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

FORM 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

OR

☐ **TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM TO .

Commission File Number 0-26068

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acacia
RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	**95-4405754**
(State or other jurisdiction of incorporation organization)	(I.R.S. Employer Identification No.)
520 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA	**92660**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(949) 480-8300**

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.001 par value	**The NASDAQ Stock Market, LLC**

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

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

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant on June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, computed by reference to the last sale price of the registrant's common stock as reported by The Nasdaq Global Select Market on such date, was approximately $437,867,000. This computation assumes that all executive officers and directors are affiliates of the registrant. Such assumption should not be deemed conclusive for any other purpose.

As of March 11, 2016, 50,458,905 shares of common stock were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

In accordance with General Instruction G(3) to Form 10-K, portions of the registrant's Definitive Proxy Statement on Schedule 14A for its Annual Meeting of Stockholders to be filed with the Commission within 120 days after the close of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference into Part III of this Annual Report on Form 10-K. Only those portions of the proxy statement that are specifically incorporated by reference herein shall constitute a part of this Annual Report on Form 10-K.

ACACIA RESEARCH CORPORATION
ANNUAL REPORT ON FORM 10-K
FISCAL YEAR ENDED DECEMBER 31, 2015
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PART I

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

As used in this Annual Report on Form 10-K, “we,” “us” and “our” refer to Acacia Research Corporation and/or its wholly and majority-owned operating subsidiaries. All patent portfolio investments, development, licensing and enforcement activities are conducted solely by certain of our wholly owned operating subsidiaries.

This Annual Report on Form 10-K, or the annual report, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which include, without limitation, statements about our future business operations and results, our strategies and competition, and other forward-looking statements included in this annual report. Such statements may be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “believe,” “estimate,” “anticipate,” “intend,” “continue,” or similar terms, variations of such terms or the negative of such terms. Such statements are based on management’s current expectations and are subject to a number of risks and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. Such statements address future events and conditions concerning earnings, capital expenditures, litigation, competition, regulatory matters, stock price volatility, liquidity and capital resources and accounting matters. Actual results in each case could differ materially from those anticipated in such statements by reason of factors such as future economic conditions, legislative, regulatory and competitive developments in markets in which we and our subsidiaries operate, and other circumstances affecting anticipated revenues and costs, as more fully disclosed in our discussion of “Risk Factors” in Item 1A of Part I of this annual report. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Additional factors that could cause such results to differ materially from those described in the forward-looking statements are set forth in connection with the forward-looking statements.

ITEM 1. BUSINESS

General

Our operating subsidiaries partner with inventors and patent owners, applying our legal and technology expertise to patent assets to unlock the financial value in their patented inventions. We are an intermediary in the patent marketplace, bridging the gap between invention and application, facilitating efficiency and delivering monetary rewards to patent owners.

Our operating subsidiaries generate revenues and related cash flows from the granting of intellectual property rights for the use of patented technologies that our operating subsidiaries control or own. Our operating subsidiaries assist patent owners with the prosecution and development of their patent portfolios, the protection of their patented inventions from unauthorized use, the generation of licensing revenue from users of their patented technologies and, where necessary, with the enforcement against unauthorized users of their patented technologies through the filing of patent infringement litigation. Currently, on a consolidated basis, our operating subsidiaries own or control the rights to multiple patent portfolios, which include U.S. patents and certain foreign counterparts, covering technologies used in a wide variety of industries.

We are a leader in licensing and enforcing patented technologies and have established a proven track record of licensing success with over 1,490 license agreements executed to date, across 185 patent portfolio licensing and enforcement programs. To date, we have generated gross licensing revenue of approximately $1.2 billion, and have returned more than $703 million to our patent partners.

Other

We were originally incorporated in California in January 1993 and reincorporated in Delaware in December 1999. Our website address is www.acaciaresearch.com. Reference in this annual report to this website address does not constitute incorporation by reference of the information contained on the website. We make our filings with the Securities and Exchange Commission, or the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, other reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and amendments to the foregoing reports, available free of charge on or through our website as soon as reasonably practicable after we file these reports with, or furnish such reports to, the SEC. In addition, we post the following information on our website:

- our corporate code of conduct, our code of conduct for our board of directors and our fraud policy;

- charters for our audit committee, nominating and corporate governance committee, disclosure committee and compensation committee; and
- applicable dividend related tax forms.

The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at http://www.sec.gov.

Patent Licensing and Enforcement Business

Our operating subsidiaries invest in, license and enforce patented technologies. Our operating subsidiaries partner with inventors and patent owners, applying our legal and technology expertise to patent assets to unlock the financial value in their patented inventions. We are an intermediary in the patent marketplace, bridging the gap between invention and application, facilitating efficiency and delivering monetary rewards to patent owners.

Our operating subsidiaries generate revenues and related cash flows from the granting of intellectual property rights for the use of patented technologies that our operating subsidiaries control or own. Our operating subsidiaries assist patent owners with the prosecution and development of their patent portfolios, the protection of their patented inventions from unauthorized use, the generation of licensing revenue from users of their patented technologies and, where necessary, with the enforcement against unauthorized users of their patented technologies through the filing of patent infringement litigation.

Refer to the section entitled "Patented Technologies" below for a partial summary of patent portfolios owned or controlled by certain of our operating subsidiaries.

Patents are an important asset class worldwide. Due to legislative and regulatory changes, licensing and enforcing patents has become increasingly difficult for patent holders, necessitating an experienced, well-capitalized, licensing partner. We focus solely on the patent marketplace, and have emerged as a leading outsource patent licensing and enforcement company for patent owners that have made the important choice to outsource their patent licensing and enforcement activities.

We are a leader in patent licensing and enforcement and our operating subsidiaries have established a proven track record of licensing success with more than 1,490 license agreements executed to date. On a consolidated basis, to date, we have generated revenues from 185 patent portfolio licensing and enforcement programs. Our professional staff includes in-house patent attorneys, licensing executives, engineers and business development executives.

We partner with the disenfranchised patent owner, including individual inventors, universities, and large multi-national corporations in the technology, medical technology, energy, and industrial sectors. A disenfranchised patent owner owns patents that are being infringed by third-parties in connection with the design, manufacture, use, or distribution of products and/or services, but is not receiving fair compensation for the unauthorized use of his or her patented inventions by those third-parties. We strive to reward inventors and patent owners for their creative technological contributions. We also partner with patent owners, including individual inventors, universities, and domestic and multi-national corporations who may have limited internal resources and/or expertise to effectively address the unauthorized use of their patented technologies, and those that are seeking to effectively and efficiently monetize their portfolio of patented technologies on an outsourced basis. In a typical arrangement, our operating subsidiary will partner with a patent portfolio owner, acquiring rights in the patent portfolio or acquiring the patent portfolio outright, and in exchange, the original patent portfolio owner receives (i) a percentage of our operating subsidiary's net recoveries from the licensing and enforcement of the patent portfolio, which we refer to as our Partnering Model, or (ii) an upfront payment for the purchase of the patent portfolio rights or the patent portfolio, which we refer to as our Purchasing Model, or (iii) a combination of the two, which we refer to as our Hybrid Partnering Model.

Under U.S. law, a patent owner has the right to exclude others from making, selling or using their patented invention. A third-party infringes a patent by making, offering for sale, selling, or using a patented invention without a license from the patent owner. Unfortunately, in the majority of cases, infringers are generally unwilling, at least initially, to negotiate or pay reasonable license fees for their unauthorized use of third-party patents and will typically fight any allegations of patent infringement. Inventors and/or patent holders without sufficient legal, financial and/or expert technical resources to bring and continue the pursuit of costly and complex patent infringement actions are often blatantly ignored.

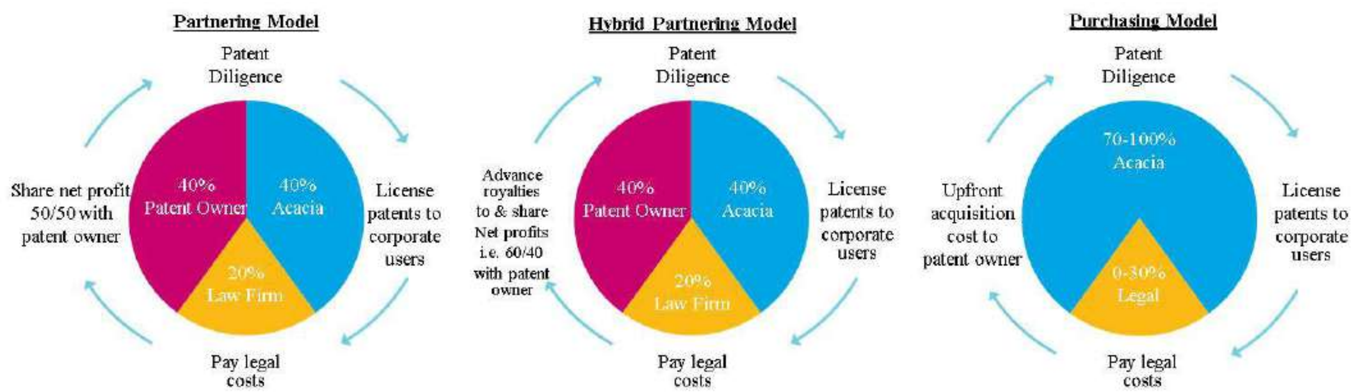
As a result of the common reluctance of patent infringers to negotiate and ultimately take a patent license for the use of patented technologies without at least the threat of legal action, patent licensing and enforcement often begins with the filing of patent enforcement litigation. However, most patent infringement litigation settles out of court at amounts that are related to the strength of the patent and the value of the invention in the infringer's products or services. We execute agreements that grant rights in our patents to users of our patented technologies. Our agreements can be negotiated without the filing of patent litigation, or negotiated in the shadow of ongoing patent litigation, depending on the specific facts and circumstances.

Patents are a complex and highly technical subject area. Our professionals actively seek to identify high-quality but undervalued patent portfolios in a variety of industries. We combine our legal expertise, technology expertise, and our extensive knowledge of, and experience in, the patent licensing ecosystem, to continually uncover important patent assets and bring needed proficiency to patent licensing and enforcement.

Our partnership with patent owners is the cornerstone of our operating subsidiaries' corporate strategy. We assume all responsibility for advancing operational expenses while pursuing a patent licensing and enforcement program, and then share net licensing revenue with our patent partners as that program matures, on a pre-arranged and negotiated basis. We may also provide upfront capital to the patent owner as an advance against future licensing revenue. We are a principal in the licensing and enforcement effort, with our operating subsidiaries obtaining control of the rights in the patent portfolio, or control of the patent portfolio outright.

Business Model and Strategy - Overview

We have the flexibility to structure arrangements in a number of ways to address the needs and specific sets of circumstances presented by each of our unique patent partners, examples of which include the following:



<u>Partnering Model</u>:

- 50/50 net profit sharing of revenue after legal costs and other licensing and enforcement costs. Profit sharing percentages can vary.
- Typical partners include major corporations, research labs and universities and individual inventors.
- Upon return of advanced costs, net profit revenue share with patent partner commences.

<u>Hybrid Partnering Model</u>:

- Hybrid Partnership with up-front capital infusion to our patent partners as an advance on future licensing revenue streams.
- Increases our total addressable market providing an advantage over competitors.
- Typical partners include major corporations seeking to effectively and efficiently monetize their patent portfolios.
- We maintain at least a 100% preferred rate of return until all deployed capital is returned.
- Upon return of capital infusion, net profit revenue share with patent partner commences.

<u>Purchasing Model</u>:

- We invest in 100% of the patents for 100% of the profits, with no backed participation for the patent owner.
- Typical partners include distressed corporations and other corporations with limited success controlled by venture capitalists.

Key Elements of Business Strategy

Patent licensing and enforcement can be an effective and efficient way to maximize the profit potential of a patent. A patent license agreement grants a third-party user of an invention specific patent rights to the patented invention in exchange for patent license fees. Patent licensing is especially suitable for patents that are owned by the patent-disenfranchised. Patent disenfranchised owners of patents are those that have not successfully converted their patented invention into a profitable product or service, and therefore, are not generating revenues from their patented inventions. The patent-disenfranchised, for example, include owners of the following categories of patented inventions:

- Inventions that were so far ahead of the technology curve that there is no existing ecosystem to support the patented products or services at the time they are introduced to market;

- Inventions that can only be deployed in very capital-intensive industries, such as semiconductor fabrication, energy, or medical sectors, but whose owners do not have sufficient amounts of capital to deploy; and

- Inventions that, for one reason or another, including the shifting of cost-effective manufacturing overseas, are no longer being practiced by the patent owner.

Our patent licensing business provides patent holders with an opportunity to generate income from their patented inventions being practiced by third-parties without authorization. Our patent licensing and enforcement business strategy, conducted solely by our operating subsidiaries, includes three fundamental elements, as follows:

- *Patent Discovery* - Discover potentially valuable patents or patent portfolios.

- *Assessment of Economic Value* - Work internally and with external experts to evaluate the use of the patented invention(s) in the relevant marketplace and assess a patents or patent portfolios' expected economic value.

- *Licensing and Enforcement* **-** For unauthorized users of the patented invention, enter into license negotiations and, if necessary, litigation to monetize the patent based on its assessed value.

Patent Discovery. The patent process breeds, encourages and sustains innovation and invention by granting a limited monopoly to the inventor in exchange for sharing the invention with the public. Certain technologies, including several of the technologies controlled by our operating subsidiaries, some of which are summarized below, become core technologies in the way products and services are manufactured, sold or delivered by companies across a wide array of industries. Our operating subsidiaries identify core, patented technologies that have been or are anticipated to be widely adopted by third-parties in connection with the manufacture, sale or use of products and services. Patent discovery occurs when we reach out to patent holders who may be disenfranchised, or when patent holders approach us seeking assistance with the monetization and enforcement of their patent portfolios.

Assessment of Economic Value. Subsequent to the patent discovery process, our executives work internally and/or with external industry experts in the specific technology field, to evaluate the patented invention and its adoption and implementation in the marketplace. There are several key factors to consider when analyzing a patent and determining a patent's value: (1) Infringement, (2) Validity and (3) Enforceability.

- *Infringement.* To determine infringement, we must first identify third-parties that are practicing the invention(s) covered by the patent without obtaining permission from the patent owner to do so. A key tool in determining whether or not a company is infringing a patent is a claim chart. A claim chart demonstrates how the manufacture, sale, or use of an existing product compares against the claims of the patent.

- *Invalidity.* The three main factors analyzed to determine invalidity are (1) anticipation, (2) obviousness, and (3) the existence of non-patentable subject matter.

    - Anticipation occurs when the claims of the patent are entirely revealed within a single piece of prior art. "Prior art" is a technical term that generally refers to an invention that existed prior to the grant of the patent being analyzed.

    - Even if the claims of the patent are not entirely revealed within a single piece of prior art, the patent may still be invalid if determined to be "obvious" under the law. "Obvious" essentially means that the differences between prior art and the patented invention are so slight such that they would have been obvious at the time of invention to one who is skilled in the subject matter being patented.

  - Even if the patent lacks anticipation and obviousness, it may still be invalid if its subject matter is un-patentable by law. Un-patentable subject matter includes naturally occurring things, abstract concepts, or algorithms that perform an ordinary function.

- *Enforceability*. A myriad of factors are analyzed to determine whether or not a patent is enforceable, including whether or not there has been patent misuse, or whether or not there are antitrust violations associated with the patent. Due to the inherently complex nature of patent law, only a court or specific administrative body, such as the International Trade Commission, can make a decision whether a patent is infringed, valid and enforceable; however, we employ our wealth of expertise to make the best assessment possible given a specific fact pattern and set of circumstances.

We estimate a patent's economic value by evaluating the expected value of the license revenue stream based on past, present and future revenue of infringing products or services, and the risk that a court will disagree with our infringement, validity or enforcement assessments of the patent.

The processes and procedures employed in connection with the evaluation of a specific patent portfolio for future investment, licensing and enforcement are tailored and unique to each specific situation and can vary widely based on the specific facts and circumstances of a specific patent portfolio, such as the related technology, related industry and certain other factors. Some of the key components of our processes and procedures may include:

- Utilizing our staff of in-house business development executives, patent attorneys, patent licensing executives, and technology engineers to conduct our tailored patent investment and evaluation processes and procedures. We may also leverage the expertise of external specialists and technology consultants.
- Identifying emerging growth areas where patented technologies will play a vital role in connection with the manufacture or sale of products and services.
- Identifying core, patented technologies that have been or are anticipated to be widely adopted by third-parties in connection with the manufacture or sale of products and services.
- Considering the impact of subtleties in the language of a patent, recorded interactions with the patent office, evaluating prior art and literature and considering the impact on the potential licensing and enforcement revenue that can be derived from a patent or patent portfolio.
- Evaluating the strength of a patent portfolio, including consideration of the types of claims and the number of claims potentially infringed by third-parties, and the results of any prior art searches or analysis, before the decision is made to allocate resources to a patent portfolio investment or an effective licensing and enforcement effort.
- Identifying and considering potential problem areas, if any, and determining whether potential problem areas can be overcome prior to acquiring a patent portfolio or launching an effective licensing program.
- Identifying potential infringers, industries within which the potential infringers exist, longevity of the patented technology, and a variety of other factors that directly impact the magnitude and potential success of a licensing and enforcement program.

Licensing and Enforcement. The final step in the patent licensing and enforcement process is to monetize the patent by securing license agreements based on the patents estimated value. While we prefer to convince unauthorized users of our patented inventions of the value of the patented invention and secure a license agreement in a non-litigious manner, many infringers refuse to take such licenses even when confronted with substantial and persuasive evidence of infringement, validity, enforceability and significant economic value. As a result, often we must resort to litigation to demonstrate and prove infringement and ultimately induce infringers to take a license. We have found it effective to negotiate licenses concurrently with litigation due to the fact that litigation necessitates and facilitates an information exchange that helps both sides assess the value of a patent and make informed decisions. Also, litigation eventually leads to a court's judgment. When a court agrees with our assessment of a patent, this judgment stops recalcitrant infringers from indefinitely profiting from the patent they are infringing.

Our operating subsidiaries engage highly competent and experienced patent lawyers to prosecute their patent portfolio litigation. It is imperative to be persistent and patient throughout the litigation process as it typically takes 18-36 months from the filing date of a lawsuit to yield a license agreement from a potential licensee. Often, it takes longer to secure a final court judgment.

Patent license negotiations and litigation initiated by our operating subsidiaries usually lead to serious and thoughtful discussions with the unauthorized users of the patented inventions. The result can be quite favorable with the user being granted rights under the patents for the patented invention in its products and services in exchange for financial remuneration. This remuneration is typically shared between our operating subsidiary and the patent holder.

Patent Prosecution. Concurrent with our patent litigation and licensing negotiation activities, we often assist patent holders with the acquisition of additional rights associated with their inventions both in the United States and across the globe. This is referred to as "continued prosecution," and is done to further define the boundaries of an invention. It can also be effective to correct technical deficiencies discovered within a patent that may have been identified in the negotiation and litigation process. These deficiencies, if not appropriately addressed, can limit the value of patents that are otherwise infringed, valid, enforceable.

Our specialists, along with third-party experts that we engage, are trained and skilled in the areas of patent discovery, assessment of a patent or patent portfolios expected economic value, acquiring additional patent rights via continued patent prosecution, and patent licensing and enforcement. In applying our legal and technology expertise to high quality patent assets, we bridge the gap between invention and application, facilitating efficiency and delivering monetary rewards to the patent disenfranchised and other patent owners with whom we partner.

Patented Technologies

Currently, on a consolidated basis, our operating subsidiaries own or control the rights to patent portfolios with future patent expiration dates ranging from 2016 to approximately 2033, covering technologies used in a wide variety of industries, a sample of which includes the following:

Operating Subsidiary	Industry	Description
Adaptix, Inc.	Telecommunications / Smartphones	Portfolio relates to air interface technology used in modern 4G wireless networks. The patents relate to both infrastructure and user equipment.
American Vehicular Sciences, LLC	Transportation And Automotive	Patents from Automotive Technologies International, or ATI and Intelligent Technologies International, or ITI, relating to numerous automotive safety, navigation and diagnostics technologies.
Body Science, LLC	Peripheral Vascular Devices	Patents relating to apparatus for use in wireless physiological monitoring.
Bonutti Skeletal Innovations, LLC	Orthopedic Implants And Sports Medicine Market	Issued and pending patents and applications in the orthopedic field covering, among other things, suture anchors, biologics, total knee replacements, total hip replacements, minimally invasive surgery, partial knee and hip replacement, spinal implants, and surgical instruments and methods of use.
Cellular Communications Equipment, LLC	Telecommunications / Smartphones	Portfolio covers Wireless Infrastructure and User Equipment Technology relating to second (2G), third (3G) and fourth (4G) generation wireless technologies and to air interface technology used in 2G, 3G and 4G wireless networks.
Data Engine Technologies, LLC	Software	Patent portfolio covering a wide range of Software Technology.
Endotach, LLC	Peripheral Vascular Devices	Patents relating to stent grafts.
Industrial Print Technologies, LLC	Computers/ Peripherals/Printers	Patent portfolio covering ink jet printer and ink jet printing technologies and other printer and printing technologies.
Innovative Display Technologies, LLC	Telecommunications / Smartphones	Portfolio generally relates to back-lighting for displays and the patented technology covers various improvements to LCD displays.
Lambda Optical Solutions, LLC	Communications	Patents relating to Optical Switching Technology.
LifePort Sciences, LLC	Peripheral Vascular Devices	Multiple patents and applications relating to, among other things, stent grafts, stent graft delivery systems and stent placement procedures.
LifeScreen Sciences, LLC	Peripheral Vascular Devices	Portfolio consists of multiple patents and applications relating to, among other things, vena cava filters, embolic protection and associated delivery systems.
LifeShield Sciences, LLC	Peripheral Vascular Devices	Portfolio consists of multiple patents and applications relating to stent grafts, and stent graft delivery systems.

Operating Subsidiary	Industry	Description
Limestone Memory Systems LLC	Memory	This portfolio covers both DRAM and flash memory technologies used in virtually all electronic communications and computing devices.
Nexus Display Technologies, LLC	Consumer Electronics	Patent portfolio relating to high speed digital display interface technology used in industry standards such as DisplayPort and DisplayPort-related technologies and also MIPI DSI.
Optimum Content Protection, LLC and Super Interconnect Technologies, LLC	Telecommunications / Smartphones	Portfolios relate to high speed circuit interconnect, display control technology and content security used in consumer electronics, PCs and mobile devices such as smartphones, tablets, and laptops.
Parthenon Unified Memory Architecture, LLC	Semiconductor	Patents relate to the use of shared memory in multimedia processing systems such as mobile phones, tablets and other consumer electronic devices.
Power Optimized Memory Solutions LLC	Memory	This portfolio covers technologies and devices similar to those of the Limestone portfolio, as well as Solid State Drives (SSD's).
Rapid Completions LLC	Energy Efficiency	Patents related to multi-zonal completion of horizontal wells including ball-drop, sliding sleeve and packer technology for use in the hydraulic fracturing of both tight and conventional oil and gas reservoirs. This technology has been applied in oilfields across North America and worldwide and has contributed significantly to the growth in oil and gas production from unconventional shale formations.
Saint Lawrence Communications, LLC	Wireless	Patents relating to Speech Codecs used in Wireless and Wireline Systems.
Unified Messaging Solutions, LLC	Communications	Patent for Messaging Technology.

Revenues for the periods presented include revenues generated from several of the portfolios summarized above and other technology patent portfolios owned or controlled by us. Refer to Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview" for a summary of patent portfolios generating revenues for the applicable periods presented.

Competition

We expect to encounter increased competition in the area of patent portfolio investments and enforcement. This includes an increase in the number of competitors seeking to invest in the same or similar patents and technologies that we may seek to invest in. Non-practicing entities such as RPX, AST, Intellectual Ventures, Wi-LAN, Conversant, Round Rock Research LLC, IPvalue Management Inc., Vringo Inc., VirnetX and Pendrell Corporation compete in acquiring rights to patents, and we expect more entities to enter the market.

We also compete with financial firms, corporate buyers and others acquiring IP. Many of these competitors may have more financial and human resources than our operating subsidiaries. As we become more successful, we may find more companies entering the market for similar technology opportunities, which may reduce our market share in one or more technology industries that we currently rely upon to generate future revenue.

Companies or other entities may develop competing technologies that offer better or less expensive alternatives to our patented technologies that we may invest in and license. Many potential competitors may have significantly greater resources than the resources that our operating subsidiaries possess. Such technological advances or entirely different approaches developed by one or more of our competitors could render certain of the technologies owned or controlled by our operating subsidiaries obsolete and/or uneconomical.

Employees

As of December 31, 2015, on a consolidated basis, we had 42 full-time employees. Neither we, nor any of our subsidiaries, are a party to any collective bargaining agreement. We consider our employee relations to be good.

ITEM 1A. RISK FACTORS

The following is a summary of certain risks we face in our business. They are not the only risks we face. Additional risks that we do not yet know of or that we currently believe are immaterial may also impair our business operations. If any of the following risks actually occur, our business, financial condition and results of operations could be materially adversely affected, and the trading price of our common stock could decline significantly. All patent portfolio investments, development, licensing and enforcement activities are conducted solely by certain of our wholly and majority-owned operating subsidiaries.

Risks Related to Our Business

We have a history of losses and may incur additional losses in the future.

