in Qatar, Saudi Arabia and India, around the Pacific Ocean near Australia, and within the South China Sea.
- ***Western Hemisphere.*** The Western Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, energy support vessels and other remote sites. The Western Hemisphere segment services are primarily performed out of the Company's United States and Brazil based offices for onshore and offshore customers and rig sites located on the western side of the Atlantic Ocean primarily in the United States, Canada, Mexico and Brazil, and within the Gulf of Mexico.
- ***Telecoms Systems Integration (TSI).*** The TSI segment designs, assembles, installs and commissions turn-key solutions for customer telecommunications systems. TSI segment solutions are custom designed and engineered turn-key solutions based on the customer's specifications, as well as, international industry standards and best practices. TSI projects include consultancy services, design, engineering, project management, procurement, testing, installation, commissioning and after-sales service. The TSI segment services are primarily performed out of the Company's United Kingdom and United States based offices for customers globally.

Corporate and eliminations primarily represents unallocated corporate office activities, interest expenses, income taxes and eliminations.

[Table of Contents](#)

The Company's business segment information as of and for the three months ended March 31, 2015 and 2014, is presented below.

	Three Months Ended March 31, 2015				
	Eastern Hemisphere	Western Hemisphere	Telecoms Systems Integration	Corporate and Eliminations	Consolidated Total
Revenue	\$ 38,971	\$ 28,128	\$ 10,551	\$ —	\$ 77,650
Cost of revenue (excluding depreciation and amortization)	17,900	13,954	8,073	4,006	43,933
Depreciation and amortization	3,972	3,016	764	344	8,096
Selling, general and administrative	3,528	4,554	1,080	14,007	23,169
Operating income (loss)	<u>\$ 13,571</u>	<u>\$ 6,604</u>	<u>\$ 634</u>	<u>\$ (18,357)</u>	<u>\$ 2,452</u>
Total assets	150,074	133,008	45,704	(41,328)	287,458
Capital expenditures	4,021	2,124	—	1,928	8,073

	Three Months Ended March 31, 2014				
	Eastern Hemisphere	Western Hemisphere	Telecoms Systems Integration	Corporate and Eliminations	Consolidated Total
Revenue	\$ 38,022	\$ 21,408	\$ 15,613	\$ —	\$ 75,043
Cost of revenue (excluding depreciation and amortization)	18,693	12,672	12,942	2,214	46,521
Depreciation and amortization	2,723	2,763	1,055	256	6,797
Selling, general and administrative	2,984	2,289	653	10,446	16,372
Operating income (loss)	<u>\$ 13,622</u>	<u>\$ 3,684</u>	<u>\$ 963</u>	<u>\$ (12,916)</u>	<u>\$ 5,353</u>
Total assets	130,646	123,819	65,497	(36,118)	283,844
Capital expenditures	5,172	3,749	4	727	9,652

---

## [Table of Contents](#)

The following table presents revenue earned from the Company's domestic and international operations for the three months ended March 31, 2015 and 2014. Revenue is based on the location where services are provided or goods are sold. Due to the mobile nature of RigNet's customer base and the services provided, the Company works closely with its customers to ensure rig or vessel moves are closely monitored to ensure location of service information is properly reflected.

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Domestic	\$ 22,706	\$ 13,748
International	54,944	61,295
Total	<u>\$ 77,650</u>	<u>\$ 75,043</u>

The following table presents long-lived assets for the Company's domestic and international operations as of March 31, 2015 and December 31, 2014.

	<b>March 31,</b>	<b>December 31,</b>
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Domestic	\$ 51,438	\$ 48,115
International	73,123	79,259
Total	<u>\$124,561</u>	<u>\$ 127,374</u>

### **Note 14 – Restructuring Costs – Cost Reduction Plan**

In the first quarter of 2015, the Company instituted a resource reallocation plan (the plan) to vacate and eliminate redundant facilities and eliminate certain excess positions in response to deteriorating oil and gas industry market conditions including declining oil and gas prices, increased stacking and scrapping of rigs and the declining Baker Hughes U.S. land rig count. The plan primarily consists of a corporate initiative to reallocate resources from the corporate function and the North America Land reporting unit within the Western Hemisphere segment to growth areas of the Company. The Company is undertaking the plan to reduce costs and improve the Company's competitive position.

