

Edgar Filing: Zoom Telephonics, Inc. - Form 10-Q/A

Zoom Telephonics, Inc.  
Form 10-Q/A  
December 06, 2016

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

---

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

---

(Mark One)

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

For the quarterly period ended September 30, 2016

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-53722

---

ZOOM TELEPHONICS, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware 04-2621506  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

99 High Street, Boston, Massachusetts 02110  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's Telephone Number, Including Area Code: (617) 423-1072

---

(Former Name, Former Address, Former Fiscal Year, if Changed Since Last Report)

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 definitions 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

Edgar Filing: Zoom Telephonics, Inc. - Form 10-Q/A

Smaller Reporting  
Company

(do not check if a 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

The number of shares outstanding of the registrant's Common Stock, \$.01 par value, as of November 2, 2016, was 14,595,290 shares.



## EXPLANATORY NOTE

Zoom Telephonics, Inc. (the “Company”) is filing this amendment (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, originally filed with the Securities and Exchange Commission (the “SEC”) on November 14, 2016 (the “Original Form 10-Q”), solely to file Exhibit 10.3 and Exhibit 10.4, which were inadvertently omitted from the Original Form 10-Q. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment restates in its entirety Part II, Item 6 and contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith.

Other than adding Exhibit 10.3 and Exhibit 10.4, no other changes have been made to the Original Form 10-Q. This Amendment No. 1 does not reflect events that may have occurred subsequent to the filing date of the Original Form 10-Q, and does not modify or update in any way any other disclosure made in the Original Form 10-Q.

## PART II - OTHER INFORMATION

### ITEM 6. EXHIBITS

Exhibit No.	Exhibit Description
10.1	Amendment to Financing Agreement, dated July 19, 2016, between Zoom Telephonics, Inc. and Rosenthal & Rosenthal, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on July 25, 2016).
10.2	Amendment to Financing Agreement, dated September 1, 2016, between Zoom Telephonics, Inc. and Rosenthal & Rosenthal, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on September 8, 2016).
10.3(1)	License Agreement, dated May 13, 2015, between Zoom Telephonics, Inc. and Motorola Mobility LLC.
10.4 (1)	Amendment to License Agreement, dated August 16, 2016, between Zoom Telephonics, Inc. and Motorola Mobility LLC.
31.1	Certification of Chief Executive Officer and Acting Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 (2)(3)	Certification of Chief Executive Officer and Acting Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS (3)	XBRL Instance Document
101.SCH (3)	XBRL Taxonomy Extension Schema Document
101.CAL (3)	XBRL Taxonomy Calculation Linkbase Document
101.DEF (3)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB (3)	XBRL Taxonomy Label Linkbase Document
101.PRE (3)	XBRL Taxonomy Presentation Linkbase Document

(1)

Confidential treatment requested as to portions of the exhibit. Confidential materials omitted and filed separately with the Securities and Exchange Commission.

(2)

In accordance with Item 601(b)(32)(ii) of Regulation S-K, the certifications furnished in Exhibit 32.1 hereto is deemed to accompany this Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Exchange Act. Such certification will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

(3)

Filed on November 14, 2016 as an exhibit to the Company’s Quarterly Report on Form 10-Q.





SIGNATURE

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

ZOOM TELEPHONICS, INC.

Date: December 6, 2016 By: /s/ Frank B. Manning  
Frank B. Manning  
President, Chief Executive Officer and  
Acting Chief Financial Officer  
(Principal Executive Officer and  
Principal Financial and Accounting Officer)





EXHIBIT INDEX

Exhibit No.	Exhibit Description
10.1	Amendment to Financing Agreement, dated July 19, 2016, between Zoom Telephonics, Inc. and Rosenthal & Rosenthal, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on July 25, 2016).
10.2	Amendment to Financing Agreement, dated September 1, 2016, between Zoom Telephonics, Inc. and Rosenthal & Rosenthal, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on September 8, 2016).
10.3(1)	License Agreement, dated May 13, 2015, between Zoom Telephonics, Inc. and Motorola Mobility LLC.
10.4 (1)	Amendment to License Agreement, dated August 16, 2016, between Zoom Telephonics, Inc. and Motorola Mobility LLC.
31.1	Certification of Chief Executive Officer and Acting Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 (2)(3)	Certification of Chief Executive Officer and Acting Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS (3)	XBRL Instance Document
101.SCH (3)	XBRL Taxonomy Extension Schema Document
101.CAL (3)	XBRL Taxonomy Calculation Linkbase Document
101.DEF (3)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB (3)	XBRL Taxonomy Label Linkbase Document
101.PRE (3)	XBRL Taxonomy Presentation Linkbase Document

(1)

Confidential treatment requested as to portions of the exhibit. Confidential materials omitted and filed separately with the Securities and Exchange Commission.

(2)

In accordance with Item 601(b)(32)(ii) of Regulation S-K, the certifications furnished in Exhibit 32.1 hereto is deemed to accompany this Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certification will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

(3)

Filed on November 14, 2016 as an exhibit to the Company's Quarterly Report on Form 10-Q.