We reported a net loss of $160.0 million (includes $104.9 million of noncash goodwill and patent impairment charges), $66.0 million and $56.4 million for the years ended December 31, 2015, 2014 and 2013, and on a cumulative basis, we have sustained substantial losses since our inception. As of December 31, 2015, our accumulated deficit was $288.1 million. As of December 31, 2015, we had approximately $145.9 million in cash and cash equivalents and restricted cash and working capital of $150.7 million. We expect to continue incurring significant legal, marketing and general and administrative expenses in connection with our operations. As a result, we anticipate that we may incur losses in the future. We believe, however, that our current cash and cash equivalents and investments will be sufficient to finance our anticipated capital and operating requirements for at least the next twelve months.

Our ability to use net operating losses and certain other tax attributes is uncertain and may be limited.

Our ability to use our federal and state net operating losses to offset potential future taxable income and related income taxes that would otherwise be due is dependent upon our generation of future taxable income before the expiration dates of the net operating losses, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our net operating losses. In addition, utilization of net operating losses to offset potential future taxable income and related income taxes that would otherwise be due is subject to annual limitations under the “ownership change” provisions of Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, and similar state provisions, which may result in the expiration of net operating losses before future utilization. In general, under the Code, if a corporation undergoes an “ownership change,” generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporation’s ability to use its pre-change net operating losses and other pre-change tax attributes (such as research and development credit carryforwards) to offset its post-change taxable income or taxes may be limited. Changes in our stock ownership, some of which may be outside of our control, could in the future result in an ownership change. Although we have completed studies to provide reasonable assurance that an ownership change limitation would not apply, we cannot be certain that a taxing authority would reach the same conclusion. If, after a review or audit, an ownership change limitation were to apply, utilization of our domestic net operating losses and tax credit carryforwards could be limited in future periods and a portion of the carryforwards could expire before being available to reduce future income tax liabilities.

If we encounter unforeseen difficulties with our business or operations in the future that require us to obtain additional working capital, and we cannot obtain additional working capital on favorable terms, or at all, our business may suffer.

Our consolidated cash and cash equivalents, restricted cash and short-term investments totaled $145.9 million and $193.0 million at December 31, 2015 and 2014, respectively. To date, we have relied primarily upon net cash flows from our operations and from the public and private sale of equity securities to generate the working capital needed to finance our operations.

We may encounter unforeseen difficulties with our business or operations in the future that may deplete our capital resources more rapidly than anticipated. As a result, we may be required to obtain additional working capital in the future through bank credit facilities, public or private debt or equity financings, or otherwise. If we are required to raise additional working capital in the future, such financing may be unavailable to us on favorable terms, if at all, or may be dilutive to our existing stockholders. If we fail to obtain additional working capital, as and when needed, such failure could have a material adverse impact on our business, results of operations and financial condition.

Failure to effectively manage our operational changes could place strains on our managerial, operational and financial resources and could adversely affect our business and operating results.

Our operational changes have placed, and is expected to continue to place, a strain on our managerial, operational and financial resources and systems. Further, as our subsidiary companies' businesses grow or change, we will be required to continue to manage multiple relationships. Any further growth or change by us or our subsidiary companies, or an increase in the number of our strategic relationships, may place additional strain on our managerial, operational and financial resources and systems. Although we may not grow as we expect, if we fail to manage our growth or other operational changes effectively or to develop, expand or otherwise modify our managerial, operational and financial resources and systems, our business and financial results will be materially harmed.

Our future success depends on our ability to expand our organization to match the growth of our subsidiaries.

As our operating subsidiaries grow, the administrative demands upon us and our operating subsidiaries will grow, and our success will depend upon our ability to meet those demands. These demands include increased accounting, management, legal services, staff support, and general office services. We may need to hire additional qualified personnel to meet these demands, the cost and quality of which is dependent in part upon market factors outside of our control. Further, we will need to effectively manage the training and growth of our staff to maintain an efficient and effective workforce, and our failure to do so could adversely affect our business and operating results.

Potential patent portfolio investments may present risks, and we may be unable to achieve the financial or other goals intended at the time of any potential investment.

Our future growth depends, in part, on our ability to invest in patented technologies, patent portfolios, or companies holding such patented technologies and patent portfolios. Accordingly, we have engaged in patent portfolio investments to expand our patent portfolios and we intend to continue to explore such investments. Such investments are subject to numerous risks, including the following:

- our inability to enter into a definitive agreement with respect to any potential patent portfolio investment, or if we are able to enter into such agreement, our inability to consummate the potential investment transaction;
- difficulty integrating the operations, technology and personnel of the acquired entity;
- our inability to achieve the anticipated financial and other benefits of the specific patent portfolio investment;
- our inability to retain key personnel from the acquired company, if necessary;
- difficulty in maintaining controls, procedures and policies during the transition and integration process;
- diversion of our management's attention from other business concerns; and
- failure of our due diligence process to identify significant issues, including issues with respect to patented technologies and patent portfolios, and other legal and financial contingencies.

If we are unable to manage these risks effectively as part of any patent portfolio investment, our business could be adversely affected.

Our revenues are unpredictable, and this may harm our financial condition.

From January 2005 to the present, our operating subsidiaries have executed our business strategy of partnering with inventors and patent owners, applying our legal and technology expertise to patent assets to unlock the financial value in their patented inventions. Currently, on a consolidated basis, our operating subsidiaries own or control the rights to multiple patent portfolios which include U.S. patents and certain foreign counterparts, covering technologies used in a wide variety of industries. These patent portfolio investments continue to diversify our revenue generating opportunities. We believe that our cash and cash equivalents and short-term investment balances, anticipated cash flow from operations, proceeds from prior offerings of our common stock (refer to "Liquidity and Capital Resources" below) and other external sources of available credit, will be sufficient to meet our cash requirements through at least March 2017 and for the foreseeable future. However, due to the nature of our licensing business and uncertainties regarding the amount and timing of the receipt of license and other fees from potential infringers, stemming primarily from uncertainties regarding the outcome of enforcement actions, rates of adoption of our patented technologies, the growth rates of our existing licensees and certain other factors, our revenues may vary significantly from quarter to quarter and period to period, which could make our business difficult to manage, adversely affect our business and operating results, cause our quarterly and periodic results to fall below market expectations and adversely affect the market price of our common stock.

Our operating subsidiaries depend upon relationships with others to provide technology-based opportunities that can develop into profitable royalty-bearing licenses, and if they are unable to maintain and generate new relationships, then they may not be able to sustain existing levels of revenue or increase revenue.

Neither we nor our operating subsidiaries invent new technologies or products; rather, we depend upon the identification and investment in new patents and inventions through our relationships with inventors, universities, research institutions, technology companies and others. If our operating subsidiaries are unable to maintain those relationships and to continue to grow new relationships, then they may not be able to identify new technology-based opportunities for sustainable revenue and growth.

Our current or future relationships may not provide the volume or quality of technologies necessary to sustain our business. In some cases, universities and other technology sources may compete against us as they seek to develop and commercialize technologies. Universities may receive financing for basic research in exchange for the exclusive right to commercialize resulting inventions. These and other strategies may reduce the number of technology sources and potential clients to whom we can market our services. If we are unable to maintain current relationships and sources of technology or to secure new relationships and sources of technology, such inability may have a material adverse effect on our operating results and financial condition.

For example, in fiscal year 2015, we obtained control of 3 new patent portfolios with applications over a wide range of technology areas, compared to 6 new patent portfolios, and 25 new patent portfolios in fiscal years 2014 and 2013, respectively. The decrease in patent portfolio intake, in part reflects a strategic decision in 2013 to shift the focus of our operating business to increasingly serve a smaller number of customers each having higher quality patent portfolios. High quality patent portfolios are typically associated with higher numbers of varied defensible claims, higher revenue potential, originating from high-pedigreed patent owners and/or possessing a relatively large number of prospective licensees. In this regard, commencing in the later portion of 2013 and early 2014, we continued the shift in our focus at our point of patent intake, from quantity to quality. As a result, our gross number of patent portfolio acquisitions has trended downward. The decrease may also be reflective, in part of industry trends impacting our ability to acquire patent portfolios. For example, legislative and legal changes have increased the complexity of patent enforcement and may be affecting the market availability of suitable patent portfolios for acquisition. If these industry trends continue, our future patent portfolio intake could be negatively impacted, resulting in a decrease in future revenue generating opportunities.

The success of our operating subsidiaries depends in part upon their ability to retain the best legal counsel to represent them in patent enforcement litigation.

The success of our licensing business depends upon our operating subsidiaries' ability to retain the best legal counsel to prosecute patent infringement litigation. As our operating subsidiaries' patent enforcement actions increase, it will become more difficult to find the best legal counsel to handle all of our cases because many of the best law firms may have a conflict of interest that prevents their representation of our subsidiaries.

We spend a significant amount of our financial and management resources to pursue our current litigation matters. We believe that these litigation matters and others that we may in the future determine to pursue could continue for years and continue to consume significant financial and management resources. The counterparties to our litigation are sometimes large, well-financed companies with substantially greater resources than us. We cannot assure that any of our current or future litigation matters will result in a favorable outcome for us. In addition, in part due to the appeals process and other legal processes, even if we obtain favorable interim rulings or verdicts in particular litigation matters, they may not be predictive of the ultimate resolution of the dispute. Also, we cannot assure that we will not be exposed to claims or sanctions against us which may be costly or impossible for us to defend. Unfavorable or adverse outcomes may result in losses, exhaustion of financial resources or other adverse effects which could encumber our ability to develop and commercialize products.

In connection with any of our patent enforcement actions, it is possible that a defendant may request and/or a court may rule that we have violated statutory authority, regulatory authority, federal rules, local court rules, or governing standards relating to the substantive or procedural aspects of such enforcement actions. In such event, a court may issue monetary sanctions against us or our operating subsidiaries or award attorney's fees and/or expenses to a defendant(s), which could be material, and if required to be paid by us or our operating subsidiaries, could materially harm our operating results and our financial position.

Our operating subsidiaries, in certain circumstances, rely on representations, warranties and opinions made by third-parties that, if determined to be false or inaccurate, may expose us and our operating subsidiaries to certain material liabilities.

From time to time, our operating subsidiaries may rely upon representations and warranties made by third-parties from whom our operating subsidiaries acquired patents or the exclusive rights to license and enforce patents. We also may rely upon the opinions of purported experts. In certain instances, we may not have the opportunity to independently investigate and verify the facts upon which such representations, warranties, and opinions are made. By relying on these representations, warranties and opinions, our operating subsidiaries may be exposed to liabilities in connection with the licensing and enforcement of certain patents and patent rights which could have a material adverse effect on our operating results and financial condition.

In connection with patent enforcement actions conducted by certain of our subsidiaries, a court may rule that we or our subsidiaries have violated certain statutory, regulatory, federal, local or governing rules or standards, which may expose us and our operating subsidiaries to certain material liabilities.

In connection with any of our patent enforcement actions, it is possible that a defendant may request and/or a court may rule that we have violated statutory authority, regulatory authority, federal rules, local court rules, or governing standards relating to the substantive or procedural aspects of such enforcement actions. In such event, a court may issue monetary sanctions against us or our operating subsidiaries or award attorney's fees and/or expenses to a defendant(s), which could be material, and if we or our operating subsidiaries are required to pay such monetary sanctions, attorneys' fees and/or expenses, such payment could materially harm our operating results and our financial position.

In connection with patent enforcement actions conducted by certain of our subsidiaries, a court may find the patents invalid, not infringed or unenforceable and/or the U.S. Patent and Trademark Office, or the USPTO, or other relevant patent office, may either invalidate the patents or materially narrow the scope of their claims during the course of a reexamination, opposition or other such proceeding.

Patent litigation is inherently risky and the outcome is uncertain. Some of the parties that we believe infringe on our patents are large and well-financed companies with substantially greater resources than ours. We believe that these parties would devote a substantial amount of resources in an attempt to avoid or limit a finding that they are liable for infringing on our patents or, in the event liability is found, to avoid or limit the amount of associated damages. In addition, there is a risk that these parties may file reexaminations or other proceedings with the USPTO or other government agencies in the United States or abroad in an attempt to invalidate, narrow the scope or render unenforceable the patents we own or control. If this were to occur, it may have a material adverse effect on the viability of our company and our operations.

In addition, it is difficult to predict the outcome of patent enforcement litigation at any level. In the United States, there is a higher rate of appeals in patent enforcement litigation than standard business litigation. The defendant to any case we bring, may file as many appeals as allowed by right, including to the first, second and/or final courts of appeal (in the United States those courts would be the Federal Circuit and Supreme Court, respectively). Such appeals are expensive and time-consuming, and the outcomes of such appeals are sometimes unpredictable, resulting in increased costs and reduced or delayed revenue.

Our licensing cycle is lengthy and costly, and our marketing, legal and sales efforts may be unsuccessful.

We expect our operating subsidiaries to incur significant marketing, legal and sales expenses prior to entering into license agreements and generating license revenues. We will also spend considerable resources educating prospective licensees on the benefits of a license arrangement with us. As such, we may incur significant losses in any particular period before any associated revenue stream begins.

If our efforts to educate prospective licensees on the benefits of a license arrangement are unsuccessful, we may need to pursue litigation or other enforcement action to protect our patent rights. We may also need to litigate to enforce the terms of our existing license agreements, protect our trade secrets, or determine the validity and scope of the proprietary rights of others. Enforcement proceedings are typically protracted and complex. The costs are typically substantial, and the outcomes are unpredictable. Enforcement actions will divert our managerial, technical, legal and financial resources from business operations.

Risks Related to Our Industry

Our exposure to uncontrollable outside influences, including new legislation, court rulings or actions by the USPTO, could adversely affect our licensing and enforcement business and results of operations.

Our licensing and enforcement business is subject to numerous risks from outside influences, including the following:

New legislation, regulations or rules related to obtaining patents or enforcing patents could significantly increase our operating costs and decrease our revenue.

Our operating subsidiaries invest in patents with enforcement opportunities and spend a significant amount of resources to enforce those patents. If new legislation, regulations or rules are implemented by Congress, the USPTO or the courts that impact the patent application process, the patent enforcement process or the rights of patent holders, such changes could negatively affect our business. Recently, United States patent laws were amended with the enactment of the Leahy-Smith America Invents Act, or the America Invents Act, which took effect on March 16, 2013. The America Invents Act includes a number of significant changes to U.S. patent law. In general, the legislation attempts to address issues surrounding the enforceability of patents and the increase in patent litigation by, among other things, establishing new procedures for patent litigation. For example, the America Invents Act changes the way that parties may be joined in patent infringement actions, increasing the likelihood that such actions will need to be brought against individual allegedly-infringing parties by their respective individual actions or activities. In addition, the America Invents Act enacted a new inter-partes review process at the USPTO which can be, and often is, used by defendants, and other individuals and entities, to separately challenge the validity of any patent. At this time, it is not clear what, if any, overall impact the America Invents Act will have on the operation of our enforcement business. However, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the enforcement of our patented technologies, which could have a material adverse effect on our business and financial condition.

The U.S. Department of Justice, or the DOJ, has conducted reviews of the patent system to evaluate the impact of patent assertion entities on industries in which those patents relate. It is possible that the findings and recommendations of the DOJ could impact the ability to effectively license and enforce standards-essential patents and could increase the uncertainties and costs surrounding the enforcement of any such patented technologies. Also, in 2014, the Federal Trade Commission, or FTC, initiated a study under Section 6(b) of the Federal Trade Commission Act to evaluate the patent assertion practice and market impact of Patent Assertion Entities, or PAEs. The FTC's initial notice and request for public comment relating to the PAE study appeared in the Federal Register on October 3, 2013. We received and responded to a request for information as part of this FTC study. It is expected that the results of the PAE study by the FTC will be provided to Congress and other agencies, such as the DOJ, who could take action, including legislative proposals, based on the results of the study.

Finally, new rules regarding the burden of proof in patent enforcement actions could significantly increase the cost of our enforcement actions, and new standards or limitations on liability for patent infringement could negatively impact our revenue derived from such enforcement actions. In addition, recent federal court decisions have lowered the threshold for obtaining attorneys' fees in patent infringement cases and increased the level of deference given to a district court's fee-shifting determination. These decisions may make it easier for district courts to shift a prevailing party's attorneys' fees to a non-prevailing party if the district court believes that the case was weak or conducted in an abusive manner. As a result, defendants in patent infringement actions brought by non-practicing entities may elect not to settle because these decisions make it much easier for defendants to get attorneys' fees.

Changes in patent law could adversely impact our business.

Patent laws may continue to change, and may alter the historically consistent protections afforded to owners of patent rights. Such changes may not be advantageous for us and may make it more difficult to obtain adequate patent protection to enforce our patents against infringing parties. Increased focus on the growing number of patent-related lawsuits may result in legislative changes which increase our costs and related risks of asserting patent enforcement actions. For instance, the United States Congress is considering a bill that would require, among other things, non-practicing entities that bring patent infringement lawsuits to pay legal costs of the defendants, if the lawsuits are unsuccessful and certain standards are not met.

Trial judges and juries often find it difficult to understand complex patent enforcement litigation, and as a result, we may need to appeal adverse decisions by lower courts in order to successfully enforce our patents.

It is difficult to predict the outcome of patent enforcement litigation at the trial level. It is often difficult for juries and trial judges to understand complex, patented technologies, and as a result, there is a higher rate of successful appeals in patent enforcement litigation than more standard business litigation. Such appeals are expensive and time consuming, resulting in increased costs and delayed revenue. Although we diligently pursue enforcement litigation, we cannot predict with significant reliability the decisions made by juries and trial courts.

More patent applications are filed each year resulting in longer delays in getting patents issued by the USPTO.

Certain of our operating subsidiaries hold and continue to invest in pending patents. We have identified a trend of increasing patent applications each year, which we believe is resulting in longer delays in obtaining approval of pending patent applications. The application delays could cause delays in recognizing revenue from these patents and could cause us to miss opportunities to license patents before other competing technologies are developed or introduced into the market.

Federal courts are becoming more crowded, and as a result, patent enforcement litigation is taking longer.

Our patent enforcement actions are almost exclusively prosecuted in federal court. Federal trial courts that hear our patent enforcement actions also hear criminal cases. Criminal cases always take priority over our actions. As a result, it is difficult to predict the length of time it will take to complete an enforcement action. Moreover, we believe there is a trend in increasing numbers of civil lawsuits and criminal proceedings before federal judges and, as a result, we believe that the risk of delays in our patent enforcement actions will have a greater effect on our business in the future unless this trend changes.

Any reductions in the funding of the USPTO could have an adverse impact on the cost of processing pending patent applications and the value of those pending patent applications.

The assets of our operating subsidiaries consist of patent portfolios, including pending patent applications before the USPTO. The value of our patent portfolios is dependent upon the issuance of patents in a timely manner, and any reductions in the funding of the USPTO could negatively impact the value of our assets. Further, reductions in funding from Congress could result in higher patent application filing and maintenance fees charged by the USPTO, causing an unexpected increase in our expenses.

Competition is intense in the industries in which our subsidiaries do business and as a result, we may not be able to grow or maintain our market share for our technologies and patents.

We expect to encounter competition in the area of patent portfolio investments and enforcement as the number of companies entering this market is increasing. This includes competitors seeking to invest in the same or similar patents and technologies that we may seek to invest in. Entities including RPX, AST, Intellectual Ventures, Wi-LAN, Conversant, Round Rock Research LLC, IPvalue Management Inc., Vringo Inc., VirnetX and Pendrell Corporation compete in acquiring rights to patents, and we expect more entities to enter the market. As new technological advances occur, many of our patented technologies may become obsolete before they are completely monetized. If we are unable to replace obsolete technologies with more technologically advanced patented technologies, then this obsolescence could have a negative effect on our ability to generate future revenues.

Our licensing business also competes with venture capital firms and various industry leaders for patent licensing opportunities. Many of these competitors may have more financial and human resources than we do. As we become more successful, we may find more companies entering the market for similar technology opportunities, which may reduce our market share in one or more technology industries that we currently rely upon to generate future revenue.

Our patented technologies face uncertain market value.

Our operating subsidiaries have invested in patents and technologies that may be in the early stages of adoption in the commercial and consumer markets. Demand for some of these technologies is untested and is subject to fluctuation based upon the rate at which our licensees will adopt our patents and technologies in their products and services.

Further, significant judgment is required in connection with estimates of the recoverability of the carrying value of our intangible patent assets, including estimates of market values, estimates of the amount and timing of future cash flows, and estimates of other factors that are used to determine the fair value and recoverability of the respective patent asset values. Developments with respect to ongoing patent litigation, patent challenges and re-exams, legislative and judicial decisions and other factors outside of our control, may unfavorably impact the validity, applicability, and enforceability of our patent assets, and therefore, negatively impact the future value of our patent portfolios. If certain of these unfavorable events occur, our estimates or related projections may change materially in future periods, and future intangible asset impairment tests may result in material charges to earnings.

As patent enforcement litigation becomes more prevalent, it may become more difficult for us to voluntarily license our patents.

We believe that the more prevalent patent enforcement actions become, the more difficult it will be for us to voluntarily license our patents. As a result, we may need to increase the number of our patent enforcement actions to cause infringing companies to license the patent or pay damages for lost royalties. This may increase the risks associated with an investment in our company.

Patent litigation trials and scheduled trial dates are subject to routine delay, and any such delays could adversely impact our business, results of operations and financial condition.

Patent infringement trials are components of our overall patent licensing process and are one of many factors that contribute to the existence of possible future revenue opportunities for us. Patent litigation schedules in general, and in particular trial dates, are subject to routine adjustment, and in most cases delay, as courts adjust their calendars or respond to requests from one or more parties. Trial dates often are rescheduled by the court for various reasons that are often unrelated to the underlying patent assets and typically for reasons that are beyond our control. As a result, to the extent such events are an indicator of possible future revenue opportunities for us, or other outcome determinative events, they may and often do change which can result in delay of the expected scheduled event. Any such delay could be significant and could affect the corresponding future revenue opportunities, thus adversely impacting our business, results of operations and financial condition.

The markets served by our operating subsidiaries are subject to rapid technological change, and if our operating subsidiaries are unable to develop and invest in new technologies and patents, our ability to generate revenues could be substantially impaired.

The markets served by our operating subsidiaries and their licensees frequently undergo transitions in which products rapidly incorporate new features and performance standards on an industry-wide basis. Products for communications applications and high-speed computing applications, as well as other applications covered by our operating subsidiaries' intellectual property, are based on continually evolving industry standards. In addition, the communications industry is intensely competitive and has been impacted by price erosion, rapid technological change, short product life cycles, cyclical market patterns and increasing foreign and domestic competition. Our ability to compete in the future will depend on our ability to identify and ensure compliance with evolving industry standards. This will require our continued efforts and success in acquiring new patent portfolios with licensing and enforcement opportunities. While we expect for the foreseeable future to have sufficient liquidity and capital resources to maintain the level of patent portfolio investments necessary to keep pace with these technological advances, various factors may require us to have greater liquidity and capital resources than we currently expect. If we are unable to invest in new patented technologies and patent portfolios, or to identify and ensure compliance with evolving industry standards, our ability to generate revenues could be substantially impaired and our business and financial condition could be materially harmed.

Uncertainty in global economic conditions could negatively affect our business, results of operations and financial condition.

Our revenue-generating opportunities depend on the use of our patented technologies by existing and prospective licensees, the overall demand for the products and services of our licensees, and on the overall economic and financial health of our licensees. Although economic conditions appear to be improving, recent uncertainties in global economic conditions have resulted in the tightening of the credit markets, a low level of liquidity in many financial markets, and extreme volatility in the credit, equity and fixed income markets. If economic conditions do not continue to improve, or if they further deteriorate, many of our licensees' customers, which may rely on credit financing, may delay or reduce their purchases of our licensees' products and services. In addition, the use or adoption of our patented technologies is often based on current and forecasted demand for our licensees' products and services in the marketplace and may require companies to make significant initial commitments of capital and other resources. If negative conditions in the global credit markets delay or prevent our licensees' and their customers' access to credit, overall consumer spending on the products and services of our licensees may decrease and the adoption or use of our patented technologies may slow, respectively. Further, if the markets in which our licensees' participate do not continue to improve, or deteriorate further, this could negatively impact our licensees' long-term sales and revenue generation, margins and operating expenses, which could in turn have an adverse effect on our business, results of operations and financial condition.

In addition, we have significant patent-related intangible assets recorded on our consolidated balance sheets. We will continue to evaluate the recoverability of the carrying amount of our patent-related intangible assets on an ongoing basis, and we may incur substantial impairment charges, which would adversely affect our consolidated financial results. There can be no assurance that the outcome of such reviews in the future will not result in substantial impairment charges. Impairment assessment inherently involves judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact our assumptions as to prices, costs, holding periods or other factors that may result in changes in our estimates of future cash flows. Although we believe the assumptions we used in testing for impairment are reasonable, significant changes in any one of our assumptions could produce a significantly different result.

Risks Related to Our Common Stock

The availability of shares for sale in the future could reduce the market price of our common stock.

In the future, we may issue securities to raise cash for operations and patent portfolio investments. We may also pay for interests in additional subsidiary companies by using shares of our common stock or a combination of cash and shares of our common stock. We may also issue securities convertible into our common stock. Any of these events may dilute stockholders' ownership interests in our company and have an adverse impact on the price of our common stock.

In addition, sales of a substantial amount of our common stock in the public market, or the perception that these sales may occur, could reduce the market price of our common stock. This could also impair our ability to raise additional capital through the sale of our securities.