In the first quarter of 2015, the Company incurred pre-tax expense of approximately \$6.2 million in the corporate segment related to the plan. The restructuring costs include \$2.4 million associated with the lay-off of 59 employees, of which \$1.9 million and \$0.5 million are reported as general and administrative expense and cost of revenue, respectively, in the Condensed Consolidated Statements of Comprehensive Income (Loss). The restructuring costs also include \$3.8 million associated with ceasing the use of and vacating 6 Company facilities, of which \$2.3 million and \$1.5 million are reported as general and administrative expense and cost of revenue, respectively, in the Condensed Consolidated Statements of Comprehensive Income (Loss).

---

[Table of Contents](#)

**Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations**

*Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying unaudited condensed consolidated financial statements as of March 31, 2015 and for the three months ended March 31, 2015 and 2014 included elsewhere herein, and with our annual report on Form 10-K for the year ended December 31, 2014. The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors" in Item 1A of our annual report and elsewhere in this quarterly report. See "Forward-Looking Statements" below.*

**Forward-Looking Statements**

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

- new regulations, delays in drilling permits or other changes in the drilling industry;
- competition and competitive factors in the markets in which we operate;
- demand for our products and services;
- the level of activity for oil and natural gas exploration, development and production;
- the advantages of our services compared to others;
- changes in customer preferences and our ability to adapt our product and services offerings;
- our ability to develop and maintain positive relationships with our customers;
- our ability to retain and hire necessary employees and appropriately staff our marketing, sales and distribution efforts;
- our cash needs and expectations regarding cash flow from operations and capital expenditures;
- our ability to manage and grow our business and execute our business strategy, including expanding our penetration of the U.S. and international onshore and offshore drilling rigs;
- our strategy;
- our resource reallocation activities and related expense;
- our financial performance, including our ability to expand Adjusted EBITDA through our operational leverage; and
- the costs associated with being a public company.

In some cases, forward-looking statements can be identified by terminology such as "may," "could," "should," "would," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursue," "target," "continue," the negative of such terms or other comparable terminology that convey uncertainty of future events or outcomes. All of these types of statements, other than statements of historical fact included in this Quarterly Report on Form 10-Q, are forward-looking statements.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are largely based on Company expectations, which reflect estimates and assumptions made by Company management. These estimates and assumptions reflect management's best judgment based on currently known market conditions and other factors. Although the Company believes such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties beyond its control. In addition, management's assumptions may prove to be inaccurate. The Company cautions that the forward-looking statements contained in this Quarterly Report on Form 10-Q are not guarantees of future performance, and it cannot assure any reader that such statements will be realized or the forward-looking statements or events will occur. Future results may differ materially from those anticipated or implied in forward-looking statements due to factors listed in the "Risk Factors" section of our annual report on Form 10-K for the year ended December 31, 2014 and elsewhere in this Quarterly Report on Form 10-Q. If one or more of these factors materialize, or if any underlying assumptions prove incorrect, our future results, performance or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements. The forward-looking statements speak only as of the date made, and other than as required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## Our Operations

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

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

Segment information is prepared consistent with the components of the enterprise for which separate financial information is available and regularly evaluated by the chief operating decision-maker for the purpose of allocating resources and assessing performance.

Certain operating segments are aggregated into one reportable segment based on similar economic characteristics. Accordingly, we operate three reportable segments, which are managed as distinct business units by our chief operating decision-maker.

- **Eastern Hemisphere.** Our Eastern Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, energy support vessels and other remote sites. Our Eastern Hemisphere segment services are primarily performed out of our Norway, United Kingdom, Qatar, and Singapore based offices for customers and rig sites located on the eastern side of the Atlantic Ocean primarily off the coasts of the United Kingdom, Norway, West Africa, around the Indian Ocean in Qatar, Saudi Arabia and India, around the Pacific Ocean near Australia, and within the South China Sea.
- **Western Hemisphere.** Our Western Hemisphere segment provides remote communications services for offshore and onshore drilling rigs and production facilities, as well as, energy support vessels and other remote sites. Our Western Hemisphere segment services are primarily performed out of our United States and Brazil based offices for onshore and offshore customers and rig sites located on the western side of the Atlantic Ocean primarily in the United States, Canada, Mexico and Brazil, and within the Gulf of Mexico.
- **Telecoms Systems Integration (TSI).** Our TSI segment designs, assembles, installs and commissions turn-key solutions for customer telecommunications systems. TSI segment solutions are custom designed and engineered turn-key solutions based on the customer's specifications, as well as, international industry standards and best practices. TSI projects include consultancy services, design, engineering, project management, procurement, testing, installation, commissioning and after-sales service. Our TSI segment services are primarily performed out of our United Kingdom and United States based offices for customers globally.