Delaware law and our charter documents contain provisions that could discourage or prevent a potential takeover of our company that might otherwise result in our stockholders receiving a premium over the market price of their shares.

Provisions of Delaware law and our certificate of incorporation and bylaws could make the acquisition of our company by means of a tender offer, proxy contest or otherwise, and the removal of incumbent officers and directors, more difficult. These provisions include:

- Section 203 of the Delaware General Corporation Law, which prohibits a merger with a 15%-or-greater stockholder, such as a party that has completed a successful tender offer, until three years after that party became a 15%-or-greater stockholder;
- amendment of our bylaws by the stockholders requires a two-thirds approval of the outstanding shares;
- the authorization in our certificate of incorporation of undesignated preferred stock, which could be issued without stockholder approval in a manner designed to prevent or discourage a takeover;
- provisions in our bylaws eliminating stockholders' rights to call a special meeting of stockholders, which could make it more difficult for stockholders to wage a proxy contest for control of our board of directors or to vote to repeal any of the anti-takeover provisions contained in our certificate of incorporation and bylaws; and
- the division of our board of directors into three classes with staggered terms for each class, which could make it more difficult for an outsider to gain control of our board of directors.

Together, these provisions may make the removal of management more difficult and may discourage transactions that could otherwise involve payment of a premium over prevailing market prices for our common stock.

We may fail to meet market expectations because of fluctuations in quarterly operating results, which could cause the price of our common stock to decline.

Our reported revenues and operating results have fluctuated in the past and may continue to fluctuate significantly from quarter to quarter in the future. It is possible that in future periods, revenues could fall below the expectations of securities analysts or investors, which could cause the market price of our common stock to decline. The following are among the factors that could cause our operating results to fluctuate significantly from period to period:

- the dollar amount of agreements executed in each period, which is primarily driven by the nature and characteristics of the technology being licensed and the magnitude of infringement associated with a specific licensee;

- the specific terms and conditions of agreements executed in each period and the periods of infringement contemplated by the respective payments;

- fluctuations in the total number of agreements executed;

- fluctuations in the sales results or other royalty-per-unit activities of our licensees that impact the calculation of license fees due;
- the timing of the receipt of periodic license fee payments and/or reports from licensees;

- fluctuations in the net number of active licensees period to period;

- costs related to investments, alliances, licenses and other efforts to expand our operations;

- the timing of payments under the terms of any customer or license agreements into which our operating subsidiaries may enter;

- expenses related to, and the timing and results of, patent filings and other enforcement proceedings relating to intellectual property rights, as more fully described in this section; and

- new litigation or developments in current litigation and the unpredictability of litigation results or settlements or appeals.

Technology company stock prices are especially volatile, and this volatility may depress the price of our common stock.

The stock market has experienced significant price and volume fluctuations, and the market prices of technology companies have been highly volatile. We believe that various factors may cause the market price of our common stock to fluctuate, perhaps substantially, including, among others, the following:

- announcements of developments in our patent enforcement actions;

- developments or disputes concerning our patents;

- our or our competitors' technological innovations;

- developments in relationships with licensees;

- variations in our quarterly operating results;

- our failure to meet or exceed securities analysts' expectations of our financial results;

- a change in financial estimates or securities analysts' recommendations;

- changes in management's or securities analysts' estimates of our financial performance;

- changes in market valuations of similar companies;

- the current sovereign debt crises affecting several countries in the European Union and concerns about sovereign debt of the United States;

- announcements by us or our competitors of significant contracts, investments, strategic partnerships, joint ventures, capital commitments, new technologies, or patents; and

- failure to complete significant transactions.

For example, the NASDAQ-100 Technology Sector Index (NDXT) had a range of $1,953.85 - $2,468.15 during the 52-weeks ended December 31, 2015 and the NASDAQ Composite Index (IXIC) had a range of $4,292.14 - $5,231.94 over the same period. Over the same period, our common stock fluctuated within a range of $3.82 - $17.22.

The recent financial crisis affecting the banking system and financial markets and the uncertainty in global economic conditions have resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in the credit, equity and fixed income markets. As noted above, our stock price, like many others, has fluctuated significantly in recent periods and if investors have concerns that our business, operating results and financial condition will be negatively impacted by global economic conditions, our stock price could continue to fluctuate significantly in future periods.

In addition, we believe that fluctuations in our stock price during applicable periods can also be impacted by court rulings and/or other developments in our patent licensing and enforcement actions. Court rulings in patent enforcement actions are often difficult to understand, even when favorable or neutral to the value of our patents and our overall business, and we believe that investors in the market may overreact, causing fluctuations in our stock prices that may not accurately reflect the impact of court rulings on our business operations and assets.

In the past, companies that have experienced volatility in the market price of their stock have been the objects of securities class action litigation. If our common stock was the object of securities class action litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm our business and financial results.

We do not currently intend to pay dividends on our common stock in the foreseeable future, and consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

On February 23, 2016, our board of directors eliminated our dividend policy that provided for the discretionary payment of a total annual cash dividend of $0.50 per common share, payable in the amount of $0.125 per share per quarter, effective as of February 23, 2016. As a result, we do not anticipate paying any cash dividends to holders of our common stock in the foreseeable future. Consequently, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal executive, corporate and administrative offices are located in Newport Beach, California, where we lease approximately 17,758 square feet of office space, under a lease agreement that expires in December 2019. Our primary operating subsidiary, Acacia Research Group, LLC, and its subsidiaries, are headquartered in Plano, Texas, where we lease approximately 12,137 square feet of office space, under a lease agreement that expires in June 2020. Certain of our operating subsidiaries also maintain additional leased office space in Woodcliff Lake, New Jersey, Houston, Texas, Tokyo, Japan and Munich, Germany. We believe that our facilities are adequate, suitable and of sufficient capacity to support our immediate needs.

ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business, we are the subject of, or party to, various pending or threatened legal actions, including various counterclaims in connection with our patent enforcement activities. We believe that any liability arising from these actions will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

In connection with any of our patent enforcement actions, it is possible that a defendant may claim and/or a court may rule that we have violated statutory authority, regulatory authority, federal rules, local court rules, or governing standards relating to the substantive or procedural aspects of such enforcement actions. In such event, a court may issue monetary sanctions against us or our operating subsidiaries or award attorney's fees and/or expenses to a defendant(s), which could be material, and if required to be paid by us or our operating subsidiaries, could materially harm our operating results and our financial position.

Our operating subsidiaries are often required to engage in litigation to enforce their patents and patent rights. Certain of our operating subsidiaries are parties to ongoing patent enforcement related litigation, alleging infringement by third-parties of certain of the patented technologies owned or controlled by our operating subsidiaries.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

General

Our common stock trades on The NASDAQ Global Select Market under the symbol "ACTG."

Price Range of Common Stock

The high and low sales prices for our common stock as reported by The NASDAQ Global Select Market for the periods indicated are shown in the table below. Such prices are inter-dealer prices without retail markups, markdowns or commissions and may not necessarily represent actual transactions.

	2015				2014			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
High	$9.97	$10.63	$12.51	$17.22	$19.93	$18.74	$18.29	$16.46
Low	$3.82	$7.88	$8.61	$10.18	$13.93	$14.65	$14.68	$13.11

Dividend Policy

On April 23, 2013, we announced that our Board of Directors approved the adoption of a cash dividend policy that called for the payment of an expected total annual cash dividend of $0.50 per common share, payable in the amount of $0.125 per share per quarter. Under the policy, we paid quarterly cash dividends totaling $25.4 million, $25.0 million and $18.6 million during 2015, 2014 and 2013, respectively. On February 25, 2016, we announced that our Board of Directors terminated the company's dividend policy effective February 23, 2016. The Board of Directors terminated the dividend policy due to a number of factors, including our financial performance and available cash resources, our cash requirements and alternative uses of capital that the Board of Directors concluded would represent an opportunity to generate a greater return on investment for us and our stockholders.

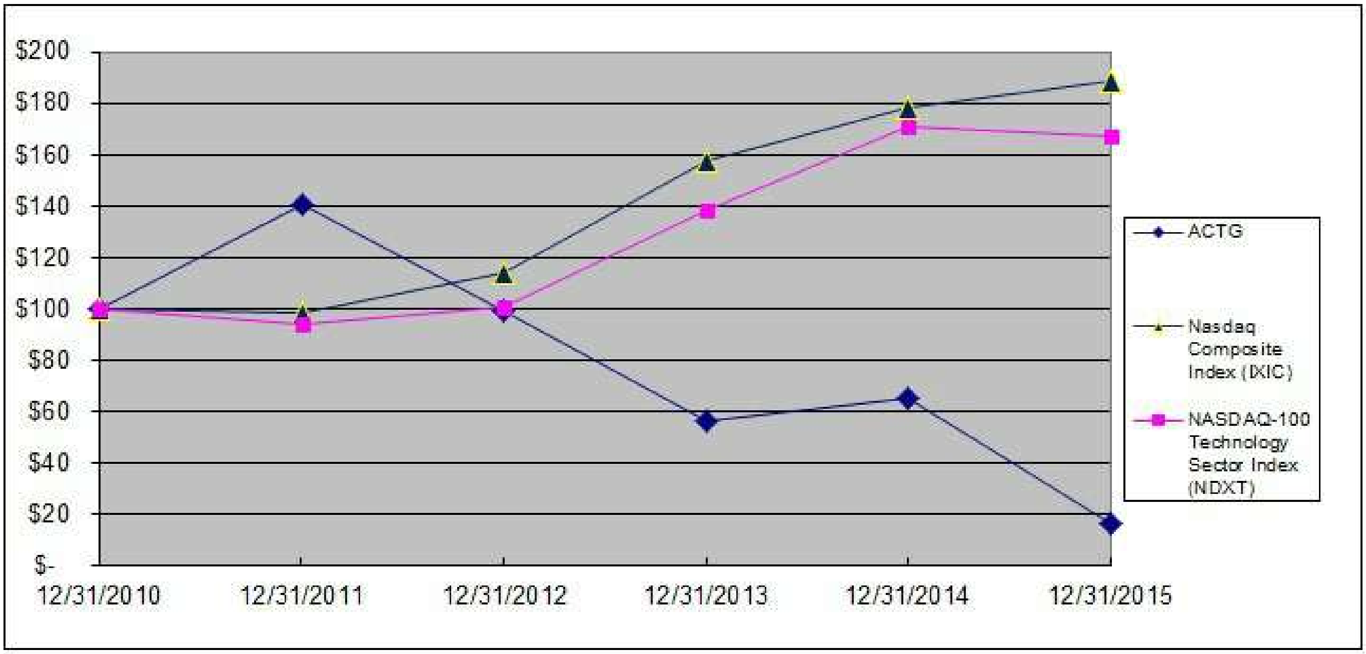
Holders of Common Stock

On March 11, 2016, there were approximately 84 owners of record of our common stock. The majority of the outstanding shares of our common stock are held by a nominee holder on behalf of an indeterminable number of ultimate beneficial owners.

Stock Price Performance Graph

The following stock price performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act.

The Stock Performance Graph depicted below compares the yearly change in our cumulative total stockholder return for the last five fiscal years with the cumulative total return of The NASDAQ Stock Market (U.S.) Composite Index and the NASDAQ-100 Technology Sector Index.



	2011	2012	2013	2014	2015
Acacia Research Corporation common stock	$141	$99	$56	$65	$17
Nasdaq Composite Index (IXIC)	$98	$114	$157	$179	$189
NASDAQ-100 Technology Sector Index (NDXT)	$94	$101	$138	$171	$167

The graph covers the period from December 31, 2010 to December 31, 2015. Cumulative total returns are calculated assuming that $100 was invested on December 31, 2010, in our common stock, in the NASDAQ Composite Index, and in the NASDAQ-100 Technology Sector Index, and that all dividends, if any, were reinvested. Stockholder returns over the indicated period should not be considered indicative of future stock prices or stockholder returns.

ITEM 6. SELECTED FINANCIAL DATA

The consolidated selected balance sheet data as of December 31, 2015 and 2014 and the consolidated selected statements of operations data for the years ended December 31, 2015, 2014 and 2013 set forth below have been derived from our audited consolidated financial statements included elsewhere herein, and should be read in conjunction with those financial statements (including notes thereto). The consolidated selected balance sheet data as of December 31, 2013, 2012 and 2011 and the consolidated selected statements of operations data for the years ended December 31, 2012 and 2011 have been derived from audited consolidated financial statements not included herein, but which were previously filed with the SEC.

Consolidated Statements of Operations Data
(In thousands, except share and per share data)

	For the Years Ended December 31,				
	2015	2014	2013	2012	2011
Revenues and other operating income[(1)]	$ 125,037	$ 130,876	$ 130,556	$ 250,727	$ 184,707
Inventor royalties and contingent legal fees expense[(1)]	34,631	44,233	54,508	50,679	91,669
Litigation and licensing expenses - patents	39,373	37,614	39,335	21,591	13,005
Amortization of patents	53,067	53,745	49,039	39,019	9,745
Marketing, general and administrative expenses (excluding non-cash stock compensation expense)	27,128	30,439	31,335	28,426	22,114
Non-cash stock compensation expense (included in MG&A in the statements of operations)	11,048	18,115	27,894	25,657	13,579
Research, consulting and other expenses - business development	3,391	3,840	3,251	4,943	4,338
Impairment of patent-related intangible assets	74,731	3,497	4,619	—	—
Impairment of goodwill	30,149	—	—	—	—
Other	4,141	1,548	3,506	—	—
Operating income (loss)	$ (152,622)	$ (62,155)	$ (82,931)	$ 80,412	$ 30,257
Income (loss) from continuing operations before (provision for) benefit from income taxes	$ (152,678)	$ (62,750)	$ (80,800)	$ 81,349	$ 30,353
(Provision for) benefit from income taxes	(4,800)	(3,912)	21,958	(22,060)	(8,708)
Net income (loss) from continuing operations including noncontrolling interests in operating subsidiaries	$ (157,478)	$ (66,662)	$ (58,842)	$ 59,289	$ 21,645
Net income (loss) attributable to Acacia Research Corporation	$ (160,036)	$ (66,029)	$ (56,434)	$ 59,453	$ 21,106
Diluted income (loss) per common share	$ (3.25)	$ (1.37)	$ (1.18)	$ 1.21	$ 0.50
Cash dividends declared per common share	$ 0.500	$ 0.500	$ 0.375	$ —	$ —

Consolidated Balance Sheet Data (In thousands)

	At December 31,				
	2015	2014	2013	2012	2011
Cash and cash equivalents and investments	$ 145,948	$ 193,024	$ 256,702	$ 311,279	$ 323,286
Patents, net of accumulated amortization	162,642	286,636	288,432	313,529	25,188
Total assets	347,901	536,348	593,393	668,717	352,877
Total liabilities	33,746	47,300	31,195	50,239	30,765
Noncontrolling interests in operating subsidiaries	3,944	5,491	6,488	6,976	2,163
Acacia Research Corporation stockholders' equity	310,211	483,557	555,710	611,502	319,949

[(1)] Includes verdict insurance proceeds and related costs reflected separately in the statement of operations for the year ended December 31, 2011.

Factors Affecting Comparability:

- As of December 31, 2011, we maintained a full valuation allowance against our net deferred tax assets. Net deferred tax liabilities resulting from an acquisition in January 2012 created an additional source of income to utilize against the majority of our existing consolidated net deferred tax assets. In addition, we estimated that certain of our other foreign tax credit and state tax related deferred tax assets were more likely than not realizable in future periods. Accordingly, the valuation allowance on the majority of our net deferred tax assets was released, resulting in a financial statement income tax benefit of $10.7 million during the year ended December 31, 2012. At December 31, 2013, we recorded a partial valuation allowance for certain tax attribute carryforwards and other deferred tax assets totaling $7.6 million, due to uncertainty regarding future realizability. We recorded a full valuation allowance for net deferred tax assets generated during fiscal year 2015 and 2014, due to uncertainty regarding future realizability.

- For the years ended December 31, 2015, 2014, 2013, 2012 and 2011, we paid patent related investment costs totaling $19.5 million, $42.7 million, $25.1 million, $178.3 million (excluding business combinations of $150.0 million) and $14.7 million, respectively. Patent related investment costs are amortized using the straight-line method over the estimated economic useful life of the underlying patents.

- For the years ended December 31, 2015, 2014, 2013 we recognized patent impairment charges totaling $74.7 million, $3.5 million and $4.6 million respectively. The impairment charges for the periods presented reflect the impact of reductions in expected estimated future net cash flows for certain portfolios due to adverse legal outcomes and certain patent portfolios that management determined it would no longer allocate resources to in future periods. The impairment charges consisted of the excess of the asset's carrying value over its estimated fair value as of the applicable measurement date.

- We conducted an annual goodwill impairment test as of December 31, 2015. Based upon the difference between the implied fair value of goodwill and the historical carrying value of goodwill, due primarily to the sustained decline in the Company's stock price and adverse litigation outcomes in the fourth quarter of 2015, we recognized a goodwill impairment charge totaling $30.1 million.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors including the risks we discuss in Item 1A, "Risk Factors," and elsewhere herein.

General

Our operating subsidiaries invest in, license and enforce patented technologies. Our operating subsidiaries partner with inventors and patent owners, applying our legal and technology expertise to patent assets to unlock the financial value in their patented inventions. We are an intermediary in the patent marketplace, bridging the gap between invention and application, facilitating efficiency and delivering monetary rewards to patent owners.

Our operating subsidiaries generate revenues and related cash flows from the granting of patent rights for the use of patented technologies that our operating subsidiaries control or own. Our operating subsidiaries assist patent owners with the prosecution and development of their patent portfolios, the protection of their patented inventions from unauthorized use, the generation of licensing revenue from users of their patented technologies and, where necessary, with the enforcement against unauthorized users of their patented technologies through the filing of patent infringement litigation.

We are a leader in licensing patented technologies and have established a proven track record of licensing success with over 1,490 license agreements executed to date, across 185 patent portfolio licensing and enforcement programs. Currently, on a consolidated basis, our operating subsidiaries own or control the rights to multiple patent portfolios, which include U.S. patents and certain foreign counterparts, covering technologies used in a wide variety of industries. To date, we have generated gross licensing revenue of approximately $1.2 billion, and have returned more than $703 million to our patent partners.

The patent portfolio investment, development, licensing and enforcement business conducted by our operating subsidiaries is described more fully in Item 1. "Business," of this annual report.

Executive Overview

During the periods presented, we continued our business of empowering patent owners and rewarding invention by providing a path to patent monetization for the people and companies who have contributed valuable patented inventions to an industry, but who require a professional, experienced independent third-party licensing partner to get rewarded for those inventions. These people and companies are our customers, and in many cases, components of the patent disenfranchised. In so doing, we have placed ourselves at the forefront of an emerging secondary market in patent assets under which holders of high quality patents, including the patent disenfranchised, may be rewarded for the use of their patented inventions by others, even if they do not have the capital and expertise to engage in lengthy, costly and risky patent litigation.

Our operating activities for the periods presented were principally focused on the continued investment in and development of our patent licensing and enforcement business, including the continued pursuit of our ongoing patent licensing and enforcement programs and the commencement of new patent licensing and enforcement programs. In addition, we continued our focus on business development, making additional investments in existing patent portfolios and the investment in additional patent portfolios by certain of our operating subsidiaries, as described below.

Operating activities during the periods presented included the following:

	2015	2014	2013
Revenues (in thousands)	$ 125,037	$ 130,876	$ 130,556
New agreements executed	63	88	120
Licensing and enforcement programs generating revenues - during the respective period	30	46	53
Licensing and enforcement programs with initial revenues	4	15	23
New patent portfolios	3	6	25

We measure and assess the performance and growth of the patent licensing and enforcement businesses conducted by our operating subsidiaries based on consolidated revenues (including other operating income) recognized across all of our patent licensing and enforcement programs on a trailing twelve-month basis. Trailing twelve-month revenues during the periods presented were as follows (in thousands, except percentage change values):

As of Date:	Trailing Twelve - Month Revenues	% Change
December 31, 2015	$ 125,037	5 %
September 30, 2015	118,570	(17)%
June 30, 2015	142,768	(6)%
March 31, 2015	152,508	17 %
December 31, 2014	130,876	— %
December 31, 2013	130,556	—

Our revenues historically have fluctuated period to period, and can vary significantly, based on a number of factors including the following:

- the dollar amount of agreements executed each period, which can be driven by the nature and characteristics of the technology or technologies being licensed and the magnitude of infringement associated with a specific licensee;
- the specific terms and conditions of agreements executed each period including the nature and characteristics of rights granted, and the periods of infringement or term of use contemplated by the respective payments;
- fluctuations in the total number of agreements executed each period;
- the number of, timing, results and uncertainties associated with patent licensing negotiations, mediations, patent infringement actions, trial dates and other enforcement proceedings relating to our patent licensing and enforcement programs;
- the relative maturity of licensing programs during the applicable periods;
- other external factors, including the periodic status or results of ongoing negotiations, the status or results of ongoing litigations and appeals, actual or perceived shifts in the regulatory environment, impact of unrelated patent related judicial proceedings and other macroeconomic factors; and
- historically, based on the merits and strength of our operating subsidiary's patent infringement claims and other factors, many prospective licensees have elected to settle significant patent infringement cases and pay reasonable license fees for the use of our patented technology, as those patent infringement cases approached a court determined trial date.

Management does not attempt to manage for smooth sequential periodic growth in revenues period to period, and therefore, periodic results can be uneven. Unlike most operating businesses and industries, licensing revenues not generated in a current period are not necessarily foregone but, depending on whether negotiations, litigation or both continue into subsequent periods, and depending on a number of other factors, such potential revenues may be pushed into subsequent fiscal periods.

Summary of Results of Operations - For Fiscal Years 2015, 2014 and 2013
(In thousands, except percentage change values)

	Fiscal Year			% Change	
	2015	**2014**	**2013**	**2015 vs. 2014**	**2014 vs. 2013**
Revenues	$ 125,037	$ 130,876	$ 130,556	(4)%	— %
Inventor royalties and contingent legal fees	34,631	44,233	54,508	(22)%	(19)%
Litigation and licensing expenses - patents	39,373	37,614	39,335	5 %	(4)%
Amortization expense	53,067	53,745	49,039	(1)%	10 %
Impairment of patent-related intangible assets	74,731	3,497	4,619	*	(24)%
Impairment of goodwill	30,149	—	—	100 %	— %
Other operating costs and expenses(1)	45,708	53,942	65,986	(15)%	(18)%
Operating loss	(152,622)	(62,155)	(82,931)	146 %	(25)%
(Provision for) benefit from income taxes	(4,800)	(3,912)	21,958	23 %	(118)%
Net (income) loss attributable to noncontrolling interests(2)	(2,558)	633	2,408	*	(74)%
Net loss attributable to Acacia Research Corporation	(160,036)	(66,029)	(56,434)	142 %	17 %

* *Percentage change in excess of 300%*
(1) *Includes non-cash stock compensation charges of $11.0 million, $18.1 million and $27.9 million in fiscal years 2015, 2014 and 2013, respectively, included in Marketing, general and administrative expense in the statements of operations.*
(2) *Refer to Note 1 to the notes to consolidated financial statements included elsewhere in this annual report for additional information.*

Overview - Fiscal year 2015 compared with Fiscal Year 2014

- Revenues decreased $5.8 million, or 4% to $125.0 million for fiscal year 2015, as compared to fiscal year 2014.

- Inventor royalties and contingent legal fees, on a combined basis, decreased $9.6 million, or 22%, due primarily to certain patent portfolios generating revenue in 2015 with a higher amount of cost recoveries and lower contingent fee rates, as compared to the portfolios generating revenues in fiscal year 2014.

- Litigation and licensing expenses-patents increased $1.8 million, or 5%, to $39.4 million, due primarily to a net increase in litigation support and third-party technical consulting expenses associated with trials occurring in 2015 and scheduled to occur in 2016, and ongoing and new licensing and enforcement programs commenced during fiscal year 2015.

- Impairment of patent-related intangible asset charges increased $71.2 million, or +300%, to $74.7 million, reflecting the impact of reductions in expected estimated future net cash flows for certain patent portfolios and certain patent portfolios that management determined it would no longer allocate resources to in future periods. The impairment charges consisted of the excess of the asset's carrying value over its estimated fair value as of the applicable measurement date.

- In the fourth quarter of fiscal 2015, we performed an impairment analysis of goodwill. Based upon the difference between the implied fair value of goodwill and the historical carrying value of goodwill, due primarily to the sustained decline in the Company's stock price and adverse litigation outcomes occurring in the fourth quarter of 2015, we recognized a goodwill impairment charge totaling $30.1 million in the fourth quarter of 2015.

- Other Operating Expenses:

    - Marketing, general and administrative expenses decreased $10.4 million, or 21%, to $38.2 million, due primarily to a net decrease in personnel costs in connection with the net reduction in headcount during 2014 and 2015, a decrease in variable performance-based compensation costs, and a net decrease in non-cash stock compensation expense.

    - Fiscal year 2015 operating expenses included expenses for court ordered attorney fees totaling $4.1 million. Fiscal year 2014 operating expenses included an expense accrual for court ordered attorney fees related to matters initiated in 2010 and 2011 totaling $1.5 million.

- Tax expense for the periods presented reflects foreign taxes withheld on revenue agreements with licensees in foreign jurisdictions and other state taxes, and the impact of full valuation allowances recorded for net operating loss and foreign tax credit related tax assets generated during the periods. As such, no tax benefit was recognized for net operating loss and foreign tax credit related tax benefits generated during the periods presented.

Overview - Fiscal year 2014 compared with Fiscal Year 2013

- Revenues were relatively flat in fiscal year 2014, as compared to fiscal year 2013.

- Inventor royalties and contingent legal fees, on a combined basis, decreased $10.3 million, or 19%, due primarily to a greater percentage of revenues generated in fiscal year 2014 having no inventor royalty obligations, and lower average inventor royalty rates, as compared to the portfolios generating revenues in fiscal year 2013.

- Litigation and licensing expenses-patents decreased $1.7 million, or 4%, to $37.6 million, due primarily to a net decrease in litigation support and third-party technical consulting expenses associated with ongoing and new licensing and enforcement programs commenced during fiscal year 2014.

- Patent amortization increased $4.7 million, or 10%, to $53.7 million, due primarily to an increase in amortization expense related to new patent portfolio investments during 2014 and accelerated patent amortization for patent portfolio dispositions, partially offset by a decrease in accelerated patent amortization related to patent portfolio impairment charges during fiscal year 2014.

- Other Operating Expenses:

    - Marketing, general and administrative expenses decreased $10.7 million, or 18%, to $48.6 million, due primarily to a net decrease in personnel costs in connection with the net reduction in headcount during 2014, a decrease in other non-recurring personnel severance costs including the impact of non-recurring cash and non-cash charges associated with the board approved CEO retirement package in 2013, and a net decrease in non-cash stock compensation expense.

    - Fiscal year 2014 operating expenses included an expense accrual for court determined attorney fees related to matters initiated in 2010 and 2011 totaling $1.5 million. The respective operating subsidiaries have filed notices of appeal. Fiscal year 2013 operating expenses included a one-time, non-recurring charge related to the resolution of a dispute concerning legal fees associated with a prior matter totaling $3.5 million

- Tax expense for fiscal year 2014 reflects the impact of a full valuation allowance recorded against our net deferred tax assets generated during the period, including a benefit from the reversal of the net deferred tax liability of $1,735,000 at the beginning of the year. As such, no tax benefit was recognized for net operating loss and foreign tax credit related tax benefits generated during the 2014 periods. Tax expense for fiscal year 2014 primarily reflects foreign taxes withheld on revenue agreements with licensees in foreign jurisdictions and other state taxes. See below for discussion of 2013 tax benefit.

Revenues for the periods presented included fees from the following licensing and enforcement programs:

• 360 Degree View Technology(1)(2)	• Messaging technology(2)(3)(4)
• 3G & 4G Cellular Air Interface and Infrastructure technology(2)(3)	• Microprocessor and Memory technology(1)(2)(3)
• 3G & 4G Wireless technology(1)(4)	• Mobile Computer Synchronization technology(2)(3)(4)
• 4G Wireless technology(2)(3)	• Mobile Enhancement Solutions technology(4)
• Audio Communications Fraud Detection technology(2)(3)(4)	• MRI technology(1)(4)
• Automotive Safety, Navigation and Diagnostics technology(2)(3)(4)	• Multi-Display Content Delivery and Data Aggregation technology(1)(3)
• Bone Wedge technology(2)	• NOR Flash technology(4)
• Broadband Communications technology(1)(2)(3)(4)	• Oil and Gas Production technology (1)(2)(3)
• Business Process Modeling technology(4)	• Online Auction Guarantee technology(2)(3)(4)
• Camera Support technology(4)	• Online Gaming technology(3)(4)
• Cardiology and Vascular Device technology(1)(2)(3)	• Online newsletters with links technology(3)(4)

- Catheter Ablation technology[1]
- Computer Aided Design Tools technology[1][3][4]
- Computer Architecture and Power Management technology[4]
- Computer-Aided Design technology(1)(3)
- Core Fiber Optic Network Architectures technology[1][3][4]
- Digital Imaging technology[1][4]
- Digital Signal Processing Architecture technology[4]
- DisplayPort and MIPI DSI technology[1]
- Distributed Data Management & Synchronization technology[1]
- DMT® technology[3][4]
- Domain Name Redirection technology[4]
- Dynamic Transmissions technology[1][4]
- Electronic Access Control technology[1][2][3]
- Electronic spreadsheet, data analysis and software development technology[1][4]
- Enhanced Mobile Communications technology[2][3]
- Facilities Operation Management System technology[4]
- Gas Modulation Control Systems technology[1][2][3][4]
- Greeting Card technology[1][4]
- High Speed Circuit Interconnect and Display Control technology[1][2][3]
- Improved Lighting technology[2][3]
- Improved Memory Manufacturing technology[4]
- Information Portal Software technology[4]
- Information Storage, Searching & Retrieval technology[4]
- Inhaler Drug Delivery technology[1][4]
- Innovative Display technology[1][2][3]
- Intercarrier SMS technology[1][2][3][4]
- Interstitial and Pop-Up Internet Advertising technology[2][3][4]
- Lighting Ballast technology[4]
- Location Based Services technology[2][3][4]
- Memory Circuit and Packaging technology[1][4]
- Optical Networking technology[1][2][3][4]
- Optimized Microprocessor Operation technology[1][2][3]
- Power Management within Integrated Circuits technology[4]
- Prescription Lens technology[1][4]
- Radio Frequency Modulation technology[1][3]
- Reflective and Radiant Barrier Insulation technology[1][2][3][4]
- Semiconductor Memory and Process technology[1][4]
- Semiconductor Packaging technology[1][3][4]
- Semiconductor Testing technology[1][2]
- Shared Memory for Multimedia Processing[1]
- Software Activation technology[3][4]
- Software Technology[3]
- Speech codes used in wireless and wireline systems technology[1][2][3]
- Spinning and Jousting Toy Game technology [1][2][3]
- Super Resolutions Microscopy technology[1][2][3]
- Surgical Access technology[2][4]
- Suture Anchors technology[2][3][4]
- Telematics technology[2][3][4]
- Unicondylar Knee Replacement technology[2]
- User Programmable Engine Control technology[4]
- Video Analytics for Security technology[2][3][4]
- Video Delivery and Processing technology[4]
- Voice-Over-IP technology[2][3]
- Web Collaboration technology[1][4]
- Wireless Data Synchronization & Data Transfer technology[1][2][3][4]
- Wireless Infrastructure and User Equipment technology[1][2][3]
- Wireless Location Based Services technology[2][3]
- Wireless Location Based Services technology[1][4]
- Wireless Monitoring technology[2][3]
- X-Ray Powder Diffraction technology[1][4]

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(1) Initial revenues recognized during the applicable period.

(2) Licensing and enforcement program generating revenue in 2015.

(3) Licensing and enforcement program generating revenue in 2014.

(4) Licensing and enforcement program generating revenue in 2013.

Although revenues from one or more of our patents or patent portfolios may be significant in a specific reporting period, we believe that none of our individual patents or patent portfolios is individually significant to our licensing and enforcement business as a whole.

Patent Licensing and Enforcement

Patent Litigation Trial Dates and Related Trials. As of the date of this report, our operating subsidiaries have in excess of 5 pending patent infringement cases with a scheduled trial date in the next six months. Patent infringement trials are components of our overall patent licensing process and are one of many factors that contribute to possible future revenue generating opportunities for us. Scheduled trial dates, as promulgated by the respective court, merely provide an indication of when, in future periods, the trials may occur according to the court's scheduling calendar at a specific point in time. A court may change previously scheduled trial dates. In fact, courts often reschedule trial dates for various reasons that are unrelated to the underlying patent assets and typically for reasons that are beyond our control. While scheduled trial dates provide an indication of the timing of possible future revenue generating opportunities for us, the trials themselves and the immediately preceding periods represent the possible future revenue generating opportunities. These future opportunities can result in varying outcomes. In fact, it is difficult to predict the outcome of patent enforcement litigation at the trial level since outcomes can be unfavorable. It is often difficult for juries and trial judges to understand complex patented technologies, and as a result, this may lead to a higher rate of unfavorable outcomes. Moreover, in the event of a favorable outcome, there is a higher rate of successful appeals in patent enforcement litigation than more standard business litigation. Such appeals are expensive and time consuming, resulting in increased costs and a potential for delayed or foregone revenue opportunities in the event of modification or reversal of favorable outcomes. Although we diligently pursue enforcement litigation, we cannot predict with significant reliability the decisions made by juries and trial courts. Please refer to Item 1A. "Risk Factors" for additional information regarding trials, patent litigation and related risks.

Litigation and Licensing Expense. We expect patent-related legal expenses to continue to fluctuate from period to period based on the factors summarized herein, in connection with future trial dates, international enforcement, strategic patent portfolio prosecution and our current and future patent portfolio investment, prosecution, licensing and enforcement activities. The pursuit of enforcement actions in connection with our licensing and enforcement programs can involve certain risks and uncertainties, including the following:

- Increases in patent-related legal expenses associated with patent infringement litigation, including, but not limited to, increases in costs billed by outside legal counsel for discovery, depositions, economic analyses, damages assessments, expert witnesses and other consultants, re-exam and inter partes review costs, case-related audio/video presentations and other litigation support and administrative costs could increase our operating costs and decrease our profit generating opportunities;

- Our patented technologies and enforcement actions are complex and, as a result, we may be required to appeal adverse decisions by trial courts in order to successfully enforce our patents. Moreover, such appeals may not be successful;

- New legislation, regulations or rules related to enforcement actions, including any fee or cost shifting provisions, could significantly increase our operating costs and decrease our profit generating opportunities. Increased focus on the growing number of patent-related lawsuits may result in legislative changes which increase our costs and related risks of asserting patent enforcement actions. For instance, the United States House of Representatives passed a bill that would require non-practicing entities that bring patent infringement lawsuits to pay legal costs of the defendants, if the lawsuits are unsuccessful and certain standards are not met;

- Courts may rule that our subsidiaries have violated certain statutory, regulatory, federal, local or governing rules or standards by pursuing such enforcement actions, which may expose us and our operating subsidiaries to material liabilities, which could harm our operating results and our financial position; and

- The complexity of negotiations and potential magnitude of exposure for potential infringers associated with higher quality patent portfolios may lead to increased intervals of time between the filing of litigation and potential revenue events (i.e. markman dates, trial dates), which may lead to increased legal expenses, consistent with the higher revenue potential of such portfolios.

In the fourth quarter of 2015, we announced that our subsidiary Adaptix, Inc. received a jury verdict in its case against Alcatel Lucent USA, Inc., AT&T Mobility LLC, Cellco Partnership, and Sprint Spectrum L.P., lead case 6:12-cv-00022 pending in the Eastern District of Texas. The jury returned a verdict that the asserted claims of U.S. Patent No. 6,870,808 were invalid and non-infringed. Adaptix, Inc. has filed post-trial motions and is currently studying the verdict to determine whether it will be filing an appeal.

Investments in Patent Portfolios

Our operating subsidiaries continue to identify opportunities to partner with patent owners with high-quality patent assets, across a wide range of technology areas that have been, or are anticipated to be, widely adopted by third-parties in connection with the manufacture or sale of products and services.

In fiscal year 2015, we obtained control of 3 new patent portfolios with applications over a wide range of technology areas, compared to 6 new patent portfolios, and 25 new patent portfolios in fiscal years 2014 and 2013, respectively. During 2015, we partnered with a semiconductor company on a portfolio containing patents related to Flash Memory components and controllers, Solid-State Drives (SSD's) and other systems containing Flash Memory. In addition, we expanded our partnership with Renesas of Japan, enhancing existing portfolios with nine additional groups of patents related to Microcontrollers, DRAM, Flash Memory and semiconductor packaging and fabrication processes. Patent portfolio investment costs paid in fiscal year 2015 totaled \$19.5 million, compared to \$42.7 million and \$25.1 million in fiscal years 2014 and 2013, respectively. Accrued patent investment costs, to be paid in the subsequent year, totaled \$1.0 million and \$16.7 million at December 31, 2015 and 2014, respectively.

In general, the majority of patent portfolio investment costs incurred for patent portfolios with future inventor royalty obligations are subject to contractual provisions providing for higher percentage returns to our operating subsidiaries early in the licensing and enforcement program until such initial upfront patent portfolio investment costs are fully recovered.

As of December 31, 2015, certain of our operating subsidiaries continued to explore opportunities to enter into option agreements with third-party patent portfolio owners regarding the potential partnering and / or investment in additional patent portfolios for future licensing and enforcement. Future patent portfolio investments will expand and diversify our future revenue generating opportunities.

Neither we nor our operating subsidiaries invent new technologies or products; rather, we depend upon the identification and investment in new patents and inventions through our new or existing relationships with patent owners. If our operating subsidiaries are unable to maintain those relationships and to continue to grow new relationships, then they may not be able to identify new technology-based opportunities for sustainable revenue and growth. In this regard, our current or future relationships may not provide the volume or quality of technologies necessary to sustain our business. In some cases, universities and other technology sources may compete against us as they seek to develop and commercialize technologies. Universities may receive financing for basic research in exchange for the exclusive right to commercialize resulting inventions. These and other strategies may reduce the number of technology sources and potential clients to whom we can market our services. If we are unable to maintain current relationships and sources of technology or to secure new relationships and sources of technology, such inability may have a material adverse effect on our operating results and financial condition.

For example, in fiscal year 2015, we obtained control of 3 new patent portfolios with applications over a wide range of technology areas, compared to 6 new patent portfolios, and 25 new patent portfolios in fiscal years 2014 and 2013, respectively. The decrease in patent portfolio intake, in part reflects a strategic decision in 2013 to shift the focus of our operating business to increasingly serve a smaller number of customers each having higher quality patent portfolios. High quality patent portfolios are typically associated with higher numbers of varied defensible claims, higher revenue potential, originating from high-pedigreed patent owners and/or possessing a relatively large number of prospective licensees. In this regard, commencing in the later portion of 2013 and early 2014, we continued the shift in our focus at our point of patent intake, from quantity to quality. As a result, our gross number of patent portfolio acquisitions has trended downward. The decrease may also be reflective, in part, of industry trends impacting our ability to acquire patent portfolios. For example, legislative and legal changes have increased the complexity of patent enforcement and may be affecting the market availability of suitable patent portfolios for acquisition. If these industry trends continue, our future patent portfolio intake could be negatively impacted, resulting in a decrease in future revenue generating opportunities.

Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. In preparing these financial statements, we make assumptions, judgments and estimates that can have a significant impact on amounts reported in our consolidated financial statements. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. On a regular basis, we evaluate our assumptions, judgments and estimates and make changes accordingly.

We believe that, of the significant accounting policies discussed in Note 2 to our notes to consolidated financial statements, the following accounting policies require our most difficult, subjective or complex judgments:

- revenue recognition;
- stock-based compensation expense;
- valuation of long-lived and intangible assets including goodwill; and
- accounting for income taxes.

We discuss below the critical accounting assumptions, judgments and estimates associated with these policies. Historically, our assumptions, judgments and estimates relative to our critical accounting policies have not differed materially from actual results. For further information on our critical accounting policies, refer to Note 2 to the notes to consolidated financial statements included herein.

Revenue Recognition

As described below, significant management judgment must be made and used in connection with the revenue recognized in any accounting period. Material differences may result in the amount and timing of revenue recognized or deferred for any period, if management made different judgments.

Revenue is recognized when (i) persuasive evidence of an arrangement exists, (ii) all obligations have been performed pursuant to the terms of the agreement, (iii) amounts are fixed or determinable and (iv) collectibility of amounts is reasonably assured.

We make estimates and judgments when determining whether the collectibility of fees receivable from licensees is reasonably assured. We assess the collectibility of fees receivable based on a number of factors, including past transaction history and the credit-worthiness of licensees. If it is determined that collection is not reasonably assured, the fee is recognized when collectibility becomes reasonably assured, assuming all other revenue recognition criteria have been met, which is generally upon receipt of cash for transactions where collectibility may have been an issue. Management's estimates regarding collectibility impact the actual revenues recognized each period and the timing of the recognition of revenues. Our assumptions and judgments regarding future collectibility could differ from actual events and thus materially impact our financial position and results of operations.

In general, our revenue arrangements provide for the payment of contractually determined fees in consideration for the grant of certain intellectual property rights for patented technologies owned or controlled by our operating subsidiaries. These rights typically include some combination of the following: (i) the grant of a non-exclusive, retroactive and future license to manufacture and/or sell products covered by patented technologies owned or controlled by our operating subsidiaries, (ii) a covenant-not-to-sue, (iii) the release of the licensee from certain claims, and (iv) the dismissal of any pending litigation. The intellectual property rights granted may be perpetual in nature, extending until the expiration of the related patents, or can be granted for a defined, relatively short period of time, with the licensee possessing the right to renew the agreement at the end of each contractual term for an additional minimum upfront payment. Pursuant to the terms of these agreements, our operating subsidiaries have no further obligation with respect to the grant of the non-exclusive retroactive and future licenses, covenants-not-to-sue, releases, and other deliverables, including no express or implied obligation on our operating subsidiaries' part to maintain or upgrade the technology, or provide future support or services. Generally, the agreements provide for the grant of the licenses, covenants-not-to-sue, releases, and other significant deliverables upon execution of the agreement, or upon receipt of the minimum upfront payment for term agreement renewals. As such, the earnings process is complete and revenue is recognized upon the execution of the agreement, when collectibility is reasonably assured, or upon receipt of the minimum upfront fee for term agreement renewals, and when all other revenue recognition criteria have been met.

Depending on the complexity of the underlying revenue arrangement and related terms and conditions, significant judgments, assumptions and estimates may be required to determine when substantial delivery of contract elements has occurred, whether any significant ongoing obligations exist subsequent to contract execution, whether amounts due are collectible and the appropriate period or periods in which, or during which, the completion of the earnings process occurs. Depending on the magnitude of specific revenue arrangements, if different judgments, assumptions and estimates are made regarding contracts executed in any specific period, our periodic financial results may be materially affected.

Our operating subsidiaries are responsible for the licensing and enforcement of their respective patented technologies and pursue third-parties that are utilizing their intellectual property without a license or who have under-reported the amount of royalties owed under a license agreement. As a result of these activities, from time to time, our operating subsidiaries may recognize revenues in a current period that relate to infringements by licensees that occurred in prior periods. These recoveries may cause revenues to be higher than expected during a particular reporting period and may not occur in subsequent periods. Differences between amounts initially recognized and amounts subsequently audited or reported as an adjustment to those amounts, are recognized in the period such adjustment is determined as a change in accounting estimate.

The economic terms of the inventor agreements, operating agreements and contingent legal fee arrangements associated with the patent portfolios owned or controlled by our operating subsidiaries, if any, including royalty rates, contingent fee rates and other terms, vary across the patent portfolios owned or controlled by our operating subsidiaries. Inventor royalties, noncontrolling interests and contingent legal fees expenses fluctuate period to period, based on the amount of revenues recognized each period, the terms and conditions of revenue agreements executed each period and the mix of specific patent portfolios with varying economic terms and obligations generating revenues each period. Inventor royalties, noncontrolling interests and contingent legal fees expenses will continue to fluctuate and may continue to vary significantly period to period, based primarily on these factors.

For fiscal years 2015, 2014 and 2013, the majority of our revenue agreements provided for the payment to us of one-time, paid-up license fees in consideration for the grant of certain intellectual property rights for patented technology rights owned by our operating subsidiaries. These rights were primarily granted on a perpetual basis, extending until the expiration of the underlying patents. Pursuant to the terms of these agreements, our operating subsidiaries have no further obligation with respect to the grant of the non-exclusive licenses, covenants-not-to-sue, releases, and other deliverables, including no express or implied obligation on our operating subsidiaries' part to maintain or upgrade the technology, or provide future support or services. The agreements provided for the grant of the licenses, covenants-not-to-sue, releases, and other significant deliverables upon execution of the agreement. As such, the earnings process was determined to be complete and revenue was recognized upon the execution of the agreements, when all other revenue recognition criteria were met. Historically, term license agreements have not been a material component of our operating revenues, with the majority of license agreements being paid-up, perpetual license agreements.

Stock-based Compensation Expense

Stock-based compensation payments to employees and non-employee directors are recognized as expense in the statements of operations. The compensation cost for all stock-based awards is measured at the grant date, based on the fair value of the award (determined using a Black-Scholes option pricing model for stock options and intrinsic value on the date of grant for nonvested restricted stock), and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity award). Determining the fair value of stock-based awards at the grant date requires significant estimates and judgments, including estimating the market price volatility of our common stock, future employee stock option exercise behavior and requisite service periods.

Stock-based compensation expense is recorded only for those awards expected to vest using an estimated pre-vesting forfeiture rate. As such, we are required to estimate pre-vesting option forfeitures at the time of grant and reflect the impact of estimated pre-vesting option forfeitures on compensation expense recognized. Estimates of pre-vesting forfeitures must be periodically revised in subsequent periods if actual forfeitures differ from those estimates. We consider several factors in connection with our estimate of pre-vesting forfeitures, including types of awards, employee class, and historical pre-vesting forfeiture data. The estimation of stock awards that will ultimately vest requires judgment, and to the extent that actual results differ from our estimates, such amounts will be recorded as cumulative adjustments in the period the estimates are revised. If actual results differ significantly from these estimates, stock-based compensation expense and our results of operations could be materially impacted. Refer to Notes 2 and 10 to our notes to consolidated financial statements included elsewhere herein.

Valuation of Long-lived and Intangible Assets Including Goodwill

December 31, 2015 Patent Portfolio and Goodwill Impairment Testing. Pursuant to applicable accounting standards, if goodwill and another asset group of a reporting unit are tested for impairment at the same time, the other asset group, in our case our patent portfolios, are to be tested for impairment before goodwill.

Patent Portfolio Impairment testing - December 31, 2015. Acacia reviews long-lived assets and intangible assets for potential impairment annually (quarterly for patents) and when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. In the event the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss is recorded equal to the excess of the asset's carrying value over its fair value. If an asset is determined to be impaired, the loss is measured based on quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including a discounted value of estimated future cash flows.

We performed an impairment analysis for our patents as of December 31, 2015, utilizing the assistance of a third-party valuation specialist, resulting in $74.7 million of patent portfolio impairment charges, for the following reasons:

- In December 2015, we announced that our subsidiary Adaptix, Inc. received a jury verdict in its case against Alcatel Lucent USA, Inc., and others. The jury returned a verdict that the asserted claims of the applicable patent at issue were invalid and non-infringed. The Adaptix trial loss resulted in a reduction in estimated cash flows for the Adaptix portfolio expected to be realized from future licensing and enforcement activities, leading to impairment charges on the portfolio in the fourth quarter of 2015.

- Management considered the impact of the fourth quarter 2015 adverse trial outcomes on our estimates of future cash flows that could be realized from future licensing and enforcement activities for other patent portfolios. Estimates of future cash flows for certain portfolios were reduced in part, in connection with our assessment of probabilities of realization given the recent adverse trial outcomes.

- Patent impairment charges include the carrying value of other patent portfolios for which, in the fourth quarter of 2015, we experienced adverse litigation or trial outcomes, leading to a reduction in or elimination of expected future cash flows. In addition, headcount reductions and internal staff optimization efforts led to changes with respect to which patent portfolios we intend to allocate licensing and enforcement resources to in future periods. As such, certain portfolio programs were selected for termination due to a decision to no longer pursue or allocate resources, resulting in a write-off of any remaining carrying value in the fourth quarter of 2015.

Goodwill Impairment Testing - December 31, 2015. At December 31, 2015, prior to the completion of the annual goodwill impairment test, the goodwill balance totaled $30.1 million. Goodwill is tested for impairment at our single reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Factors considered important, which could trigger an impairment review, include the following:

- significant consistent gradual decline in the Company's stock price for a sustained period;
- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of assets or the strategy for the Company's overall business;
- significant negative industry or economic trends; and
- significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments.

The Company considers its market capitalization and other valuation techniques, as applicable, when estimating fair value for goodwill impairment testing purposes. When conducting annual and interim goodwill impairment assessments, the Company initially performs a qualitative evaluation (considering factors described above as applicable) of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, a two-step impairment test is applied. The two-step impairment test first compares the estimated fair value of the Company's single reporting unit to its carrying or book value. If the estimated fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and there is no requirement to perform further testing. If the carrying value of the reporting unit exceeds its estimated fair value, the Company is required to perform step-two of the impairment analysis to determine the estimated implied fair value of the reporting unit’s goodwill, and if the carrying value of the reporting unit’s goodwill exceeds its estimated implied fair value, then an impairment loss equal to the difference is recorded in the consolidated statements of operations.

In connection with our annual goodwill impairment testing for 2015, we identified several qualitative factors triggering an impairment test at December 31, 2015, as follows;

- *Adverse legal outcomes and changes in legal factors*. In December 2015, we announced that our subsidiary Adaptix, Inc. received a jury verdict in its case against Alcatel Lucent USA, et al., deciding that the claims of the applicable patent in suit were invalid and non-infringed. This adverse legal outcome and others in the fourth quarter of 2015 resulted in changes in estimates of realization related to litigation outcomes in future periods for certain patent portfolios.