Cost of revenue consists primarily of satellite charges, voice and data termination costs, network operations expenses, internet connectivity fees, equipment purchases for telecoms systems integration projects and direct service labor. Direct service labor consists of field technicians, our Network Operations Center (NOC) employees, and other employees who directly provide services to customers. Satellite charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of service to and from leased satellites. Network operations expenses consist primarily of costs associated with the operation of our NOC, which is maintained 24 hours a day, seven days a week. Depreciation and amortization is recognized on all property, plant and equipment either installed at a customer's site or held at our corporate and regional offices, as well as intangibles arising from acquisitions and internal use software. Selling and marketing expenses consist primarily of salaries and commissions, travel costs and marketing communications. General and administrative expenses consist of expenses associated with our management, finance, contract, support and administrative functions.

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

---

## [Table of Contents](#)

### **Recent Developments**

#### ***Restructuring Costs – Cost Reduction Plan***

On February 19, 2015, we announced a resource reallocation plan (the plan) to vacate and eliminate redundant facilities and eliminate certain excess positions in response to deteriorating oil and gas industry market conditions including declining oil and gas prices, increased stacking and scrapping of rigs and the declining Baker Hughes U.S. land rig count. The plan primarily consists of a corporate initiative to reallocate resources from our corporate function and our North America Land reporting unit within our Western Hemisphere segment to growth areas of the Company. We are undertaking the plan to reduce costs and improve the Company's competitive position.

In the first quarter of 2015, we incurred pre-tax expense of approximately \$6.2 million in the corporate segment related to the plan. The restructuring costs include \$2.4 million associated with the lay-off of 59 employees, of which \$1.9 million and \$0.5 million are reported as general and administrative expense and cost of revenue, respectively, in our Condensed Consolidated Statements of Comprehensive Income (Loss). The restructuring costs also include \$3.8 million associated with ceasing the use of and vacating 6 Company facilities, of which \$2.3 million and \$1.5 million are reported as general and administrative expense and cost of revenue, respectively, in our Condensed Consolidated Statements of Comprehensive Income (Loss).

### **Known Trends and Uncertainties**

#### ***Operating Matters***

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

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

As of March 31, 2015, we were serving 281 jack up, semi-submersible and drillship rigs which we approximate to be a 32.9% market share of such rigs based on an IHS-Petrodata RigBase Current Activity report as of March 31, 2015. As of March 31, 2015, we were serving 526 strategic initiative sites, which include production facilities, energy support vessels and international onshore rigs. As of March 31, 2015, we were also serving 493 other sites, which includes U.S. onshore drilling rigs, completion facilities, remote support offices and supply bases.

Several drilling rig owners have recently announced and begun to cold stack and scrap drilling rigs which generally are older and not expected to be competitive. We expect that additional announcements are likely in the near future as a result of the potential overall lower global demand for offshore drilling rigs and expectations that many of the scheduled new build drilling rigs are delivered and compete for global rig activity. Since October 1, 2014, we have been notified directly by customers or through public announcements that 29 offshore drilling rigs we serve will be cold-stacked or scrapped. Revenue earned in 2014 from these 29 offshore drilling rigs was \$7.0 million. As of March 31, 2015, we have terminated providing communication services on 14 of the 29 offshore drilling rigs as a result of being cold-stacked or scrapped. Additionally, since December 31, 2014, our strategic initiatives and other sites, which includes U.S. land, have declined by 51 and 183 sites, respectively, as a result of declining market conditions. The Baker Hughes U.S. land rig count has declined approximately 53.7% to 894 units in early May 2015 since its recent peak of 1,931 in late November 2014.

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

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

---

[Table of Contents](#)**Regulatory Matter**

We cannot predict the ultimate outcome of the OFAC and BIS investigation (described in this Item under the heading “Regulatory Matter”), the total costs to be incurred in completing the investigation, the potential impact on personnel, the effect of implementing any further measures that may be necessary to ensure full compliance with applicable laws or to what extent, if at all, we could be subject to fines, sanctions or other penalties.

**Potential Future Goodwill Impairment**

During our December 31, 2014 interim impairment test, the fair value of our North America Land reporting unit, in our Western Hemisphere reportable segment, exceeded carrying value by approximately 5.1%. As of March 31, 2015, the goodwill balance held by our North America Land reporting unit was \$10.9 million. Any further downturn in our North America Land business could adversely impact the key assumptions in our goodwill impairment test. While we believe that there appears to be no indication of current or future impairment, historical operating results may not be indicative of future operating results and events and circumstances may occur causing a triggering event in a period as short as three months.

**Results of Operations**

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

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Revenue	\$ 77,650	\$ 75,043
Expenses:		
Cost of revenue (excluding depreciation and amortization)	43,933	46,521
Depreciation and amortization	8,096	6,797
Selling and marketing	1,823	1,529
General and administrative	21,346	14,843
Total expenses	75,198	69,690
Operating income	2,452	5,353
Other income (expense), net	(1,080)	170
Income before income taxes	1,372	5,523
Income tax expense	(2,314)	(3,215)
Net income (loss)	(942)	2,308
Less: Net income attributable to non-controlling interests	87	113
Net income (loss) attributable to RigNet, Inc. stockholders	\$ (1,029)	\$ 2,195
<b>Other Non-GAAP Data:</b>		
Gross Profit (excluding depreciation and amortization)	\$ 33,717	\$ 28,522
Unlevered Free Cash Flow	\$ 9,041	\$ 6,556
Adjusted EBITDA	\$ 17,114	\$ 16,208
Cash Earnings	\$ 14,289	\$ 12,512
Cash EPS	\$ 0.82	\$ 0.70

---

[Table of Contents](#)

The following represents selected financial operating results for our segments:

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
<b>Eastern Hemisphere:</b>		
Revenue	\$ 38,971	\$ 38,022
Cost of revenue (excluding depreciation and amortization)	17,900	18,693
Gross Profit (non-GAAP measure)	21,071	19,329
Depreciation and amortization	3,972	2,723
Selling, general and administrative	3,528	2,984
Eastern Hemisphere operating income	<u>\$ 13,571</u>	<u>\$ 13,622</u>
<b>Western Hemisphere:</b>		
Revenue	\$ 28,128	\$ 21,408
Cost of revenue (excluding depreciation and amortization)	13,954	12,672
Gross Profit (non-GAAP measure)	14,174	8,736
Depreciation and amortization	3,016	2,763
Selling, general and administrative	4,554	2,289
Western Hemisphere operating income	<u>\$ 6,604</u>	<u>\$ 3,684</u>
<b>Telecoms Systems Integration:</b>		
Revenue	\$ 10,551	\$ 15,613
Cost of revenue (excluding depreciation and amortization)	8,073	12,942
Gross Profit (non-GAAP measure)	2,478	2,671
Depreciation and amortization	764	1,055
Selling, general and administrative	1,080	653
Telecom Systems Integration operating income	<u>\$ 634</u>	<u>\$ 963</u>

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

#### *Three Months Ended March 31, 2015 and 2014*

**Revenue.** Revenue increased by \$2.6 million, or 3.5%, to \$77.7 million for the three months ended March 31, 2015 from \$75.0 million for the three months ended March 31, 2014. This increase was driven by the Western Hemisphere segments which increased \$6.7 million, or 31.4%, and the Eastern Hemisphere segment which increased \$0.9 million, or 2.5%. These increases are primarily due to increased revenue-per-site, increased offshore drilling sites served across the Eastern and Western Hemisphere segments, and an additional month of revenue from the Inmarsat Enterprise Energy business unit acquisition. The increase in revenue was offset by decreased Telecoms Systems Integration (TSI) segment revenue of \$5.1 million, or 32.4%, due to decreased demand for our TSI service in an environment of lower oil and gas prices and decreased global oil and gas drilling activity.

**Cost of Revenue.** Costs decreased by \$2.6 million, or 5.6%, to \$43.9 million for the three months ended March 31, 2015 from \$46.5 million for the three months ended March 31, 2014. Excluding \$2.0 million of restructuring charges related to a resource reallocation plan announced on February 19, 2015, cost of revenue would have been \$41.9 million for the three months ended March 31, 2015. Excluding the restructuring charges, cost of revenue decreased primarily due to declining TSI segment costs associated with decreased demand for TSI services.