- *Consistent gradual decline in the Company’s stock price*: Historically, the Company's stock price has been volatile, and the volatility continued during fiscal 2015, declining from $16.72 as of January 2, 2015, to $4.29 as of December 31, 2015, a 74% decline. In addition, subsequent to December 31, 2015, the Company's stock price volatility has continued, trending downward to $3.16 as of February 29, 2016. In the fourth quarter of 2015, given the continued decline in stock price up through December 31, 2015, and the impact of the December 2015 adverse trial outcomes noted above, the gradual consistent decline in our stock price was deemed to be sustained, and hence indicative of a reduction in the estimated fair value of the Company, as reflected in our lower overall market capitalization.

- *Changes in Company Management and Resource Allocations*. In connection with certain resource allocation changes within the organization given a change in management in the fourth quarter of 2015, headcount reductions and internal staff optimization efforts occurred, which led to changes with respect to estimates of which patent portfolios we intend to continue to allocate licensing and enforcement resources to in future periods. As such, certain patent portfolio programs were selected for termination due to a decision to no longer allocate resources. In addition, changes in estimates regarding the best and highest use of certain patent portfolios were made, resulting in reductions in estimated future cash flows.

At December 31, 2015, we utilized the following methods and assumptions in our annual goodwill impairment testing, which was prepared with the assistance of a third-party valuation specialist:

- At December 31, 2015, the initial qualitative assessment included consideration of the factors described above, resulting in a conclusion that as of December 31, 2015, the consistent gradual decline in the Company's stock price was sustained. We also considered the impact of the December 2015 adverse trial outcomes on our stock price and related estimates of fair value for remaining portfolio opportunities. Based on our assessment of these factors, we determined that it was more likely than not that goodwill was impaired, constituting a triggering event requiring a goodwill impairment test as of December 31, 2015.

- We conducted the first step of the goodwill impairment test for our single reporting unit as of December 31, 2015. We utilized the market capitalization plus cost synergies approach to estimate the fair value of the Company. The estimated market capitalization was determined by multiplying our stock price and the common shares outstanding as of December 31, 2015. Management also considered a control premium in its estimate of fair value for our single reporting unit. The cost synergies were estimated based on the cost savings which could be achieved if the Company was acquired by a competitor in the same operating business.

- Based on the analysis utilizing the market capitalization plus cost synergies approach, the estimated fair value of the reporting unit of $252 million was below its carrying value of $344.3 million as of December 31, 2015, and therefore, goodwill was determined to be more likely than not, impaired.

- The purpose of step 2 of the analysis was to determine the estimated fair value of the assets and liabilities of our reporting unit, in order to determine the implied fair value of goodwill for the reporting unit. The excess, if any, of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. Based upon the analysis performed, the fair value of our reporting unit did not exceed the amounts assigned to our reporting unit assets and liabilities, resulting in a difference between the implied fair value of goodwill of zero and the historical carrying value of goodwill. As a result, we recognized a goodwill impairment charge totaling $30.1 million in the fourth quarter of 2015.

Accounting for Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves the estimating of our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the consolidated statements of operations.

Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and our valuation allowance. Due to uncertainties related to our ability to utilize certain deferred tax assets in future periods, we have recorded a full valuation allowance against our net deferred tax assets as of December 31, 2015. These assets primarily consist of foreign tax credits, capital loss carryforwards and net operating loss carryforwards.

In assessing the need for a valuation allowance, management has considered both the positive and negative evidence available, including but not limited to, estimates of future taxable income and related probabilities, estimates surrounding the character of future income and the timing of realization, consideration of the period over which our deferred tax assets may be recoverable, our recent history of net income and prior history of losses, projected future outcomes, industry and market trends and the nature of existing deferred tax assets. In management's estimate, any positive indicators, including forecasts of potential future profitability of our businesses, are outweighed by the uncertainties surrounding our estimates and judgments of potential future taxable income, primarily due to uncertainties surrounding the timing of realization of future taxable income and the character of such income in particular future periods (i.e. foreign or domestic). In the event that actual results differ from these estimates or we adjust these estimates should we believe we would be able to realize these deferred tax assets in the future, an adjustment to the valuation allowance would increase income in the period such determination was made.

For example, a similar analysis was performed in the first quarter of 2012, resulting in the release of the valuation allowance on the majority of our net deferred tax assets and a related tax benefit of $10.7 million recognized in the first quarter of 2012. In 2015 and 2014, based on management's assessment, a full valuation allowance was recorded against the company's net deferred tax assets generated during the periods and the balances as of the end of each of the periods, due to uncertainty regarding future realizability of such tax assets pursuant to guidance set forth in ASC 740, "Income Taxes." In future periods, if we determine that the company will more likely than not be able to realize certain of these amounts, the applicable portion of the benefit from the release of the valuation allowance will generally be recognized in the statement of operations in the period the determination is recorded.

Any changes in the judgments, assumptions and estimates associated with our analysis of the need for a valuation allowance in any future periods could materially impact our financial position and results of operations in the periods in which those determinations are made.

Consolidated Results of Operations
Comparison of the Results of Operations for Fiscal Years 2015, 2014 and 2013

Revenues

	2015	2014	2013	2015 vs. 2014 $ Change	2015 vs. 2014 % Change	2014 vs. 2013 $ Change	2014 vs. 2013 % Change
	(in thousands, except percentage change values and number of agreements)						
Revenues	$ 125,037	$ 130,876	$ 130,556	$ (5,839)	(4)%	$ 320	—%
New revenue agreements executed	63	88	120				
Average revenue per agreement	$ 1,985	$ 1,487	$ 1,088				

A reconciliation of the change in revenues (based on average revenue per agreement) for the periods presented, in relation to the revenues reported for the comparable prior year period, is as follows:

	2015 vs. 2014	2014 vs. 2013
	(in thousands)	
Decrease in number of agreements executed	$ (37,181)	$ (34,815)
Increase in average revenue per agreement executed	31,342	35,135
Total	$ (5,839)	$ 320

Three licensees individually accounted for 24%, 20% and 16%, respectively, of revenues recognized in fiscal year 2015, two licensees individually accounted for 22% and 22%, respectively, of revenues recognized in fiscal year 2014, and two licensees individually accounted for 38% and 16%, respectively, of revenues recognized in fiscal year 2013. For the periods presented herein, the majority of the revenue agreements executed provided for the payment of one-time, paid-up license fees in consideration for the grant of certain intellectual property rights for patented technology rights owned by our operating subsidiaries. These rights were primarily granted on a perpetual basis, extending until the expiration of the underlying patents.

Net Loss

	2015	2014	2013	2015 vs. 2014 $ Change	2015 vs. 2014 % Change	2014 vs. 2013 $ Change	2014 vs. 2013 % Change
	(in thousands, except percentages)						
Net loss attributable to Acacia Research Corporation	$(160,036)	$ (66,029)	$ (56,434)	$ (94,007)	142%	$ (9,595)	17%

A reconciliation of the change in net income (loss) for the periods presented is as follows:

	2015 vs. 2014	%	2014 vs. 2013	%
	(in thousands, except percentage values)			
Increase (decrease) in revenues	$ (5,839)	6 %	$ 320	(3)%
Decrease in inventor royalties and contingent legal fees combined	9,602	(10)%	10,275	(107)%
Decrease in marketing, general and administrative expenses	10,378	(11)%	10,675	(111)%
(Increase) decrease in litigation and licensing expenses	(1,759)	2 %	1,721	(18)%
(Increase) decrease in patent amortization expenses	678	(1)%	(4,706)	49 %
(Increase) decrease in impairment of patent-related intangible assets	(71,234)	76 %	1,122	(12)%
(Increase) in impairment for goodwill	(30,149)	32 %	—	— %
Change in provision for income taxes	(888)	1 %	(25,870)	270 %
Other	(4,796)	5 %	(3,132)	32 %
Net change in net loss	$ (94,007)	100 %	$ (9,595)	100 %

Cost of Revenues

				2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	$ Change	% Change	$ Change	% Change
	(in thousands, except percentages)						
Inventor royalties	$ 18,462	$ 20,670	$ 29,724	$ (2,208)	(11)%	$ (9,054)	(30)%
Contingent legal fees	16,169	23,563	24,784	(7,394)	(31)%	(1,221)	(5)%
Litigation and licensing expenses - patents	39,373	37,614	39,335	1,759	5 %	(1,721)	(4)%
Amortization of patents	53,067	53,745	49,039	(678)	(1)%	4,706	10 %

Inventor Royalties and Contingent Legal Fees Expense. The economic terms of patent partnering agreements, operating agreements and contingent legal fee arrangements, associated with the patent portfolios owned or controlled by our operating subsidiaries, if any, including royalty obligations, if any, royalty rates, contingent fee rates and other terms and conditions, vary across the patent portfolios owned or controlled by our operating subsidiaries. In certain instances, we have invested in certain patent portfolios without future inventor royalty obligations. These costs fluctuate period to period, based on the amount of revenues recognized each period, the terms and conditions of revenue agreements executed each period and the mix of specific patent portfolios with varying economic terms, conditions and obligations generating revenues each period.

A summary of the main drivers of the change in inventor royalties expense and contingent legal fees expense, in relation to the change in total revenues, for the comparable periods presented, is as follows:

	2015 vs. 2014	% of Prior Period Balance	2014 vs. 2013	% of Prior Period Balance
Inventor Royalties:	(in thousands, except percentage change values)			
Decrease in inventor royalty rates	$ (3,995)	(20)%	$ (5,044)	(16)%
Increase (decrease) in total revenues	(1,214)	(6)%	82	— %
Decrease (increase) in revenues without inventor royalty obligations	3,001	15 %	(4,092)	(14)%
Total change - inventor royalties expense	$ (2,208)	(11)%	$ (9,054)	(30)%

Contingent Legal Fees:	2015 vs. 2014	% of Prior Period Balance	2014 vs. 2013	% of Prior Period Balance
	(in thousands, except percentage change values)			
Decrease in contingent legal fee rates	$ (6,400)	(27)%	$ (601)	(2)%
Increase (decrease) in total revenues	(1,096)	(4)%	61	— %
Decrease (increase) in revenues without contingent legal fee obligations	102	— %	(681)	(3)%
Total change - contingent legal fees	$ (7,394)	(31)%	$ (1,221)	(5)%

Litigation and Licensing Expenses - Patents. Litigation and licensing expenses-patents include patent-related litigation, enforcement and prosecution costs incurred by external patent attorneys engaged on an hourly basis and the out-of-pocket expenses incurred by law firms engaged on a contingent fee basis. Litigation and licensing expenses-patents also includes licensing and enforcement related third-party patent research, development, prosecution, re-exam and inter partes reviews, consulting, and other costs incurred in connection with the licensing and enforcement of patent portfolios. Litigation and licensing expenses-patents fluctuate from period to period based on patent enforcement and prosecution activity associated with ongoing licensing and enforcement programs and the timing of the commencement of new licensing and enforcement programs in each period.

Fiscal year 2015 litigation and licensing expenses-patents increased, as compared to fiscal year 2014, due primarily to a net increase in litigation support and third-party technical consulting expenses associated with trials occurring in 2015 and scheduled to occur in 2016, and ongoing and new licensing and enforcement programs commenced during fiscal year 2015.

Fiscal year 2014 litigation and licensing expenses-patents decreased, as compared to fiscal year 2013, due primarily to a net decrease in litigation support and third-party technical consulting expenses associated with ongoing and new licensing and enforcement programs commenced during fiscal year 2014.

We expect patent-related legal expenses to continue to fluctuate period to period as we incur increased costs related to upcoming scheduled and/or anticipated trial dates, international enforcement activities and strategic patent portfolio prosecution activities over the next several fiscal quarters, as we continue to focus on our investments in these areas.

Amortization of Patents. The change in amortization expense for the comparable periods presented was due to the following:

	2015 vs. 2014	2014 vs. 2013
	(in thousands)	
Amortization of patent portfolio investments made since the end of the prior year	$ 402	$ 2,534
Scheduled amortization related to patent portfolios owned or controlled as of the end of the prior year	2,489	562
Accelerated amortization related to recovery of upfront advances	(1,247)	655
Patent portfolio dispositions	(2,322)	955
Total change in patent amortization expense	$ (678)	$ 4,706

Impairment Charges

	2015	2014	2013	2015 vs. 2014 $ Change	2015 vs. 2014 % Change	2014 vs. 2013 $ Change	2014 vs. 2013 % Change
	(in thousands, except percentages)						
Impairment of patent-related intangible assets	$ 74,731	$ 3,497	$ 4,619	$ 71,234	2,037%	$ (1,122)	(24)%
Impairment of goodwill	30,149	—	—	30,149	100%	—	— %

Patent Impairment Charges

2015 versus 2014. Patent portfolio impairment charges totaled $74.7 million and $3.5 million in fiscal years 2015 and 2014, respectively. The impairment charges for the periods presented reflect the impact of reductions in expected estimated future net cash flows for certain portfolios due to adverse litigation outcomes and industry factors and certain patent portfolios that management determined it would no longer allocate licensing and enforcement resources to in future periods. The impairment charges consisted of the excess of the asset's carrying value over its estimated fair value as of the applicable measurement date. Refer to Critical Accounting Policies elsewhere herein for additional information.

2014 versus 2013. Patent portfolio impairment charges totaled $3.5 million and $4.6 million in fiscal years 2014 and 2013, respectively. The impairment charges related to partial impairment of a portfolio due to a reduction in expected estimated future net cash flows (2014 only) and the impairment of certain patent portfolios that management determined it would no longer allocate future resources to in connection with the licensing and enforcement of such portfolios, due primarily to potential prior art related complexities in two of the programs (2013 only), and/or the overall determination that future resources would be allocated to other licensing and enforcement programs with higher potential return profiles.

Impairment of Goodwill

We conducted an annual goodwill impairment test as of December 31, 2015. Based upon the difference between the implied fair value of goodwill and the historical carrying value of goodwill, due primarily to the sustained decline in the Company's stock price and adverse litigation outcomes in the fourth quarter of 2015, we recognized a goodwill impairment charge totaling $30.1 million in the fourth quarter of 2015. Refer to Critical Accounting Policies elsewhere herein for additional information.

Operating Expenses

				2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	$ Change	% Change	$ Change	% Change
	(in thousands, except percentages)						
Marketing, general and administrative	$27,128	$30,439	$31,335	$ (3,311)	(11)%	$ (896)	(3)%
Non-cash stock compensation	11,048	18,115	27,894	(7,067)	(39)%	(9,779)	(35)%
Total marketing, general and administrative expenses	$38,176	$48,554	$59,229	$ (10,378)	(21)%	$ (10,675)	(18)%
Research, consulting and other expenses - business development	3,391	3,840	3,251	(449)	(12)%	589	18 %

Marketing, General and Administrative Expenses. Marketing, general and administrative expenses include employee compensation and related personnel costs, including variable performance based compensation and non-cash stock compensation expenses, office and facilities costs, legal and accounting professional fees, public relations, marketing, stock administration, state taxes based on gross receipts and other corporate costs. A summary of the main drivers of the change in marketing, general and administrative expenses for the periods presented, is as follows (in thousands):

	2015 vs. 2014	2014 vs. 2013
	(in thousands)	
Net change in personnel costs	$ (1,264)	$ (1,142)
Variable performance-based compensation costs	(1,631)	274
Corporate, general and administrative costs	(985)	1,353
Non-cash stock compensation expense	(7,067)	(7,956)
Non-recurring CEO retirement and other employee severance costs	569	(165)
Nonrecurring non-cash stock compensation - CEO retirement package	—	(1,823)
Other	—	(1,216)
Total change in marketing, general and administrative expenses	$ (10,378)	$ (10,675)

The decrease in non-cash stock compensation expense for the periods presented was due primarily to a decrease in the average grant date fair value of the shares expensed, for the periods presented, and a decrease in the number of shares expensed resulting from a net reduction in employee headcount and a decrease in the number of shares vesting for current employees. Refer to Note 10 to the consolidated financial statements elsewhere herein.

Research, Consulting and Other Expenses - Business Development. Research, consulting and other expenses include third-party business development related research, development, consulting, and other costs incurred in connection with business development activities. These costs fluctuate period to period based on business development related activities in each period.

Other Operating Expenses

Fiscal year 2015 operating expenses included expenses for court ordered attorney fees and settlement and contingency accruals totaling $4.1 million. Fiscal year 2014 operating expenses included an expense accrual for court ordered attorney fees related to matters initiated in 2010 and 2011 totaling $1.5 million. Operating expenses for the year ended December 31, 2013 included a non-recurring charge related to the resolution of a dispute concerning legal fees associated with a prior matter totaling $3.5 million.

Income Taxes

	2015	2014	2013
(Provision for) benefit from income taxes (in thousands)	$ (4,800)	$ (3,912)	$ 21,958
Effective tax rate	3%	6%	(27)%

Fiscal Year 2015. Our effective tax rate for fiscal year 2015 was mainly comprised of foreign taxes withheld on revenue agreements with licensees in foreign jurisdictions and other state taxes, and the impact of full valuation allowances recorded for net operating loss and foreign tax credit related tax assets generated in 2015, due to uncertainty regarding future realizability. The foreign taxes withheld related to revenue agreements executed with third-party licensees domiciled in certain foreign jurisdictions totaling $4.4 million.

Fiscal Year 2014. Our effective tax rate for fiscal year 2014 was mainly comprised of foreign and state income taxes, a full valuation allowance recorded against the company's net deferred tax assets generated in 2014, the reversal of the net deferred tax liability at the beginning of the year totaling $1.7 million and certain nondeductible permanent items. The foreign taxes withheld related to revenue agreements executed with third-party licensees domiciled in certain foreign jurisdictions totaling $5.2 million.

Fiscal Year 2013. Our effective tax rate for fiscal year 2013 was mainly comprised of U.S. federal and state income tax benefits and nondeductible permanent expenses. The benefit for income taxes for fiscal year 2013 reflects realization of net operating loss carryforward related tax benefits generated during the period. In 2013, the rate at which we recorded the tax benefit associated with the pretax loss for the period was reduced from the statutory rate primarily due to certain nondeductible permanent items and expired capital loss carryforwards. In fiscal year 2013, we recorded a valuation allowance against foreign tax credits generated in fiscal 2013 totaling $4.6 million.

Inflation

Inflation has not had a significant impact on us or any of our subsidiaries in the current or prior periods.

Liquidity and Capital Resources

General

Our primary sources of liquidity are cash, cash equivalents and investments on hand generated from our operating activities. Our management believes that our cash and cash equivalent balances, investments, and anticipated cash flow from operations, will be sufficient to meet our cash requirements through at least March 2017 and for the foreseeable future.

We may, however, encounter unforeseen difficulties that may deplete our capital resources more rapidly than anticipated, including those set forth under Item 1A, "Risk Factors", above. Any efforts to seek additional funding could be made through issuances of equity or debt, or other external financing. However, additional funding may not be available on favorable terms, if at all. The capital and credit markets have experienced extreme volatility and disruption since late 2007 and the volatility and impact of the disruption has continued into 2015. At times during this period, the volatility and disruption has reached unprecedented levels. In several cases, the markets have exerted downward pressure on stock prices and credit capacity for certain issuers, and there can be no assurance that the commercial paper markets will be a reliable source of short-term financing for us. If we fail to obtain additional funding when needed, we may not be able to execute our business plans and our business, conducted by our operating subsidiaries, may suffer.

Certain of our operating subsidiaries are often required to engage in litigation to enforce their patents and patent rights. In connection with any of our operating subsidiaries' patent enforcement actions, it is possible that a defendant may request and/or a court may rule that an operating subsidiary has violated statutory authority, regulatory authority, federal rules, local court rules, or governing standards relating to the substantive or procedural aspects of such enforcement actions. In such event, a court may issue monetary sanctions against us or our operating subsidiaries or award attorney's fees and/or expenses to a defendant(s), which could be material.

Cash, Cash Equivalents and Investments

Our consolidated cash, cash equivalents and investments on hand totaled $145.9 million at December 31, 2015, compared to $193.0 million at December 31, 2014. The net change in cash and cash equivalents for the periods presented was comprised of the following (in thousands):

	2015	2014	2013
Net cash provided by (used in):			
Operating activities	$ (9,949)	$ 4,184	$ (3,509)
Investing activities	39,307	29,297	(66,059)
Financing activities	(28,601)	(25,700)	(25,551)

Cash Flows from Operating Activities. Cash receipts from licensees totaled $111.0 million, $117.0 million and $133.5 million in fiscal years 2015, 2014 and 2013, respectively. The fluctuations in cash receipts for the periods presented primarily reflects the corresponding fluctuations in revenues recognized during the same periods, as described above, and the related timing of payments received from licensees. Cash outflows from operations totaled $120.9 million, $112.9 million and $137.0 million in fiscal years 2015, 2014 and 2013, respectively. The fluctuations in cash outflows for the periods presented reflects the fluctuations in revenue related inventor royalties and contingent legal fees and other operating costs and expenses during the same periods, as discussed above, and the impact of the timing of payments to inventors, attorneys and other vendors.

Cash Flows from Investing Activities. Cash flows from investing activities and related changes were comprised of the following for the periods presented (in thousands):

	2015	2014	2013
Patent portfolio investment costs	$ (19,504)	$ (42,746)	$ (25,061)
Net sale (purchase) of available-for-sale investments	58,819	72,152	(40,323)
Other	(8)	(109)	(675)
Net cash provided by (used in) investing activities	$ 39,307	$ 29,297	$ (66,059)

Cash Flows from Financing Activities. Cash flows from financing activities and related changes included the following for the periods presented (in thousands):

	2015	2014	2013
Dividends paid to stockholders	$ (25,434)	$ (25,039)	$ (18,633)
Distributions to noncontrolling interests - Acacia IP Fund	(4,105)	(867)	—
Proceeds from the exercise of stock options	938	206	486
Repurchases of common stock	—	—	(7,926)
Contributions from noncontrolling interests - Acacia IP Fund	—	—	1,920
Excess tax benefits (shortfalls) from stock-based compensation	—	—	(1,398)
Net cash provided by financing activities	$ (28,601)	$ (25,700)	$ (25,551)

Dividends to Stockholders. On April 23, 2013, we announced that our Board of Directors approved the adoption of a cash dividend policy that calls for the payment of an expected total annual cash dividend of $0.50 per common share, payable in the amount of $0.125 per share per quarter. Under the policy, we paid quarterly cash dividends totaling $25.4 million, $25.0 million and $18.6 million in 2015, 2014 and 2013, respectively.

On February 25, 2016, we announced that our Board of Directors terminated the company's dividend policy effective February 23, 2016. The Board terminated the dividend policy due to a number of factors, including our financial performance and our available cash resources, our cash requirements and alternative uses of capital that the Board of Directors concluded would represent an opportunity to generate a greater return on investment for us and our stockholders.

Stock Repurchase Programs. On November 15, 2013, our Board of Directors authorized a program for repurchases of shares of our outstanding common stock. We were authorized to purchase in the aggregate up to $70.0 million of our outstanding common stock through the period ending May 14, 2014. Repurchases may be made from time to time by us in the open market or in block purchases in compliance with applicable SEC rules. In fiscal year 2013, we acquired 600,000 shares of our common stock at an average price of $13.18. Repurchases to date were made using existing cash resources and occurred in the open market.

Working Capital

The primary components of working capital are cash and cash equivalents, accounts receivable, prepaid expenses, accounts payable, accrued expenses, and royalties and contingent legal fees payable. Working capital at December 31, 2015 was $150.7 million, compared to $172.8 million at December 31, 2014.

Consolidated accounts receivable from licensees increased to $33.5 million at December 31, 2015, compared to $20.2 million at December 31, 2014. Accounts receivable balances fluctuate based on the timing, magnitude and payment terms associated with revenue agreements executed during the year, and the timing of cash receipts on accounts receivable balances recorded in previous periods. Two licensees individually represented approximately 72% and 21%, respectively, of accounts receivable at December 31, 2015. Three licensees individually represented approximately 30%, 17% and 15%, respectively, of accounts receivable at December 31, 2014.

Accounts payable and accrued expenses increased to $17.3 million at December 31, 2015, from $14.9 million at December 31, 2014, due primarily to the related timing of payments to vendors in the ordinary course.

Consolidated royalties and contingent legal fees payable increased to $14.9 million at December 31, 2015, compared to $14.4 million at December 31, 2014. Royalties and contingent legal fees payable balances fluctuate based on the magnitude and timing of the execution of related license agreements, the timing of cash receipts for the related license agreements, and the timing of payment of current and prior period royalties and contingent legal fees payable to inventor and outside attorneys, respectively.

The majority of accounts receivable from licensees at December 31, 2015 were collected or scheduled to be collected in the first quarter of 2016, in accordance with the terms of the related underlying license agreements. The majority of royalties and contingent legal fees payable are scheduled to be paid in the first and second quarter of 2016 in accordance with the underlying contractual arrangements.

Off-Balance Sheet Arrangements

We have not entered into off-balance sheet financing arrangements, other than operating leases.

Contractual Obligations

We have no significant commitments for capital expenditures in 2016. Other than our restricted cash of $10.7 million, we have no committed lines of credit or other committed funding or long-term debt. The following table lists our material known future cash commitments as of December 31, 2015, and any material known commitments arising from events subsequent to year end:

	Payments Due by Period (In thousands)			
	Total	Less than 1 year	1-3 years	More than 3 years
Operating leases	$ 6,463	$ 1,459	$ 3,169	$ 1,835
Scheduled patent investment related payments	1,000	1,000	—	—
Total contractual obligations	$ 7,463	$ 2,459	$ 3,169	$ 1,835

Standby Letter of Credit and Guarantee Arrangement. In March 2015, an operating subsidiary of ours entered into a standby letter of credit and guarantee arrangement ("Guarantee") with a bank in the amount of $10.7 million, for purposes of enforcing a court ruling in a German patent court granting an injunction against the defendants in the related patent infringement case. An injunction is an equitable remedy in the form of a court order that compels the defendant(s) to cease marketing, offering for sale or importing applicable infringing products into applicable jurisdiction(s).