---

## [Table of Contents](#)

Gross Profit (excluding depreciation and amortization) increased by \$5.2 million, or 18.2%, to \$33.7 million for the three months ended March 31, 2015 from \$28.5 million for the three months ended March 31, 2014. Gross Profit (excluding depreciation and amortization) as a percentage of revenue increased to 43.4% for the three months ended March 31, 2015 compared to 38.0% for the three months ended March 31, 2014. Excluding \$2.0 million of restructuring charges related to a resource reallocation plan announced on February 19, 2015, Gross Profit and Gross Profit as a percentage of revenue for the three months ended March 31, 2015 would have been \$35.7 million and 46.0%, respectively. The increased Gross Profit (excluding depreciation and amortization) and Gross Profit Margin percentage is primarily attributable to growing bandwidth needs of our customers and offshore drilling sites served across the Eastern and Western Hemisphere segments which we served at a higher margin percentage due to a cost savings initiative. Also contributing to increased Gross Profit (excluding depreciation and amortization) was lower TSI segment costs.

**Depreciation and Amortization.** Depreciation and amortization expense increased by \$1.3 million to \$8.1 million for the three months ended March 31, 2015 from \$6.8 million for the three months ended March 31, 2014. This increase is primarily attributable to additions to property, plant and equipment from capital expenditures.

**Selling and Marketing.** Selling and marketing expense increased by \$0.3 million to \$1.8 million for the three months ended March 31, 2015 from \$1.5 million for the three months ended March 31, 2014. This increase is primarily attributable to our marketing and sales force generating increased sales.

**General and Administrative.** General and administrative expenses increased by \$6.5 million to \$21.3 million for the three months ended March 31, 2015 from \$14.8 million for the three months ended March 31, 2014. Excluding \$4.2 million of restructuring charges related to a resource reallocation plan announced on February 19, 2015, general and administrative expenses would have been \$17.1 million for the three months ended March 31, 2015. Excluding the restructuring charges, general and administrative costs increased primarily due to the acquisition of Inmarsat's Enterprise Energy business unit business on January 31, 2014.

**Income Tax Expense.** Our effective tax rate for the three months ended March 31, 2015 is not meaningful due to the \$6.2 million of restructuring charges recorded primarily in our domestic operations which significantly decreased our consolidated pre-tax book income and thus increased the valuation allowance recognized in the period ending March 31, 2015. Our effective income tax rate was 58.2% for the three months ended March 31, 2014. Our effective tax rate is affected by factors including changes in valuation allowances related to operating in a loss jurisdiction for which a benefit cannot be claimed, fluctuations in income across jurisdictions with varying tax rates, and changes in income tax reserves, including related penalties and interest.

## **Liquidity and Capital Resources**

At March 31, 2015, we had working capital of \$107.7 million, including cash and cash equivalents of \$60.8 million, current restricted cash of \$1.1 million, accounts receivable of \$69.1 million, costs in excess of billings of \$15.0 million and other current assets of \$8.0 million, offset by \$7.3 million in accounts payable, \$20.2 million in accrued expenses, \$8.4 million in current maturities of long-term debt, \$5.0 million in tax related liabilities and \$5.4 million in deferred revenue.

Over the past three years, annual capital expenditures have grown from \$21.9 million to \$40.2 million due to continued increase of offshore drilling sites served. Based on our current expectations, we believe our liquidity and capital resources will be sufficient for the conduct of our business and operations for the foreseeable future. We may also use a portion of our available cash to finance growth through the acquisition of, or investment in, businesses, products, services or technologies complementary to our current business.

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

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

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

---

[Table of Contents](#)

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
<b>Condensed Consolidated Statements of Cash Flows Data:</b>		
Cash and cash equivalents, January 1,	\$ 66,576	\$ 59,822
Net cash provided by operating activities	5,822	15,053
Net cash used in investing activities	(8,056)	(31,945)
Net cash provided by (used in) financing activities	(2,213)	23,661
Changes in foreign currency translation	(1,340)	156
Cash and cash equivalents, March 31,	<u>\$ 60,789</u>	<u>\$ 66,747</u>

Currently, the Norwegian kroner and the British pound sterling are the foreign currencies that could materially impact our liquidity. Our historical experience with exchange rates for these currencies has been relatively stable and, consequently, we do not typically hedge these risks, but evaluate these risks on a continual basis and may put financial instruments in place in the future if deemed necessary. During the three months ended March 31, 2015 and 2014, 85.4% and 71.4% of our revenue was denominated in U.S. dollars, respectively.

### Operating Activities

Net cash provided by operating activities was \$5.8 million for the three months ended March 31, 2015 compared to \$15.1 million for the three months ended March 31, 2014. The decrease in cash provided by operating activities during 2015 of \$9.2 million was primarily due to decreased net income (loss) coupled with decreased accrued expenses and the timing of paying our accounts payable partially offset by the timing of collection of our accounts receivable.

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

### Investing Activities

Net cash used in investing activities was \$8.1 million and \$31.9 million for the three months ended March 31, 2015 and 2014, respectively.

Net cash used in investing activities during the three months ended March 31, 2015 and 2014 includes capital expenditures of \$8.2 million and \$9.4 million, respectively. We expect capital expenditures to be slightly lower than the previous year due to declining global oil and gas drilling activity. We believe our 2015 capital expenditures will primarily be focused on growth opportunities arising from new build high specification deepwater drilling rigs and, to a lesser extent, our Enterprise Resource Planning (ERP) system.

Net cash used during the three months ended March 31, 2014 includes cash paid for the acquisition of Inmarsat's Enterprise Energy business unit, totaling \$23.3 million.

### Financing Activities

Net cash used in financing activities was \$2.2 million compared to cash provided by financing activities of \$23.7 million for the three months ended March 31, 2015 and 2014, respectively. Cash used in financing activities for the three months ended March 31, 2015 and 2014 include \$2.2 million and \$2.2 million in principal payments on our long-term debt, respectively.

Cash provided by financing activities for the three months ended March 31, 2014 consisted primarily of \$25.0 million in draws on our credit facility, which was used, along with cash on hand, to finance our acquisition of Inmarsat's Enterprise Energy business unit.

---

## [Table of Contents](#)

### ***Credit Agreement***

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

The Term Loan bears an interest rate of LIBOR plus a margin ranging from 1.5% to 2.5%, based on a ratio of funded debt to Adjusted EBITDA, a non-GAAP financial measure defined in the credit agreement. Interest is payable monthly along with quarterly principal installments of \$2.1 million, with the balance due October 2018. The weighted average interest rate for the three months ended March 31, 2015 and 2014 was 2.0% and 1.9%, respectively, with an interest rate of 1.9% at March 31, 2015. The Term Loan is secured by substantially all the assets of the Company. As of March 31, 2015, the outstanding principal balance of the Term Loan was \$49.3 million.

Our credit agreement imposes certain restrictions including our ability to obtain additional debt financing and on our payment of cash dividends. It also requires us to maintain certain financial covenants such as a funded debt to Adjusted EBITDA ratio of less than or equal to 3.0 to 1.0 and a fixed charge coverage ratio of not less than 1.25 to 1.0. At March 31, 2015, we believe we were in compliance with all covenants.

The revolving credit facility matures in October 2018 with any outstanding borrowings then payable. Borrowings under the revolving credit facility carries an interest rate of LIBOR plus an applicable margin ranging from 1.5% to 2.5%, which varies as a function of the Company's leverage ratio. As of March 31, 2015, \$35.0 million in draws have been made on the facility and remain outstanding. The weighted average interest rate for the three months ended March 31, 2015 and 2014 was 1.9% and 1.8%, respectively, with an interest rate of 1.9% at March 31, 2015.

### ***Off-Balance Sheet Arrangements***

We do not engage in any off-balance sheet arrangements.

### **Regulatory Matter**

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

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

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

### **Non-GAAP Measures**

The non-GAAP financial measures, Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Cash Earnings and Cash EPS may not be comparable to similarly titled measures used by other companies. Therefore, these non-GAAP measures should be considered in conjunction with net income (loss) and other performance measures prepared in accordance with GAAP, such as gross profit, operating income or net cash provided by operating activities. Further, Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Cash Earnings and Cash EPS should not be considered in isolation or as a substitute for GAAP measures such as net income (loss), gross profit, operating income or any other GAAP measure of liquidity or financial performance. Our Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Cash Earnings and Cash EPS may not be comparable

---

## [Table of Contents](#)

to similarly titled measures of other companies because other companies may not calculate Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Cash Earnings, Cash EPS or similarly titled measures in the same manner as we do. We prepare Gross Profit (excluding depreciation and amortization), Adjusted EBITDA, Cash Earnings and Cash EPS to eliminate the impact of items that we do not consider indicative of our core operating performance. We encourage you to evaluate these adjustments and the reasons we consider them appropriate.