Under German law, in order to enforce the injunction granted by the court, a Guarantee is required to be furnished by our operating subsidiary, the plaintiff in the case, for potential payment to the defendants of any applicable claims which may be incurred by the defendants as a result of the enforcement of the injunction, only in the event that the aforementioned court ruling is subsequently successfully appealed by the defendants or otherwise amended. The Guarantee is required to be issued unlimited with respect to time, until appropriately extinguished in accordance with German law. The Guarantee will be extinguished when a relevant extinguishment order by the court having jurisdiction takes effect, typically occurring when the related infringement case has been settled or a final non-appealable decision has been issued by the court.

The Guarantee is secured by a cash deposit at the contracting bank totaling $10.7 million, which is classified as restricted cash in accompanying balance sheet. The Guarantee expires on April 10, 2016, however, it is automatically extended without amendment for a period of one (1) year from the present or any future expiration date, unless at least 30 days prior to any expiration date, the Guarantee is extinguished in accordance with German law. The Guarantee facility fee is 1.15% per year, and the related expense is included in the statement of operations.

Uncertain Tax Positions. At December 31, 2015, we had total unrecognized tax benefits of approximately $2.1 million, including a recorded noncurrent liability of $85,000 related to unrecognized tax benefits primarily associated with state taxes. No interest and penalties have been recorded for the unrecognized tax benefits as of December 31, 2015. If recognized, approximately $2.1 million would impact our effective tax rate. We do not expect that the liability for unrecognized tax benefits will change significantly within the next 12 months.

Recent Accounting Pronouncements

Refer to Note 2 to our notes to consolidated financial statements included elsewhere herein.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The primary objective of our investment activities is to preserve principal while concurrently maximizing the income we receive from our investments without significantly increasing risk. Some of the securities that we invest in may be subject to interest rate risk and/or market risk. This means that a change in prevailing interest rates, with respect to interest rate risk, or a change in the value of the United States equity markets, with respect to market risk, may cause the principal amount or market value of the investments to fluctuate. For example, if we hold a security that was issued with a fixed interest rate at the then-prevailing rate and the prevailing interest rate later rises, the current value of the principal amount of our investment may decline. To minimize these risks in the future, we intend to maintain our portfolio of cash equivalents and short-term investments in a variety of securities, including commercial paper, money market funds, high-grade corporate bonds, government and non-government debt securities and certificates of deposit.

At December 31, 2014, our short-term investments were comprised of AAA rated money market funds that invest in first-tier only securities, which primarily include domestic commercial paper, securities issued or guaranteed by the U.S. government or its agencies, U.S. bank obligations, and fully collateralized repurchase agreements (included in cash and cash equivalents in the accompanying consolidated balance sheets), and direct investments in highly liquid, AAA, U.S. government securities (included in short term investments in the accompanying consolidated balance sheets). Short-term investment balances were zero at December 31, 2015.

In general, money market funds are not subject to market risk because the interest paid on such funds fluctuates with the prevailing interest rate. Accordingly, a 100 basis point increase in interest rates or a 10% decline in the value of the United States equity markets would not be expected to have a material impact on the value of such money market funds. Investments in U.S. government fixed income securities are subject to interest rate risk and will decline in value if interest rates increase. However, due to the relatively short duration of our investment portfolio, an immediate 10% change in interest rates would have no material impact on our financial condition, results of operations or cash flows. Declines in interest rates over time will, however, reduce our interest income.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and related financial information required to be filed hereunder are indexed under Item 15 of this report and are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2015, our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, and that such information is recorded, processed, summarized and reported within the time periods prescribed by the SEC.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the 2013 framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2015.

Grant Thornton LLP, the independent registered public accounting firm who audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2015, which is included herein.

Changes in Internal Controls. There were no changes in our internal control over financial reporting during the fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Except as provided below, in accordance with General Instruction G(3) to Form 10-K, certain information required by this Item is incorporated herein by reference to our definitive proxy statement to be filed with the SEC no later than April 30, 2016.

Code of Conduct.

We have adopted a Code of Conduct that applies to all employees, including our chief executive officer, chief financial and accounting officer, president and any persons performing similar functions. Our Code of Conduct is provided on our internet website at www.acaciaresearch.com.

ITEM 11. EXECUTIVE COMPENSATION

In accordance with General Instruction G(3) to Form 10-K, the information required by this Item is incorporated herein by reference to our definitive proxy statement to be filed with the SEC no later than April 30, 2016.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

In accordance with General Instruction G(3) to Form 10-K, certain information required by this Item is incorporated herein by reference to our definitive proxy statement to be filed with the SEC no later than April 30, 2016.

Equity Compensation Plan Information

The following table provides information with respect to shares of our common stock issuable under our equity compensation plans as of December 31, 2015:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options	(b) Weighted-average exercise price of outstanding options	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders			
2002 Acacia Technologies Stock Incentive Plan(1)	15,000	$ 13.38	—
2013 Acacia Research Stock Incentive Plan(2)	—	—	2,778,000
Subtotal	15,000	$ 13.38	2,778,000
Equity compensation plans not approved by security holders			
Grants to New Employees Outside of the Plans	—	—	—
Total	15,000	$ 13.38	2,778,000

(1) The 2002 Stock Plan expired in December 2012. Column (a) excludes 40,000 in nonvested restricted stock awards and restricted stock units outstanding at December 31, 2015. Refer to Note 10 to our notes to consolidated financial statements included elsewhere herein.

(2) The initial share reserve under the 2013 Acacia Research Stock Incentive Plan, or the 2013 Plan, was 4,750,000 shares of our common stock. No new additional shares will be added to the 2013 Plan without security holder approval (except for shares subject to outstanding awards that are forfeited or otherwise returned to the 2013 Plan). Column (a) excludes 891,000 in nonvested restricted stock awards and restricted stock units outstanding at December 31, 2015. Refer to Note 10 to our notes to consolidated financial statements included elsewhere herein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

In accordance with General Instruction G(3) to Form 10-K, the information required by this Item is incorporated herein by reference to our definitive proxy statement to be filed with the SEC no later than April 30, 2016.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

In accordance with General Instruction G(3) to Form 10-K, the information required by this Item is incorporated herein by reference to our definitive proxy statement to be filed with the SEC no later than April 30, 2016.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report.

(2) Financial Statement Schedules

Financial statement schedules are omitted because they are not applicable or the required information is shown in the Financial Statements or the Notes thereto.

(3) Exhibits

Refer to Item 15(b) below.

(b) Exhibits. The following exhibits are either filed herewith or incorporated herein by reference:

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated November 22, 2011, by and among Acacia Research Group LLC, Apollo Patent Corp., Adaptix, Inc., and Baker Communications Fund II (QP), L.P., solely in its capacity as representative for the shareholders of Adaptix, Inc.(15)
3.1	Amended and Restated Certificate of Incorporation (1)
3.2	Amended and Restated Bylaws (17)
10.1*	Acacia Research Corporation 1996 Stock Option Plan, as amended (2)
10.2*	Form of Option Agreement constituting the Acacia Research Corporation 1996 Executive Stock Bonus Plan (3)
10.3*	2002 Acacia Technologies Stock Incentive Plan (4)
10.4*	2007 Acacia Technologies Stock Incentive Plan (5)
10.5*	Form of Acacia Technologies Stock Option Agreement under the 2007 Acacia Technologies Stock Incentive Plan (6)
10.6*	Form of Acacia Technologies Stock Issuance Agreement under the 2002 Acacia Technologies Stock Incentive Plan (6)
10.7*	Form of Acacia Technologies Stock Issuance Agreement under the 2007 Acacia Technologies Stock Incentive Plan (6)
10.8	Office Space Lease dated January 28, 2002, between Acacia Research Corporation and The Irvine Company (7)
10.9	Form of Indemnification Agreement (8)

10.10	Third Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (9)
10.11*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Edward Treska (20)
10.12	Fourth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10)
10.13	Fifth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10)
10.15*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Robert L. Harris (20)
10.16*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Clayton J. Haynes (20)
10.17*	Acacia Research Corporation Amended and Restated Executive Severance Policy (12)
10.18	Sixth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (14)
10.19	Form of Purchase Agreement (16)
10.20*	2013 Acacia Research Corporation Stock Incentive Plan (18)
10.21*	Form of Stock Issuance Agreement under the 2013 Acacia Research Corporation Stock Incentive Plan (19)
10.22*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Matthew Vella (20)
18.1	Preferability Letter dated February 25, 2010 from Grant Thornton LLP, independent registered public accounting firm, regarding change in accounting principle (13)
21.1	List of Subsidiaries
23.1	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included in the signature page hereto).
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
101	Interactive Date Files Pursuant to Rule 405 of Regulation S-T.

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* The referenced exhibit is a management contract, compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K pursuant to Item 15(c) of Form 10-K.

(1) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on June 5, 2008 (File No. 000-26068).

(2) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 20, 2000 (File No. 000-26068).

(3) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 26, 1996 (File No. 000-26068).

(4) Incorporated by reference to Annex E to the Proxy Statement/Prospectus which formed part of Acacia Research Corporation's Registration Statement on Form S-4 (File No. 333-87654) which became effective on November 8, 2002.

(5) Incorporated by reference to Acacia Research Corporation's Registration Statement on Form S-8 (File No. 333-144754) which became effective on July 20, 2007.

(6) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2007, filed on November 2, 2007 (File No. 000-26068).

(7) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 27, 2002 (File No. 000-26068).

(8) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed on July 30, 2012 (File No. 000-26068).

(9) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended March 31, 2006, filed on May 10, 2006 (File No. 000-26068).

(10) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2007, filed on March 14, 2008 (File No. 000-26068).

(11) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on April 2, 2008 (File No. 000-26068).

(12) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 26, 2009 (File No. 000-26068).

(13) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2009, filed on February 26, 2010, as amended on March 1, 2010 (File No. 000-26068)

(14) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 28, 2011, as amended on March 24, 2011 (File No. 000-26068).

(15) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K/A filed on January 19, 2012 (File No. 000-26068). Portions of this exhibit have been omitted pursuant to a request for confidential treatment under Rule 24-b-2 of the Securities Exchange Act of 1934, as amended. The omitted material has been separately filed with the Securities and Exchange Commission.

(16) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on February 16, 2012 (File No. 000-26068).

(17) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2012, filed on February 28, 2013 (File No. 000-26068).

(18) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 24, 2013 (File No. 000-26068).

(19) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on May 22, 2013 (File No. 000-26068).

(20) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q filed on November 9, 2015 (File No. 000-26068).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ACACIA RESEARCH CORPORATION

Dated: March 15, 2016

By: /s/ Marvin Key
Marvin Key
Interim Chief Executive Officer
(Authorized Signatory)

POWER OF ATTORNEY

We, the undersigned directors and officers of Acacia Research Corporation, do hereby constitute and appoint Marvin Key and Clayton J. Haynes, and each of them, as our true and lawful attorneys-in-fact and agents with power of substitution, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said corporation to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Annual Report on Form 10-K, including specifically but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments hereto; and we do hereby ratify and confirm all that said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and the capacities and on the dates indicated.

Signature	Title	Date
/s/ Marvin Key Marvin Key	Interim Chief Executive Officer (Principal Executive Officer)	March 15, 2016
/s/ Clayton J. Haynes Clayton J. Haynes	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 15, 2016
/s/ Robert L. Harris, II Robert L. Harris, II	Director	March 15, 2016
/s/ Fred A. de Boom Fred A. de Boom	Director	March 15, 2016
/s/ Edward W. Frykman Edward W. Frykman	Director	March 15, 2016
/s/ G. Louis Graziadio, III G. Louis Graziadio, III	Director	March 15, 2016
/s/ William S. Anderson William S. Anderson	Director	March 15, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Acacia Research Corporation

We have audited the accompanying consolidated balance sheets of Acacia Research Corporation (the "Company") as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Acacia Research Corporation as of December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 15, 2016 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Los Angeles, California
March 15, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Acacia Research Corporation

We have audited the internal control over financial reporting of Acacia Research Corporation (the "Company") as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2015, and our report dated March 15, 2016 expressed an unmodified on those financial statements.

/s/ GRANT THORNTON LLP

Los Angeles, California
March 15, 2016

ACACIA RESEARCH CORPORATION
CONSOLIDATED BALANCE SHEETS
As of December 31, 2015 and 2014
(In thousands, except share and per share information)

	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 135,223	$ 134,466
Restricted cash	10,725	—
Short-term investments	—	58,558
Accounts receivable	33,500	20,168
Deferred income tax	210	1,161
Prepaid expenses and other current assets	4,219	4,355
Total current assets	183,877	218,708
Furniture and equipment, net of accumulated depreciation and amortization	272	500
Patents, net of accumulated amortization	162,642	286,636
Goodwill	—	30,149
Other assets	1,110	355
	$ 347,901	$ 536,348
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 17,347	$ 14,860
Accrued patent investment costs	1,000	16,700
Royalties and contingent legal fees payable	14,878	14,351
Total current liabilities	33,225	45,911
Deferred income taxes	210	1,161
Other liabilities	311	228
Total liabilities	33,746	47,300
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, par value $0.001 per share; 10,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, par value $0.001 per share; 100,000,000 shares authorized; 50,651,239 shares issued and outstanding as of December 31, 2015 and 50,065,382 shares issued and outstanding as of December 31, 2014	51	50
Treasury stock, at cost, 1,729,408 shares as of December 31, 2015 and December 31, 2014	(34,640)	(34,640)
Additional paid-in capital	633,146	646,595
Accumulated comprehensive loss	(215)	(353)
Accumulated deficit	(288,131)	(128,095)
Total Acacia Research Corporation stockholders' equity	310,211	483,557
Noncontrolling interests in operating subsidiaries	3,944	5,491
Total stockholders' equity	314,155	489,048
	$ 347,901	$ 536,348

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

ACACIA RESEARCH CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2015, 2014 and 2013
(In thousands, except share and per share information)

	2015	2014	2013
Revenues	$ 125,037	$ 130,876	$ 130,556
Operating costs and expenses:			
Cost of revenues:			
Inventor royalties	18,462	20,670	29,724
Contingent legal fees	16,169	23,563	24,784
Litigation and licensing expenses - patents	39,373	37,614	39,335
Amortization of patents	53,067	53,745	49,039
Marketing, general and administrative expenses (including non-cash stock compensation expense of $11,048 in 2015, $18,115 in 2014 and $27,894 in 2013)	38,176	48,554	59,229
Research, consulting and other expenses - business development	3,391	3,840	3,251
Impairment of patent-related intangible assets	74,731	3,497	4,619
Impairment of goodwill	30,149	—	—
Other	4,141	1,548	3,506
Total operating costs and expenses	277,659	193,031	213,487
Operating loss	(152,622)	(62,155)	(82,931)
Total other income (expense)	(56)	(595)	2,131
Loss from operations before (provision for) benefit from income taxes	(152,678)	(62,750)	(80,800)
(Provision for) benefit from income taxes	(4,800)	(3,912)	21,958
Net loss including noncontrolling interests in operating subsidiaries	(157,478)	(66,662)	(58,842)
Net (income) loss attributable to noncontrolling interests in operating subsidiaries	(2,558)	633	2,408
Net loss attributable to Acacia Research Corporation	$ (160,036)	$ (66,029)	$ (56,434)
Net loss attributable to common stockholders - basic and diluted	$ (160,730)	$ (66,755)	$ (56,945)
Basic and diluted loss per common share	$ (3.25)	$ (1.37)	$ (1.18)
Weighted-average number of shares outstanding, basic and diluted	49,505,817	48,658,088	48,155,832
Cash dividends declared per common share	$ 0.50	$ 0.50	$ 0.375

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

ACACIA RESEARCH CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
For the Years Ended December 31, 2015, 2014 and 2013
(In thousands)

	2015	2014	2013
Net loss including noncontrolling interests in operating subsidiaries	$ (157,478)	$ (66,662)	$ (58,842)
Other comprehensive income (loss):			
Unrealized gain (loss) on short-term investments, net of tax of $0	(356)	(1,488)	26
Unrealized loss on foreign currency translation, net of tax of $0	(123)	(128)	—
Add: reclassification adjustment for losses included in net income	617	2,210	193
Total other comprehensive loss	(157,340)	(66,068)	(58,623)
Comprehensive income (loss) attributable to noncontrolling interests	(2,558)	633	2,408
Comprehensive loss attributable to Acacia Research Corporation	$ (159,898)	$ (65,435)	$ (56,215)

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

ACACIA RESEARCH CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Years Ended December 31, 2015, 2014 and 2013
(In thousands, except share information)

	Common Shares	Common Stock	Treasury Stock	Additional Paid-in Capital	Other Comprehensive (Loss) Income	Accumulated Deficit	Noncontrolling Interests in Operating Subsidiaries	Total
Balance at December 31, 2012	49,160,844	$ 49	$ (26,731)	$ 644,982	$ (1,166)	$ (5,632)	$ 6,976	$ 618,478
Net loss attributable to Acacia Research Corporation	—	—	—	—	—	(56,434)	—	(56,434)
Dividends paid to stockholders	—	—	—	(18,633)	—	—	—	(18,633)
Repurchase of common stock	(600,000)	(1)	(7,909)	—	—	—	—	(7,910)
Repurchase of restricted common stock	(666)	—	—	(16)	—	—	—	(16)
Stock options exercised	115,346	—	—	486	—	—	—	486
Compensation expense relating to restricted stock awards	709,533	1	—	27,893	—	—	—	27,894
Excess tax benefits from stock-based compensation	—	—	—	(1,398)	—	—	—	(1,398)
Net loss attributable to noncontrolling interests in operating subsidiaries	—	—	—	—	—	—	(2,408)	(2,408)
Contributions from noncontrolling interests in operating subsidiary, net	—	—	—	—	—	—	1,920	1,920
Unrealized gain on short-term investments	—	—	—	—	219	—	—	219
Balance at December 31, 2013	49,385,057	49	(34,640)	653,314	(947)	(62,066)	6,488	562,198
Net loss attributable to Acacia Research Corporation	—	—	—	—	—	(66,029)	—	(66,029)
Dividends paid to stockholders	—	—	—	(25,039)	—	—	—	(25,039)
Stock options exercised	44,506	—	—	206	—	—	—	206
Compensation expense relating to restricted stock awards	635,819	1	—	18,114	—	—	—	18,115
Net loss attributable to noncontrolling interests in operating subsidiaries	—	—	—	—	—	—	(633)	(633)
Distributions to noncontrolling interests in operating subsidiary	—	—	—	—	—	—	(364)	(364)
Unrealized loss on foreign currency translation	—	—	—	—	(99)	—	—	(99)
Unrealized gain on short-term investments	—	—	—	—	693	—	—	693
Balance at December 31, 2014	50,065,382	$ 50	$ (34,640)	$ 646,595	$ (353)	$ (128,095)	$ 5,491	$ 489,048

(Continued on next page)

ACACIA RESEARCH CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Continued)
For the Years Ended December 31, 2015, 2014 and 2013
(In thousands, except share information)

	Common Shares	Common Stock	Treasury Stock	Additional Paid-in Capital	Other Comprehensive (Loss) Income	Accumulated Deficit	Noncontrolling Interests in Operating Subsidiaries	Total
Balance at December 31, 2014	50,065,382	$ 50	$ (34,640)	$ 646,595	$ (353)	$ (128,095)	$ 5,491	$ 489,048
Net loss attributable to Acacia Research Corporation	—	—	—	—	—	(160,036)	—	(160,036)
Dividends paid to stockholders	—	—	—	(25,434)	—	—	—	(25,434)
Stock options exercised	135,000	—	—	938	—	—	—	938
Compensation expense relating to restricted stock awards	450,857	1	—	11,047	—	—	—	11,048
Net income attributable to noncontrolling interests in operating subsidiaries	—	—	—	—	—	—	2,558	2,558
Distributions to noncontrolling interests in operating subsidiary	—	—	—	—	—	—	(4,105)	(4,105)
Unrealized loss on foreign currency translation	—	—	—	—	(123)	—	—	(123)
Unrealized gain on short-term investments	—	—	—	—	261	—	—	261
Balance at December 31, 2015	50,651,239	$ 51	$ (34,640)	$ 633,146	$ (215)	$ (288,131)	$ 3,944	$ 314,155

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

ACACIA RESEARCH CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2015, 2014 and 2013
(In thousands)

	2015	2014	2013
Cash flows from operating activities:			
Net loss including noncontrolling interests in operating subsidiaries	$ (157,478)	$ (66,662)	$ (58,842)
Adjustments to reconcile net loss including noncontrolling interests in operating subsidiaries to net cash provided by (used in) operating activities:			
Depreciation and amortization	53,289	54,049	49,275
Non-cash stock compensation	11,048	18,115	27,894
Excess tax benefits from stock-based compensation	—	—	1,398
Deferred income taxes	—	(1,736)	(26,746)
Impairment of patent-related intangible assets	74,731	3,497	4,619
Impairment of goodwill	30,149	—	—
Other	(109)	(28)	12
Changes in assets and liabilities:			
Restricted cash	(10,725)	—	—
Accounts receivable	(13,332)	(13,827)	3,502
Prepaid expenses and other assets	(619)	3,154	(5,300)
Accounts payable and accrued expenses / patent costs	2,570	3,718	2,740
Royalties and contingent legal fees payable	527	3,904	(2,061)
Net cash provided by (used in) operating activities	(9,949)	4,184	(3,509)
Cash flows from investing activities:			
Purchases of furniture and equipment	(8)	(109)	(675)
Purchases of available-for-sale investments	(23,296)	(109,963)	(279,693)
Sales and maturities of available-for-sale investments	82,115	182,115	239,370
Patent portfolio investment costs	(19,504)	(42,746)	(25,061)
Net cash provided by (used in) investing activities	39,307	29,297	(66,059)
Cash flows from financing activities:			
Dividends paid to stockholders	(25,434)	(25,039)	(18,633)
Distributions to noncontrolling interests in operating subsidiary	(4,105)	(867)	—
Proceeds from the exercise of stock options	938	206	486
Repurchases of common stock	—	—	(7,926)
Contributions from noncontrolling interests in operating subsidiary, net of issuance costs	—	—	1,920
Excess tax benefits (shortfalls) from stock-based compensation	—	—	(1,398)
Net cash used in financing activities	(28,601)	(25,700)	(25,551)
Increase (decrease) in cash and cash equivalents	757	7,781	(95,119)
Cash and cash equivalents, beginning	134,466	126,685	221,804
Cash and cash equivalents, ending	$ 135,223	$ 134,466	$ 126,685
Supplemental schedule of noncash investing activities:			
Patent portfolio investment costs included in accrued expenses / costs	$ 1,000	$ 16,700	$ 4,000

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

1. DESCRIPTION OF BUSINESS

Description of Business. As used herein, "Acacia" and the "Company" refer to Acacia Research Corporation and/or its wholly and majority-owned and controlled operating subsidiaries, and/or where applicable, its management. All patent investment, prosecution, licensing and enforcement activities are conducted solely by certain of Acacia's wholly and majority-owned and controlled operating subsidiaries.

Acacia's operating subsidiaries invest in, license and enforce patented technologies. Acacia's operating subsidiaries partner with inventors and patent owners, applying their legal and technology expertise to patent assets to unlock the financial value in their patented inventions. Acacia is an intermediary in the patent marketplace, bridging the gap between invention and application, facilitating efficiency and delivering monetary rewards to patent owners.

Acacia's operating subsidiaries generate revenues and related cash flows from the granting of intellectual property rights for the use of patented technologies that its operating subsidiaries control or own. Acacia's operating subsidiaries assist patent owners with the prosecution and development of their patent portfolios, the protection of their patented inventions from unauthorized use, the generation of licensing revenue from users of their patented technologies and, where necessary, with the enforcement against unauthorized users of their patented technologies through the filing of patent infringement litigation.

Acacia's operating subsidiaries are principals in the licensing and enforcement effort, obtaining control of the rights in the patent portfolio, or control of the patent portfolio outright. Acacia's operating subsidiaries own or control the rights to multiple patent portfolios, which include U.S. patents and certain foreign counterparts, covering technologies used in a wide variety of industries.

Acacia was incorporated on January 25, 1993 under the laws of the State of California. In December 1999, Acacia changed its state of incorporation from California to Delaware.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Principles and Fiscal Year End. The consolidated financial statements and accompanying notes are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America.

Principles of Consolidation. The accompanying consolidated financial statements include the accounts of Acacia and its wholly and majority-owned and controlled subsidiaries. Material intercompany transactions and balances have been eliminated in consolidation.

Noncontrolling interests in Acacia's majority-owned and controlled operating subsidiaries ("noncontrolling interests") are separately presented as a component of stockholders' equity. Consolidated net income or (loss) is adjusted to include the net (income) or loss attributed to noncontrolling interests in the consolidated statements of operations. Refer to the accompanying consolidated statements of stockholders' equity for total noncontrolling interests.

A wholly owned subsidiary of Acacia is the general partner of the Acacia Intellectual Property Fund, L.P. (the "Acacia IP Fund"), which was formed in August 2010. The Acacia IP Fund is included in the Company's consolidated financial statements since 2010, as Acacia's wholly owned subsidiary, as the general partner, has the ability to control the operations and activities of the Acacia IP Fund. Refer to Note 11 to these consolidated financial statements.

Revenue Recognition. Revenue is recognized when (i) persuasive evidence of an arrangement exists, (ii) all obligations have been substantially performed pursuant to the terms of the arrangement, (iii) amounts are fixed or determinable, and (iv) the collectibility of amounts is reasonably assured.

In general, revenue arrangements provide for the payment of contractually determined fees in consideration for the grant of certain intellectual property rights for patented technologies owned or controlled by Acacia's operating subsidiaries. These rights typically include some combination of the following: (i) the grant of a non-exclusive, retroactive and future license to manufacture and/or sell products covered by patented technologies owned or controlled by Acacia's operating subsidiaries, (ii) a covenant-not-to-sue, (iii) the release of the licensee from certain claims, and (iv) the dismissal of any pending litigation. The intellectual property rights granted may be perpetual in nature, extending until the expiration of the related patents, or can be granted for a defined, relatively short period of time, with the licensee possessing the right to renew the agreement at the end of each contractual term for an additional minimum upfront payment. Pursuant to the terms of these agreements, Acacia's operating subsidiaries have no further obligation with respect to the grant of the non-exclusive retroactive and future licenses, covenants-not-to-sue, releases, and other deliverables, including no express or implied obligation on Acacia's operating subsidiaries' part to maintain or upgrade the technology, or provide future support or services. Generally, the agreements provide for the grant of the licenses, covenants-not-to-sue, releases, and other significant deliverables upon execution of the agreement, or upon receipt of the minimum upfront payment for term agreement renewals. As such, the earnings process is complete and revenue is recognized upon the execution of the agreement, when collectibility is reasonably assured, or upon receipt of the minimum upfront fee for term agreement renewals, and when all other revenue recognition criteria have been met.

For the periods presented herein, the majority of the revenue agreements executed by the Company provided for the payment of one-time, paid-up license fees in consideration for the grant of certain intellectual property rights for patented technology rights owned by our operating subsidiaries. These rights were primarily granted on a perpetual basis, extending until the expiration of the underlying patents.

Certain of the Company's revenue arrangements provide for future royalties or additional required payments based on future licensee activities. Additional royalties are recognized in revenue upon resolution of the related contingency provided that all revenue recognition criteria, as described above, have been met. Amounts of additional royalties due under these license agreements, if any, cannot be reasonably estimated by management.

Certain of the Company's revenue arrangements provide for the calculation of fees based on a licensee's actual quarterly sales or actual per unit activity, applied to a contractual royalty rate. Licensees that pay fees on a quarterly basis generally report actual quarterly sales or actual per unit activity information and related quarterly fees due within 30 days to 45 days after the end of the quarter in which such sales or activity takes place. The amount of fees due under these revenue arrangements each quarter cannot be reasonably estimated by management. Consequently, Acacia's operating subsidiaries recognize revenue from these revenue arrangements on a three-month lag basis, in the quarter following the quarter of sales or per unit activity, provided amounts are fixed or determinable and collectibility is reasonably assured. The lag method described above allows for the receipt of licensee royalty reports prior to the recognition of revenue.

Amounts related to revenue arrangements that do not meet the revenue recognition criteria described above are deferred until the revenue recognition criteria are met.

Acacia assesses the collectibility of fees receivable based on a number of factors, including past transaction history and credit-worthiness of licensees. If it is determined that collection is not reasonably assured, the fee is recognized when collectibility becomes reasonably assured, assuming all other revenue recognition criteria have been met, which is generally upon receipt of cash.

Cost of Revenues. Cost of revenues include the costs and expenses incurred in connection with Acacia's patent licensing and enforcement activities, including inventor royalties paid to original patent owners, contingent legal fees paid to external patent counsel, other patent-related legal expenses paid to external patent counsel, licensing and enforcement related research, consulting and other expenses paid to third-parties and the amortization of patent-related investment costs. These costs are included under the caption "Cost of revenues" in the accompanying consolidated statements of operations.

Inventor Royalties and Contingent Legal Expenses. Inventor royalties are expensed in the consolidated statements of operations in the period that the related revenues are recognized. In certain instances, pursuant to the terms of the underlying inventor agreements, upfront advances paid to patent owners by Acacia's operating subsidiaries are recoverable from future net revenues. Patent costs that are recoverable from future net revenues are amortized over the estimated economic useful life of the related patents, or as the prepaid royalties are earned by the inventor, as appropriate, and the related expense is included in amortization expense in the consolidated statements of operations. Any unamortized upfront advances recovered from net revenues are expensed in the period recovered, and included in amortization expense in the consolidated statements of operations. Refer to Note 11 for additional information.

Contingent legal fees are expensed in the consolidated statements of operations in the period that the related revenues are recognized. In instances where there are no recoveries from potential infringers, no contingent legal fees are paid; however, Acacia's operating subsidiaries may be liable for certain out of pocket legal costs incurred pursuant to the underlying legal services agreement.

Fair Value Measurements. U.S. generally accepted accounting principles define fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date, and also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The three-level hierarchy of valuation techniques established to measure fair value is defined as follows:

- Level 1 - Observable Inputs: Quoted prices in active markets for identical investments;
- Level 2 - Pricing Models with Significant Observable Inputs: Other significant observable inputs, including quoted prices for similar investments, interest rates, credit risk, etc.; and
- Level 3 - Unobservable Inputs: Significant unobservable inputs, including the entity's own assumptions in determining the fair value of investments.

Whenever possible, the Company is required to use observable market inputs (Level 1 - quoted market prices) when measuring fair value. Acacia has not elected the fair value option for recording non-financial assets and liabilities, and therefore no fair value measurements are performed on a recurring basis.

Cash and Cash Equivalents. Acacia considers all highly liquid, short-term investments with original maturities of three months or less when purchased to be cash equivalents. For the periods presented, Acacia's cash equivalents are comprised of investments in AAA rated money market funds that invest in first-tier only securities, which primarily includes: domestic commercial paper, securities issued or guaranteed by the U.S. government or its agencies, U.S. bank obligations, and fully collateralized repurchase agreements. Acacia's cash equivalents are measured at fair value using quoted prices that represent Level 1 inputs.

Investments in Marketable Securities. Investments in securities with original maturities of greater than three months and less than one year and other investments representing amounts that are available for current operations are classified as short-term investments, unless there are indications that such investments may not be readily sold in the short term. The fair values of these investments approximate their carrying values. As of December 31, 2015, the balance of short term investments was zero. At December 31, 2014, all of Acacia's investments were classified as available-for-sale, which are reported at fair value on a recurring basis using significant observable inputs (Level 1), with related unrealized gains and losses in the value of such securities recorded as a separate component of other comprehensive income (loss) in stockholders' equity until realized. Realized and unrealized gains and losses are recorded based on the specific identification method. Interest on all securities is included in interest and other investment income (loss).

Impairment of Marketable Securities. Acacia evaluates its investments in marketable securities for potential impairment, employing a systematic methodology on a quarterly basis that considers available quantitative and qualitative evidence. If the cost or carrying value of an investment exceeds its estimated fair value, the Company evaluates, among other factors, general market conditions, credit quality of instrument issuers, the duration and extent to which the fair value is less than cost, and the Company's intent and ability to hold, or plans or ability to sell. Fair value is estimated based on publicly available market information or other estimates determined by management. Investments are considered to be impaired when a decline in fair value is estimated to be other-than-temporary. Acacia reviews impairments associated with its investments in marketable securities and determines the classification of any impairment as temporary or other-than-temporary. An impairment is deemed other-than-temporary unless (a) Acacia has the ability and intent to hold an investment for a period of time sufficient for recovery of its carrying amount and (b) positive evidence indicating that the investment's carrying amount is recoverable within a reasonable period of time outweighs any evidence to the contrary. All available evidence, both positive and negative, is considered to determine whether, based on the weight of such evidence, the carrying amount of the investment is recoverable within a reasonable period of time. For investments classified as available-for-sale, unrealized losses that are other-than-temporary are recognized in the consolidated statements of operations.

Concentration of Credit Risks. Financial instruments that potentially subject Acacia to concentrations of credit risk are cash equivalents, investments and accounts receivable. Acacia places its cash equivalents and investments primarily in highly rated money market funds and investment grade marketable securities. Cash equivalents are also invested in deposits with certain financial institutions and may, at times, exceed federally insured limits. Acacia has not experienced any significant losses on its deposits of cash and cash equivalents.

Three licensees individually accounted for 24%, 20% and 16% respectively, of revenues recognized during the year ended December 31, 2015. Two licensees individually accounted for 22% and 22%, respectively, of revenues recognized during the year ended December 31, 2014. Two licensees individually accounted for 38% and 16%, respectively, of revenues recognized during the year ended December 31, 2013. Two licensees individually represented approximately 72% and 21% respectively, of accounts receivable at December 31, 2015. Three licensees individually represented approximately 30%, 17% and 15%, respectively, of accounts receivable at December 31, 2014. For 2015, 2014 and 2013, 49%, 43% and 24%, respectively, of revenues were attributable to licensees domiciled in foreign jurisdictions, based on the jurisdiction of the entity obligated to satisfy payment obligations pursuant to the applicable revenue arrangement. The Company does not have any material foreign operations.

Acacia performs credit evaluations of its licensees with significant receivable balances, if any, and has not experienced any significant credit losses. Accounts receivable are recorded at the executed contract amount and generally do not bear interest. Collateral is not required. An allowance for doubtful accounts may be established to reflect the Company's best estimate of probable losses inherent in the accounts receivable balance, and is reflected as a contra-asset account on the balance sheet and a charge to operating expenses in the statement of operations for the applicable period. The allowance is determined based on known troubled accounts, historical experience, and other currently available evidence. There was no allowance for doubtful accounts established for the periods presented.

Furniture and Equipment. Furniture and equipment are recorded at cost. Major additions and improvements that materially extend useful lives of furniture and equipment are capitalized. Maintenance and repairs are charged against the results of operations as incurred. When these assets are sold or otherwise disposed of, the asset and related depreciation are relieved, and any gain or loss is included in the consolidated statements of operations for the period of sale or disposal. Depreciation and amortization is computed on a straight-line basis over the following estimated useful lives of the assets:

Furniture and fixtures	3 to 5 years
Computer hardware and software	3 to 5 years
Leasehold improvements	2 to 5 years (Lesser of lease term or useful life of improvement)

Rental payments on operating leases are charged to expense in the consolidated statements of operations on a straight-line basis over the lease term.

Patents. Patents include the cost of patents or patent rights (hereinafter, collectively "patents") acquired from third-parties or obtained in connection with business combinations. Patent costs are amortized utilizing the straight-line method over their remaining economic useful lives, ranging from one to ten years. Certain patent application and prosecution costs incurred to secure additional patent claims, that based on management's estimates are deemed to be recoverable, are capitalized and amortized over the remaining estimated economic useful life of the related patent portfolio.

Goodwill. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (December 31) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Acacia considers its market capitalization and the carrying value of its assets and liabilities, including goodwill, when performing its goodwill impairment test. When conducting its annual goodwill impairment assessment, the Company initially performs a qualitative evaluation of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, the Company then applies a two-step impairment test. The two-step impairment test first compares the fair value of the Company's reporting unit to its carrying or book value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of the reporting unit exceeds its fair value, the Company determines the implied fair value of the reporting unit's goodwill and if the carrying value of the reporting unit's goodwill exceeds its implied fair value, then an impairment loss equal to the difference is recorded in the consolidated statement of operations. Refer to Note 7 for additional information.

Impairment of Long-lived Assets. Acacia reviews long-lived assets and intangible assets for potential impairment annually (quarterly for patents) and when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. In the event the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss is recorded equal to the excess of the asset's carrying value over its fair value. If an asset is determined to be impaired, the loss is measured based on quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including a discounted value of estimated future cash flows. Refer to Note 7 for additional information.

Fair value is generally estimated using the "Income Approach," focusing on the estimated future net income-producing capability of the patent portfolios over the estimated remaining economic useful life. Estimates of future after-tax cash flows are converted to present value through "discounting," including an estimated rate of return that accounts for both the time value of money and investment risk factors. Estimated cash inflows are typically based on estimates of reasonable royalty rates for the applicable technology, applied to estimated market share data. Estimated cash outflows are based on existing contractual obligations, such as contingent legal fee and inventor royalty obligations, applied to estimated license fee revenues, in addition to other estimates of out-of-pocket expenses associated with a specific patent portfolio's licensing and enforcement program. The analysis also contemplates consideration of current information about the patent portfolio including, status and stage of litigation, periodic results of the litigation process, strength of the patent portfolio, technology coverage and other pertinent information that could impact future net cash flows.

Fair Value of Financial Instruments. The carrying value of cash and cash equivalents, investments, accounts receivables, and accounts payable approximates their fair values due to their short-term maturities.

Contingent Liabilities. The Company, from time to time, is involved in certain legal proceedings. Based upon consultation with outside counsel handling its defense in these matters and the Company's analysis of potential outcomes, if the Company determines that a loss arising from such matters is probable and can be reasonably estimated, an estimate of the contingent liability is recorded in its consolidated financial statements. If only a range of estimated loss can be determined, an amount within the range that, based on estimates, assumptions and judgments, reflects the most likely outcome, is recorded as a contingent liability in the consolidated financial statements. In situations where none of the estimates within the estimated range is a better estimate of probable loss than any other amount, the Company records the low end of the range. Any such accrual would be charged to expense in the appropriate period. Litigation expenses for these types of contingencies are recognized in the period in which the litigation services were provided.

Stock-Based Compensation. The compensation cost for all stock-based awards is measured at the grant date, based on the fair value of the award, and is recognized as an expense on a straight-line basis over the employee's requisite service period (generally the vesting period of the equity award) which is generally two to four years. The fair value of restricted stock and restricted stock unit awards is determined by the product of the number of shares or units granted and the grant date market price of the underlying common stock. The fair value of each option award is estimated on the date of grant using a Black-Scholes option valuation model. Stock-based compensation expense is recorded only for those awards expected to vest using an estimated forfeiture rate. Refer to Note 10 to these notes to consolidated financial statements for information on stock-based awards granted for the periods presented.

Income Taxes. Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in Acacia's consolidated financial statements or consolidated income tax returns. A valuation allowance is established to reduce deferred tax assets if all, or some portion, of such assets will more than likely not be realized, or if it is determined that there is uncertainty regarding future realizability of such assets.

Under U.S. generally accepted accounting principles, a tax position is a position in a previously filed tax return or a position expected to be taken in a future tax filing that is reflected in measuring current or deferred income tax assets and liabilities. Tax positions are recognized only when it is more likely than not (likelihood of greater than 50%), based on technical merits, that the position will be sustained upon examination. Tax positions that meet the more likely than not threshold are measured using a probability weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement.

If a deduction reported on a tax return for an equity-based incentive award exceeds the cumulative compensation cost for those instruments recognized for financial reporting purposes, any resulting realized tax benefit that exceeds the previously calculated deferred tax asset for those instruments is considered an excess tax benefit, and is recognized as additional paid-in capital. If the tax deduction is less than the cumulative book compensation cost, the tax effect of the resulting difference is charged first to APIC, to the extent of the available pool of windfall tax benefits, with any remainder recognized in income tax expense.

Segment Reporting. Acacia uses the management approach, which designates the internal organization that is used by management for making operating decisions and assessing performance as the basis of Acacia's reportable segments. Acacia's patent licensing and enforcement business constitutes its single reportable segment.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Acacia believes that, of the significant accounting policies described herein, the accounting policies associated with revenue recognition, stock-based compensation expense, impairment of marketable securities and intangible assets, the determination of the economic useful life of amortizable intangible assets, income taxes and valuation allowances against net deferred tax assets and the application of the acquisition method of accounting for business combinations, require its most difficult, subjective or complex judgments.

Income (Loss) Per Share. The Company computes net income (loss) attributable to common stockholders using the two-class method required for capital structures that include participating securities. Under the two-class method, securities that participate in non-forfeitable dividends, such as the Company's outstanding unvested restricted stock, are considered "participating securities."

In applying the two-class method, (i) basic net income (loss) per share is computed by dividing net income (loss) (less any dividends paid on participating securities) by the weighted average number of shares of common stock and participating securities outstanding for the period and (ii) diluted earnings per share may include the additional effect of other securities, if dilutive, in which case the dilutive effect of such securities is calculated by applying the two-class method and the treasury stock method to the assumed exercise or vesting of potentially dilutive common shares. The method yielding the more dilutive result is ultimately reported for the applicable period. Potentially dilutive common stock equivalents primarily consist of employee stock options, and restricted stock units for calculations utilizing the two-class method, and also include unvested restricted stock, when utilizing the treasury method.

The following table presents the weighted-average number of common shares outstanding used in the calculation of basic and diluted income per share:

	2015	2014	2013
Numerator (in thousands):			
Basic and Diluted			
Net loss	$ (160,036)	$ (66,029)	$ (56,434)
Total dividends declared / paid	(25,434)	(25,039)	(18,633)
Dividends attributable to common stockholders	24,740	24,313	18,122
Net loss attributable to common stockholders – basic and diluted	$ (160,730)	$ (66,755)	$ (56,945)
Weighted-average shares used in computing net loss per share attributable to common stockholders – basic and diluted	49,505,817	48,658,088	48,155,832
Basic and diluted net loss per common share	$ (3.25)	$ (1.37)	$ (1.18)
Anti-dilutive equity-based incentive awards excluded from the computation of diluted loss per share	71,468	27,760	27,760

Treasury Stock. Repurchases of the Company's outstanding common stock are accounted for using the cost method. The applicable par value is deducted from the appropriate capital stock account on the formal or constructive retirement of treasury stock. Any excess of the cost of treasury stock over its par value is charged to additional paid-in capital, and reflected as Treasury Stock on the consolidated balance sheets.

Recent Accounting Pronouncements - Not Yet Adopted. In June 2014, the Financial Accounting Standards Board (the "FASB") issued a new accounting standard which requires that a performance target that affects vesting and could be achieved after the requisite service period shall be treated as a performance condition. Adoption of this standard is required for annual periods beginning after December 15, 2015. Early adoption is permitted. The Company is currently evaluating the impact the pronouncement will have on its consolidated financial statements and related disclosures.

In May 2014, the FASB issued a new accounting standards update addressing revenue from contracts with customers, which clarifies existing accounting literature relating to how and when a company recognizes revenue. Under the standard, a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. The amendments for this standard update are effective for interim and annual reporting periods beginning after December 15, 2016, and are to be applied retrospectively or the cumulative effect as of the date of adoption, with early application not permitted. The Company is currently evaluating the impact and method of adoption the pronouncement will have on its consolidated financial statements and related disclosures.

In August 2014, the FASB issued a new accounting standard which requires management to assess an entity's ability to continue as a going concern every reporting period including interim periods, and to provide related footnote disclosure in certain circumstances. Adoption of this standard is required for annual periods beginning after December 15, 2016 and are to be applied retrospectively or the cumulative effect as of the date of adoption. Early adoption is permitted. The Company is currently evaluating the impact the pronouncement will have on its consolidated financial statements and related disclosures.

In September 2015, the FASB issued an accounting standard update to simplify the accounting for measurement-period adjustments in a business combination by requiring the acquirer to recognize adjustments to provisional amounts identified during the measurement period in the reporting period in which the adjustments are determined. The acquirer is also required to record in the reporting period in which the adjustments are determined the effect on earnings of changes in depreciation, amortization, and other items resulting from the change to the provisional amounts. The new guidance is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. Management is currently evaluating the effect that implementation of this update will have on its consolidated financial position and results of operations upon adoption.

In November 2015, the FASB issued an accounting standard update to simplify the presentation of deferred income taxes by requiring that deferred tax liabilities and assets be classified as noncurrent on the balance sheet. This update is effective for annual reporting periods beginning after December 31, 2016, including interim periods within those annual periods, and early adoption is permitted. Management is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

In February 2016, the FASB issued an accounting standard update which requires lessees to recognize most leases on the balance sheet. This is expected to increase both reported assets and liabilities. The new lease standard does not substantially change lessor accounting. For public companies, the standard will be effective for the first interim reporting period within annual periods beginning after December 15, 2018, although early adoption is permitted. Lessees and lessors will be required to apply the new standard at the beginning of the earliest period presented in the financial statements in which they first apply the new guidance, using a modified retrospective transition method. The requirements of this standard include a significant increase in required disclosures. Management is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

Recently Adopted Accounting Pronouncements - Adopted Effective January 1, 2014. In July 2013, the FASB issued a new accounting standard addressing when unrecognized tax benefits should be presented as reductions to deferred tax assets for net operating loss carryforwards in the financial statements. This standard was adopted effective January 1, 2014. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

In March 2013, the FASB issued a new accounting standard addressing the accounting for the cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. This standard was adopted effective January 1, 2014. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

3. SHORT-TERM INVESTMENTS

Short-term marketable securities for the periods presented were comprised of the following (in thousands):

	December 31, 2014			
Security Type	**Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. government fixed income securities	$ 58,819	$ 2	$ (263)	$ 58,558
Total short-term investments	$ 58,819	$ 2	$ (263)	$ 58,558

Short-term investments at December 31, 2014 were comprised of investments in highly liquid, AAA, U.S. government fixed income securities with maturity dates in 2015. Short-term marketable securities in unrealized loss positions at December 31, 2014 were in continuous unrealized loss positions for less than one year. There were no short-term investments at December 31, 2015.

U.S. government fixed income securities. The gross unrealized loss can be primarily attributed to a combination of market conditions as well as the demand for and duration of the U.S. government fixed income securities. The Company has the ability to hold these securities until maturity, currently has no intent to sell, there is no requirement to sell and the Company believes that it can recover the amortized cost of these investments. The Company has found no evidence of impairment due to credit losses in its portfolio. Therefore, these unrealized losses were recorded in other comprehensive income (loss). However, the Company cannot provide any assurance that its portfolio of short-term marketable securities will not be impacted by adverse conditions in the financial markets, which may require the Company in the future to record an impairment charge for credit losses which could adversely impact its financial results.

For the year ended December 31, 2015, proceeds from the sale of short-term marketable securities classified as available-for-sale were $82,115,000 and gross realized losses were $617,000. Gross realized losses are recorded in the statements of operations in other income (expense). For the year ended December 31, 2014, proceeds from the sale of short-term marketable securities classified as available-for-sale were $182,115,000 and gross realized losses were $2,188,000. For the year ended December 31, 2013, proceeds from the sale of short-term marketable securities classified as available-for-sale were $239,370,000, gross realized gains were $1,174,000 and gross realized losses were $981,000.

4. FURNITURE AND EQUIPMENT

Furniture and equipment consists of the following at December 31, 2015 and 2014 (in thousands):

	2015	2014
Furniture and fixtures	$ 739	$ 761
Computer hardware and software	649	650
Leasehold improvements	145	144
	1,533	1,555
Less: accumulated depreciation and amortization	(1,261)	(1,055)
	$ 272	$ 500

Depreciation expense was $222,000, $304,000 and $236,000 for the years ended December 31, 2015, 2014 and 2013, respectively. In 2015 and 2014, the Company retired $30,000 and $330,000, respectively, of items held in furniture and equipment and recorded a $14,000 and $71,000, respectively, loss on disposal.

5. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following at December 31, 2015 and 2014 (in thousands):

	2015	2014
Payroll and other employee benefits	$ 576	$ 1,481
Accrued vacation	701	806
Accrued legal expenses - patent	10,135	8,410
Accrued attorney's fees	—	1,548
Foreign taxes payable [(1)]	3,960	—
Accrued consulting and other professional fees	1,592	1,530
Other accrued liabilities	383	1,085
	$ 17,347	$ 14,860

[(1)] - Included in "Accounts Payable and Accrued Expenses/Patent Costs" line item on the consolidated statement of cash flows included elsewhere herein.

6. PATENTS

Acacia's only identifiable intangible assets are patents and patent rights, with estimated remaining economic useful lives ranging from one to eight years. For all periods presented, all of Acacia's identifiable intangible assets were subject to amortization. The gross carrying amounts and accumulated amortization related to investments in intangible assets as of December 31, 2015 and 2014 are as follows (in thousands):

	2015	2014
Gross carrying amount - patents	$ 444,137	$ 453,201
Accumulated amortization - patents(1)	(281,495)	(166,565)
Patents, net	$ 162,642	$ 286,636

(1) Includes patent impairment charges for the applicable periods.

The weighted-average remaining estimated economic useful life of Acacia's patents and patent rights is 5 years. Scheduled annual aggregate amortization expense is estimated to be $43,218,000 in 2016, $40,577,000 in 2017, $35,777,000 in 2018, $19,410,000 in 2019, $6,787,000 in 2020 and $16,873,000 thereafter.

For the years ended December 31, 2015, 2014 and 2013, Acacia paid patent investment costs totaling $19,504,000, $42,746,000 and $25,061,000, respectively. The patents have initial estimated economic useful lives ranging from two to ten years. Included in net additions to capitalized patent costs during the years ended December 31, 2015 and 2014 are accrued patent investment costs totaling $1,000,000 and $16,700,000, respectively, which are amortized over the estimated economic useful life of the related patents.

During the periods presented, certain operating subsidiaries recovered up-front patent portfolio advances from applicable net licensing proceeds prior to the scheduled amortization of such up-front patent portfolio advances, resulting in the acceleration of amortization expense for the applicable patent-related assets. For the years ended December 31, 2014 and 2013, accelerated amortization expense related to the recovery of up-front patent portfolio advances totaled $1,247,000 and $592,000, respectively.