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

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
	(in thousands)	
Gross profit	\$ 25,978	\$ 22,054
Depreciation and amortization related to cost of revenue	7,739	6,468
Gross Profit (excluding depreciation and amortization)	<u>\$ 33,717</u>	<u>\$ 28,522</u>

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

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

- Investors and securities analysts use Adjusted EBITDA as a supplemental measure to evaluate the overall operating performance of companies, and we understand our investor and analyst's presentations include Adjusted EBITDA;
- By comparing our Adjusted EBITDA in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year; and
- Adjusted EBITDA is an integral component of the financial ratio covenants of our credit agreement.

Our management uses Adjusted EBITDA:

- To indicate profit contribution;
- For planning purposes, including the preparation of our annual operating budget and as a key element of annual incentive programs;
- To allocate resources to enhance the financial performance of our business; and
- In communications with our Board of Directors concerning our financial performance.

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

- Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect interest expense;
- Adjusted EBITDA does not reflect cash requirements for income taxes;

---

## [Table of Contents](#)

- Adjusted EBITDA does not reflect the stock based compensation component of employee compensation;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for these replacements; and
- Other companies in our industry may calculate Adjusted EBITDA or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

We believe Unlevered Free Cash Flow is useful to investors in evaluating our operating performance for the following reasons:

- Investors and securities analysts use Unlevered Free Cash Flow as a supplemental measure to evaluate the overall operating performance of companies, and we understand our investor and analyst's presentations include Unlevered Free Cash Flow;
- By comparing our Unlevered Free Cash Flow in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year; and

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

- Unlevered Free Cash Flow does not reflect changes in, or cash requirements for, our working capital needs;
- Unlevered Free Cash Flow does not reflect the stock based compensation component of employee compensation; and
- Other companies in our industry may calculate Unlevered Free Cash Flow or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

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

- Investors and securities analysts use Cash Earnings and Cash EPS as a supplemental measure to evaluate the overall operating performance of companies, and we understand our investor and analyst's presentations include Cash Earnings and Cash EPS;
- By comparing our Cash Earnings and Cash EPS in different periods, our investors may evaluate our operating results without the additional variations caused by items that we do not consider indicative of our core operating performance and which are not necessarily comparable from year to year; and

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

- Cash Earnings and Cash EPS does not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;
- Cash Earnings and Cash EPS does not reflect changes in, or cash requirements for, our working capital needs;
- Cash Earnings and Cash EPS does not reflect the stock based compensation component of employee compensation;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Cash Earnings and Cash EPS does not reflect any cash requirements for these replacements; and
- Other companies in our industry may calculate Cash Earnings and Cash EPS or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

---

[Table of Contents](#)

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

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Net income (loss)	\$ (942)	\$ 2,308
Interest expense	511	481
Depreciation and amortization	8,096	6,797
Gain on sales of property, plant and equipment, net of retirements	(12)	(73)
Stock-based compensation	949	1,148
Restructuring costs	6,198	—
Acquisition costs	—	2,332
Income tax expense	2,314	3,215
Adjusted EBITDA (non-GAAP measure)	<u>\$ 17,114</u>	<u>\$ 16,208</u>
Interest expense	(511)	(481)
Income tax expense	(2,314)	(3,215)
Cash Earnings (non-GAAP measure)	<u>\$ 14,289</u>	<u>\$ 12,512</u>
Diluted Shares	17,463	17,993
Cash EPS (non-GAAP measure)	<u>\$ 0.82</u>	<u>\$ 0.70</u>
Adjusted EBITDA (non-GAAP measure)	<u>\$ 17,114</u>	<u>\$ 16,208</u>
Capital expenditures	8,073	9,652
Unlevered Free Cash Flow (non-GAAP measure)	<u>\$ 9,041</u>	<u>\$ 6,556</u>

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

Adjusted EBITDA increased by \$0.9 million to \$17.1 million for the three months ended March 31, 2015, from \$16.2 million for the three months ended March 31, 2014. The increase resulted from increased revenue from our core offshore operations coupled with the resource reallocation plan and a separate cost savings initiative.

Unlevered free cash flow was \$9.0 million in the quarter, an increase of \$2.5 million, or 37.9%, over the prior year quarter.

Cash Earnings increased by \$1.8 million, or \$0.12 per diluted share, to \$14.3 million, or \$0.82 per diluted share, for the three months ended March 31, 2015, from \$12.5 million, or \$0.70 per diluted share, for the three months ended March 31, 2014. The increase resulted from increased revenue from our core offshore operations coupled with the resource reallocation plan and a separate cost savings initiative.

---

[Table of Contents](#)

**Item 3. Qualitative and Quantitative Disclosures about Market Risk**

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

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in earnings and cash flows associated with foreign currency exchange rates. We do not currently use foreign currency forward contracts to hedge our exposure on firm commitments denominated in foreign currencies, but evaluate this on a continual basis and may put financial instruments in place in the future if deemed necessary. During the three months ended March 31, 2015 and 2014, 14.6% and 28.6%, respectively of our revenues were earned in non-U.S. currencies. At March 31, 2015 and 2014, we had no significant outstanding foreign exchange contracts.

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

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
	(in thousands)	
<b>Effect on Net Income and Equity - Increase/Decrease:</b>		
1% Decrease/increase in rate	\$ 840	\$ 511
2% Decrease/increase in rate	\$ 1,680	\$ 1,022
3% Decrease/increase in rate	\$ 2,520	\$ 1,533

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2015. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the quarter ended March 31, 2015 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 have been subject to various claims and legal actions in the ordinary course of our business. We are not currently involved in any legal proceeding the ultimate outcome of which, in our judgment based on information currently available, would have a material impact on our business, financial condition or results of operations.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors disclosed in “Part I, Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2014.

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

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None

**Item 6. Exhibits**

**INDEX TO EXHIBITS**

2.1	Share Purchase Agreement between RigNet, Inc. and the shareholders of Nessco Group Holdings Ltd. dated July 5, 2012 (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 5, 2012, and incorporated herein by reference)
3.1	Amended and Restated Certificate of Incorporation (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
3.2	Amended and Restated Bylaws of the Registrant, as amended as of October 31, 2013 (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 6, 2013, and incorporated herein by reference)
4.1	Amended and Restated Registration Rights Agreement dated effective as of June 20, 2005 among the Registrant and the holders of our preferred stock party thereto (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 [File No. 333-169723], as amended, and incorporated herein by reference)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

**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.

**RIGNET, INC.**

Date: May 11, 2015

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

Martin L. Jimmerson, Jr.  
*Chief Financial Officer*  
*(Principal Financial & Accounting Officer)*

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER  
OF RIGNET, INC.  
PURSUANT TO 15 U.S.C. SECTION 7241, AS ADOPTED  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002

I, Mark Slaughter, certify that:

- a. I have reviewed this Quarterly Report on Form 10-Q of RigNet, Inc. (the "Registrant");
- b. 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;
- c. 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;
- d. The Registrant's other certifying officer 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
- e. The Registrant's other certifying officer 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 11, 2015

By: /s/ MARK SLAUGHTER

Mark Slaughter  
Chief Executive Officer and President

CERTIFICATION OF  
CHIEF FINANCIAL OFFICER  
OF RIGNET, INC.  
PURSUANT TO 15 U.S.C. SECTION 7241, AS ADOPTED  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002

I, Martin Jimmerson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of RigNet, Inc. (the "Registrant");
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 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 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 11, 2015

By: /s/ MARTIN JIMMERSON  
Martin Jimmerson  
Chief Financial Officer

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER  
OF RIGNET, INC.  
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 accompanying Quarterly Report on Form 10-Q for the period ended March 31, 2015 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark Slaughter, Chief Executive Officer of RigNet, Inc. (the "Company"), hereby certify, to my knowledge, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) 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 11, 2015

/s/ MARK SLAUGHTER

Mark Slaughter  
Chief Executive Officer and President

CERTIFICATION OF  
CHIEF FINANCIAL OFFICER  
OF RIGNET, INC.  
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 accompanying Quarterly Report on Form 10-Q for the period ended March 31, 2015 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Jimmerson, Chief Financial Officer of RigNet, Inc. (the "Company"), hereby certify, to my knowledge, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) 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 11, 2015

/s/ MARTIN JIMMERSON

Martin Jimmerson  
Chief Financial Officer