For the years ended December 31, 2015, 2014 and 2013, pursuant to the terms of the respective inventor agreements, certain Acacia operating subsidiaries elected to terminate or sell their rights to patent portfolios, resulting in the acceleration of amortization expense for the patent-related assets totaling $380,000, $2,702,000 and $1,747,000, respectively.

Acacia recorded impairment of patent-related intangible asset charges totaling $74,731,000, $3,497,000 and $4,619,000 for the years ended December 31, 2015, 2014 and 2013, respectively. The impairment charges related to impairments of patent portfolios due to a reduction in expected estimated future net cash flows and certain patent portfolios that management determined it would no longer allocate future resources to in connection with the licensing and enforcement of such portfolios, due primarily to potential prior art related complexities and/or the overall determination that future resources would be allocated to other licensing and enforcement programs with higher potential return profiles. The impairment charges consisted of the excess of the asset's carrying value over its estimated fair value. Refer to Note 7 for additional information regarding impairment charges for the year ended December 31, 2015.

For the years ended December 31, 2015, 2014 and 2013, capitalized patent costs, accumulated amortization, and sales proceeds related to patent-related sales and disposals are as follows (in thousands):

	2015	2014	2013
Capitalized patent costs	$ 500	$ 3,000	$ 3,500
Accumulated amortization	120	298	1,753
Sales proceeds	750	3,500	1,000

7. GOODWILL AND PATENT IMPAIRMENT CHARGES

Pursuant to applicable accounting standards, if goodwill and another asset group of a reporting unit are tested for impairment at the same time, the other asset group, the Company's patent portfolios, are to be tested for impairment before goodwill.

Patent Portfolio Impairment Testing - December 31, 2015. Acacia performed an impairment analysis for its patent assets as of December 31, 2015, utilizing the assistance of a third-party valuation specialist, resulting in $74.7 million of patent portfolio impairment charges, for the following reasons:

- In December 2015, Acacia announced that its subsidiary Adaptix, Inc. received a jury verdict in its case against Alcatel Lucent USA, Inc., and others. The jury returned a verdict that the asserted claims of the patent at issue were invalid and non-infringed. The Adaptix trial loss resulted in a reduction in estimated cash flows for the Adaptix portfolio expected to be realized from future licensing and enforcement activities, leading to impairment charges on the portfolio in the fourth quarter of 2015.

- Management considered the impact of the fourth quarter 2015 adverse trial outcomes on its estimates of future cash flows that could be realized from future licensing and enforcement activities for other patent portfolios. Estimates of future cash flows for these portfolios were reduced in part in connection with the Company's assessment of probabilities of realization given the recent adverse trial outcomes.

- Patent impairment charges include the carrying value of other patent portfolios for which, in the fourth quarter of 2015, the Company experienced adverse litigation or trial outcomes, leading to a reduction in or elimination of expected future cash flows. In addition, headcount reductions and internal staff optimization efforts led to changes with respect to which patent portfolios the Company intends to allocate licensing and enforcement resources to in future periods. As such, certain portfolio programs were selected for termination due to a decision to no longer pursue or allocate resources, resulting in a write-off any remaining carrying value in the fourth quarter of 2015.

Goodwill Impairment Testing - December 31, 2015. At December 31, 2015, prior to the completion of the annual goodwill impairment test, the goodwill balance totaled $30.1 million. Goodwill is tested for impairment at the Company's single reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Factors considered important, which could trigger an impairment review, include the following:

- significant consistent gradual decline in the Company's stock price for a sustained period;
- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of assets or the strategy for the Company's overall business;
- significant negative industry or economic trends; and
- significant adverse changes in legal factors or in the business climate, including adverse regulatory actions or assessments.

In connection with Acacia's annual goodwill impairment testing for 2015, the Company identified several qualitative factors triggering an impairment test at December 31, 2015, as follows:

- *Adverse legal outcomes and changes in legal factors.* In December 2015, Acacia announced that its subsidiary Adaptix, Inc. received a jury verdict in its case against Alcatel Lucent USA, et al., deciding that the claims of the applicable patents in suit were invalid and non-infringed. This adverse legal outcome and others in the fourth quarter of 2015 resulted in changes in estimates of realization related to litigation outcomes in future periods for certain patent portfolios.

- *Significant consistent gradual decline in the Company's stock price:* Historically, the Company's stock price has been volatile, and the volatility continued during fiscal 2015, declining from $16.72 as of January 2, 2015, to $4.29 as of December 31, 2015, a 74% decline. In addition, subsequent to December 31, 2015, the Company's stock price volatility has continued, trending downward to $3.16 as of February 29, 2016. In the fourth quarter of 2015, given the continued decline in stock price up through December 31, 2015, and the impact of the December 2015 adverse trial outcomes noted above, the gradual consistent decline in the Company's stock price was deemed to be sustained, and hence indicative of a reduction in the estimated fair value of the Company, as reflected in its lower overall market capitalization.

- *Changes in Company Management and Resource Allocations.* In connection with certain resource allocation changes within the organization given a change in management in the fourth quarter of 2015, headcount reductions and internal staff optimization efforts occurred, which led to changes with respect to estimates of which patent portfolios the Company intends to continue to allocate licensing and enforcement resources to in future periods. As such, certain patent portfolio programs were selected for termination due to a decision to no longer allocate resources. In addition, changes in estimates regarding the best and highest use of certain patent portfolios were made, resulting in reductions in estimated future cash flows.

At December 31, 2015, the Company utilized the following methods and assumptions in its annual goodwill impairment testing, which was prepared with the assistance of a third-party valuation specialist:

- At December 31, 2015, the initial qualitative assessment included consideration of the factors described above, resulting in a conclusion that as of December 31, 2015, the consistent gradual decline in the Company's stock price was sustained. The Company also considered the impact of the December 2015 adverse trial outcomes on the Company's stock price and related estimates of fair value for remaining portfolio opportunities. Based on the Company's assessment of these factors, the Company determined that it was more likely than not that goodwill was impaired, constituting a triggering event requiring a goodwill impairment test as of December 31, 2015.

- The Company conducted the first step of the goodwill impairment test for its single reporting unit as of December 31, 2015. The Company utilized the market capitalization plus cost synergies approach to estimate the fair value of the Company. The estimated market capitalization was determined by multiplying the Company's stock price and the common shares outstanding as of December 31, 2015. Management also considered a control premium in its estimate of fair value for the Company's single reporting unit. The cost synergies were estimated based on the cost savings which could be achieved if the Company was acquired by a competitor in the same operating business.

- Based on the analysis utilizing the market capitalization plus cost synergies approach, the estimated fair value of the reporting unit of $252 million was below its carrying value of $344.3 million as of December 31, 2015, and therefore, goodwill was determined to be more likely than not, impaired.

- The purpose of step 2 of the analysis was to determine the estimated fair value of the assets and liabilities of the Company's reporting unit, in order to determine the implied fair value of goodwill for the reporting unit. The excess, if any, of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. Based upon the analysis performed, the fair value of the Company's single reporting unit did not exceed the amounts assigned to its reporting unit assets and liabilities, resulting in a difference between the implied fair value of goodwill of zero and the historical carrying value of goodwill. As a result, the Company recognized a goodwill impairment charge totaling $30.1 million in the fourth quarter of 2015.

8. STOCKHOLDERS' EQUITY

Repurchases of Common Stock. On November 15, 2013, Acacia's Board of Directors authorized a program for repurchases of shares of Acacia's outstanding common stock. Under the stock repurchase program, effective November 15, 2013, Acacia was authorized to purchase in the aggregate up to $70,000,000 of its of its outstanding common stock through the period ending May 14, 2014.

Repurchases were made from time to time by Acacia in the open market or in block purchases in compliance with applicable Securities and Exchange Commission rules. Repurchases to date were made using existing cash resources and occurred in the open market. The authorization to repurchase shares presented an opportunity to reduce the outstanding share count and enhance stockholder value. The following is the monthly stock repurchases for the periods presented, all of which were purchased as part of publicly announced plans or programs:

	Total Number of Shares Purchased	Average Price paid per Share	Approximate Dollar Value of Shares that May Yet be Purchased under the Program	Plan Expiration
December 4, 2013 - December 11, 2013	600,000	$ 13.18	$ —	May 14, 2014
Totals for 2013	600,000			

Cash Dividends. On April 23, 2013, Acacia announced that its Board of Directors approved the adoption of a cash dividend policy that calls for the payment of an expected total annual cash dividend of $0.50 per common share, payable in the amount of $0.125 per share per quarter. Under the policy, the Company paid four quarterly cash dividends totaling $25,434,000 and $25,039,000 in 2015 and 2014 and three quarterly cash dividends totaling $18,633,000 in 2013.

On February 25, 2016, Acacia announced that its Board of Directors terminated the company's dividend policy effective February 23, 2016. The Board of Directors terminated the dividend policy due to a number of factors, including the Company's financial performance and its available cash resources, the Company's cash requirements and alternative uses of capital that the Board of Directors concluded would represent an opportunity to generate a greater return on investment for the Company and its stockholders.

9. INCOME TAXES

Acacia's provision for income taxes for the fiscal periods presented consisted of the following (in thousands):

	2015	2014	2013
Current:			
Federal	$ —	$ —	$ —
State taxes	379	289	113
Foreign taxes	4,421	5,359	4,405
Total current	4,800	5,648	4,518
Deferred:			
Federal	—	(1,867)	(26,151)
State taxes	—	131	(325)
Total deferred	—	(1,736)	(26,476)
Provision for (benefit from) income taxes	$ 4,800	$ 3,912	$ (21,958)

The tax effects of temporary differences and carryforwards that give rise to significant portions of deferred tax assets and liabilities consist of the following at December 31, 2015 and 2014 (in thousands):

	2015	2014
Deferred tax assets:		
Net operating loss and capital loss carryforwards and credits	$ 71,494	$ 59,427
Stock compensation	1,385	1,800
Fixed assets and intangibles	1,359	—
Basis of investments in affiliates	499	1,437
Accrued liabilities and other	442	409
Unrealized loss on short-term investments	—	92
State taxes	81	26
Total deferred tax assets	75,260	63,191
Valuation allowance	(75,179)	(35,927)
Total deferred tax assets, net of valuation allowance	81	27,264
Deferred tax liabilities:		
Fixed assets and intangibles	—	(27,157)
Other	(81)	(107)
Total deferred tax liabilities	(81)	(27,264)
Net deferred tax assets (liabilities)	$ —	$ —

A reconciliation of the federal statutory income tax rate and the effective income tax rate is as follows:

	2015	2014	2013
Statutory federal tax rate - (benefit) expense	(35)%	(35)%	(35)%
State income and foreign taxes, net of federal tax effect	3 %	9 %	5 %
Foreign tax credit	(3)%	(8)%	(6)%
Noncontrolling interests in operating subsidiaries	(1)%	— %	1 %
Goodwill	7 %	— %	— %
Nondeductible permanent items	— %	1 %	2 %
Expired capital loss carryforwards	1 %	— %	2 %
Valuation allowance	31 %	39 %	4 %
	3 %	6 %	(27)%

For the fiscal years ended December 31, 2015 and 2014, the Company recorded full valuation allowances against its net deferred tax assets due to uncertainty regarding future realizability pursuant to guidance set forth in ASC 740, "Income Taxes." In future periods, if the Company determines it will more likely than not be able to realize certain of these amounts, the applicable portion of the benefit from the release of the valuation allowance will generally be recognized in the statement of operations in the period the determination is made.

At December 31, 2015, Acacia had U.S. federal and state income tax net operating loss carryforwards ("NOLs") totaling approximately $160,840,000 and $55,215,000, expiring between 2025 and 2035, and 2016 and 2035, respectively, for which $0 and $441,000 of federal and state net operating losses are included as a deferred tax asset related to the tax benefits of stock option deductions and which will be credited to additional paid-in capital when realized as a reduction of taxes payable on Acacia's tax return. In addition, $1,928,000 and $37,771,000 of federal and state net operating losses are not included as a deferred tax asset and will be credited to additional paid-in capital when realized as a reduction of taxes payable on Acacia's tax return as they relate to unrecognized excess tax benefits (see additional information regarding the ordering of windfall tax benefits and use of the "with-and-without" approach below). Capital loss carryovers totaled $3,423,000 at December 31, 2015, expiring between 2017 and 2020.

At December 31, 2015, approximately $29,318,000 of the U.S. federal NOLs, acquired in connection with the acquisition of ADAPTIX, Inc. in 2012, are subject to an annual utilization limitation of approximately $14,100,000, pursuant to the "change in ownership" provisions under Section 382 of the Internal Revenue Code of 1986, as amended (the "Code").

As of December 31, 2015, Acacia had approximately $34,298,000 of foreign tax credits, expiring between 2016 and 2025, of which $20,313,000 has been utilized for financial statement purposes. Future realization of the credits as a reduction of taxes payable on Acacia's tax return will result in an income tax benefit recognizable through additional paid in capital since the entire amount of the credits have been utilized for financial statement purposes under the "with-and-without approach." In general, foreign taxes withheld may be claimed as a deduction on future U.S. corporate income tax returns, or as a credit against future U.S. income tax liabilities, subject to certain limitations.

Tax expense for the periods presented, primarily reflects foreign taxes withheld on revenue agreements with licensees in foreign jurisdictions, a benefit totaling $1,735,000 from the reversal of the net deferred tax liability that existed at the beginning of the year (2014 only) and other state taxes. Excluding the impact of the change in valuation allowance, annual effective tax rates were (28)%, (33)%, and (31%) for fiscal years 2015, 2014, and 2013, respectively. In 2013, the rate at which the Company recorded the tax benefit associated with the pre-tax loss for the period was reduced from the statutory rate primarily due to certain nondeductible permanent items and expired capital loss carryforwards. The Company recorded a valuation allowance on foreign tax credits generated in fiscal year 2013 totaling $4,605,000, and therefore, did not recognize the related tax benefit for these tax assets in fiscal year 2013.

The Company has elected to utilize the "with-and-without approach" regarding ordering of windfall tax benefits to determine whether the windfall tax benefit has reduced taxes payable. Under this approach, the windfall tax benefits would be recognized in additional paid in capital only if an incremental tax benefit is realized after considering all other tax benefits presently available to the Company. The deductions related to the exercise and vesting of equity-based incentive awards during the periods presented are, in general, available to offset taxable income on Acacia's consolidated tax returns. Accordingly, the excess tax benefit related to the exercise and vesting of equity-based incentive awards for the periods presented was credited to additional paid-in capital, not taxes payable. For the year ended December 31, 2013, the Company incurred approximately $1,398,000 of net short falls from the exercise and vesting of equity-based incentive awards, of which $1,398,000 was recorded against its additional paid-in capital pool with no impact to the income statement. For the years ended December 31, 2015 and 2014, the Company incurred approximately $1,917,000 and $2,713,000, respectively, of net short falls from the exercise and vesting of equity-based incentive awards, of which $1,917,000 and $2,713,000, respectively, was recorded against its additional paid-in capital, subject to a full valuation allowance, with no impact to the income statement.

Acacia is subject to taxation in the U.S. and in various state jurisdictions and incurs foreign tax withholdings on revenue agreements with licensees in certain foreign jurisdictions. With no material exceptions, Acacia is no longer subject to U.S. federal or state examinations by tax authorities for years before 2000. The California Franchise Tax Board is auditing the 2011 and 2012 California combined income tax returns. The audit is in process and no findings or adjustments have been proposed.

At December 31, 2015, the Company had total unrecognized tax benefits of approximately $2,127,000, including a recorded noncurrent liability of $85,000, related to unrecognized tax benefits primarily associated with state taxes. No interest and penalties have been recorded for the unrecognized tax benefits as of December 31, 2015. If recognized, approximately $2,127,000, net of valuation analysis, would impact the Company's effective tax rate. The Company does not expect that the liability for unrecognized tax benefits will change significantly within the next 12 months.

Acacia recognizes interest and penalties with respect to unrecognized tax benefits in income tax expense. Acacia has identified no uncertain tax position for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within 12 months.

10. STOCK-BASED INCENTIVE PLANS

The 2007 Acacia Technologies Stock Incentive Plan ("2007 Plan") and the 2013 Acacia Research Corporation Stock Incentive Plan ("2013 Plan") (collectively, the "Plans") were approved by the stockholders of Acacia in May 2007 and May 2013, respectively. All Plans allow grants of stock options, stock awards and performance shares with respect to Acacia common stock to eligible individuals, which generally includes directors, officers, employees and consultants. Except as noted below, the terms and provisions of the Plans are identical in all material respects.

Acacia's compensation committee administers the discretionary option grant and stock issuance programs. The compensation committee determines which eligible individuals are to receive option grants or stock issuances under those programs, the time or times when the grants or issuances are to be made, the number of shares subject to each grant or issuance, the status of any granted option as either an incentive stock option or a non-statutory stock option under the federal tax laws, the vesting schedule to be in effect for the option grant or stock issuance and the maximum term for which any granted option is to remain outstanding. The exercise price of options is generally equal to the fair market value of Acacia's common stock on the date of grant. Options generally begin to be exercisable six months to one year after grant and generally expire ten years after grant. Stock options generally vest over two to three years and restricted shares generally vest in full after two to three years (generally representing the requisite service period). The Plans terminate no later than the tenth anniversary of the approval of the incentive plans by Acacia's stockholders.

The Plans provide for the following separate programs:

- *Discretionary Option Grant Program*. Under the discretionary option grant program, Acacia's compensation committee may grant (1) non-statutory options to purchase shares of common stock to eligible individuals in the employ or service of Acacia or its subsidiaries (including employees, non-employee board members and consultants) at an exercise price not less than 85% of the fair market value of those shares on the grant date, and (2) incentive stock options to purchase shares of common stock to eligible employees at an exercise price not less than 100% of the fair market value of those shares on the grant date (not less than 110% of fair market value if such employee actually or constructively owns more than 10% of Acacia's voting stock or the voting stock of any of its subsidiaries).

- *Stock Issuance Program*. Under the stock issuance program, eligible individuals may be issued shares of common stock directly, upon the attainment of performance milestones or the completion of a specified period of service or as a bonus for past services. Under this program, the purchase price for the shares shall not be less than 100% of the fair market value of the shares on the date of issuance, and payment may be in the form of cash or past services rendered. The eligible individuals shall have full stockholder rights with respect to any shares of Common Stock issued to them under the Stock Issuance Program, whether or not their interest in those shares is vested. Accordingly, the eligible individuals shall have the right to vote such shares and to receive any regular cash dividends paid on such shares.

- *Automatic Option Grant Program (2013Plan only)*. Each non-employee director will receive restricted stock units for the number of shares determined by dividing the annual retainer by the closing price of Acacia's common stock on the grant date, provided that such individual has served as a non-employee director for at least 6 months. In addition, each new non-employee director will receive restricted stock units for the number of shares determined by dividing the annual board of directors retainer by the closing price of Acacia's common stock on the commencement date. Restricted stock units vest in a series of twelve quarterly installments over the three year period following the grant date, subject to immediate acceleration upon a change in control. Acacia will deliver shares corresponding to the vested restricted stock units within thirty (30) days after the first to occur of the following events: (i) the fifth (5th) anniversary of the grant date; or (ii) termination of the non-employee director's service as a member of the Company's Board of Directors. The non-employee directors do not have any rights, benefits or entitlements with respect to any shares unless and until the shares have been delivered.

The initial share reserve under the 2007 Plan was 560,000 shares. The number of shares of common stock available for issuance under the 2007 Plan automatically increased on January 1, 2008 and 2009, by an amount equal to two percent (2%) of the total number of shares of common stock outstanding on the last trading day of December in the prior calendar year. After January 1, 2009, no new additional shares will be added to the 2007 Plan without stockholder approval (except for shares subject to outstanding awards that are forfeited or otherwise returned to the 2007 Plan). At December 31, 2015, there were no shares available for grant under the 2007 Plan.

The number of shares of Common Stock initially reserved for issuance under the 2013 Plan was 4,750,000 shares. No new additional shares will be added to the 2013 Plan without security holder approval (except for shares subject to outstanding awards that are forfeited or otherwise returned to the 2013 Plan). The stock issuable under the 2013 Plan shall be shares of authorized but unissued or reacquired Common Stock, including shares repurchased by the Company on the open market. At December 31, 2015, there were 2,778,000 shares available for grant under the 2013 Plan.

Upon the exercise of stock options, the granting of restricted stock, or the delivery of shares pursuant to vested restricted stock units, it is Acacia's policy to issue new shares of common stock. Acacia's board of directors may amend or modify the Plans at any time, subject to any required stockholder approval.

The following table summarizes stock option activity for the Plans for the year ended December 31, 2015:

		Weighted-Average		
	Options	**Exercise Price**	**Remaining Contractual Term**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2014	150,000	$ 7.59		
Exercised	(135,000)	$ 6.95		
Outstanding at December 31, 2015	15,000	$ 13.38	1 year	$ —
Vested	15,000	$ 13.38	1 year	$ —
Exercisable at December 31, 2015	15,000	$ 13.38	1 year	$ —

The aggregate intrinsic value of options exercised during the years ended December 31, 2015, 2014 and 2013 was $751,000, $518,000, and $2,024,000, respectively. No options vested during the years ended December 31, 2015, 2014 and 2013.

The following table summarizes nonvested restricted share activity for the year ended December 31, 2015:

	Nonvested Restricted Shares	Weighted Average Grant Date Fair Value
Nonvested restricted stock at December 31, 2014	1,018,000	$ 18.71
Granted	894,000	$ 12.83
Vested	(615,000)	$ 18.69
Canceled	(468,000)	$ 15.13
Nonvested restricted stock at December 31, 2015	829,000	$ 14.41

The weighted-average grant date fair value of nonvested restricted stock granted during the years ended December 31, 2015, 2014 and 2013 was $12.83, $14.41, and $24.31, respectively. The aggregate fair value of restricted stock that vested during the years ended December 31, 2015, 2014 and 2013 was $11,494,000, $21,490,000, $22,317,000, respectively. As of December 31, 2015, the total unrecognized compensation expense related to nonvested restricted stock awards was $9,264,000, which is expected to be recognized over a weighted-average period of approximately 1.6 years.

The following table summarizes restricted stock unit activity for the year ended December 31, 2015:

	Restricted Stock Units	Weighted Average Grant Date Fair Value
Nonvested restricted stock units outstanding at December 31, 2014	33,000	$ 17.10
Granted	28,000	$ 16.72
Vested	(26,000)	$ 18.48
Nonvested restricted stock units outstanding at December 31, 2015	35,000	$ 15.78
Vested restricted stock units outstanding at December 31, 2015	75,000	$ 23.32

The weighted-average grant date fair value of restricted stock units granted during the years ended December 31, 2015 and 2014 was $16.72 and $14.33, respectively. There were no restricted units granted during the year ended December 31, 2013. The aggregate fair value of restricted stock units that vested during the years ended December 31, 2015, 2014 and 2013 was $480,000, $460,000 and $469,000, respectively. As of December 31, 2015, the total unrecognized compensation expense related to restricted stock unit awards was $482,000, which is expected to be recognized over a weighted-average period of approximately 1.7 years.

As of December 31, 2015, there are 2,903,000 shares of common stock reserved for issuance under the Plans.

11. COMMITMENTS AND CONTINGENCIES

Operating Leases

Acacia leases certain office space under various operating lease agreements expiring at various dates from 2016 through 2020. Minimum annual rental commitments for operating leases of continuing operations having initial or remaining noncancellable lease terms in excess of one year are as follows (in thousands):

Years ending December 31,	
2016	$ 1,459
2017	1,557
2018	1,612
2019	1,669
2020	166
Total minimum lease payments	$ 6,463

Rent expense for the years ended December 31, 2015, 2014 and 2013 approximated $1,926,000, $1,523,000 and $1,312,000, respectively. Rental payments are expensed in the statements of operations in the period to which they relate. Scheduled rent increases are amortized on a straight-line basis over the lease term.

Inventor Royalties and Contingent Legal Expenses

In connection with the investment in certain patents and patent rights, certain of Acacia's operating subsidiaries executed related agreements which grant to the former owners of the respective patents or patent rights, the right to receive inventor royalties based on future net revenues (as defined in the respective agreements) generated as a result of licensing and otherwise enforcing the respective patents or patent portfolios.

Acacia's operating subsidiaries may retain the services of law firms that specialize in patent licensing and enforcement and patent law in connection with their licensing and enforcement activities. These law firms may be retained on a contingent fee basis whereby such law firms are paid on a scaled percentage of any negotiated fees, settlements or judgments awarded based on how and when the fees, settlements or judgments are obtained.

The economic terms of the inventor agreements, operating agreements and contingent legal fee arrangements associated with the patent portfolios owned or controlled by Acacia's operating subsidiaries, if any, including royalty rates, contingent fee rates and other terms, vary across the patent portfolios owned or controlled by such operating subsidiaries. Inventor royalties, payments to noncontrolling interests and contingent legal fees expenses fluctuate period to period, based on the amount of revenues recognized each period, the terms and conditions of revenue agreements executed each period and the mix of specific patent portfolios with varying economic terms and obligations generating revenues each period. Inventor royalties and contingent legal fees expenses will continue to fluctuate and may continue to vary significantly period to period, based primarily on these factors.

Patent Enforcement and Other Litigation

Acacia is subject to claims, counterclaims and legal actions that arise in the ordinary course of business. Management believes that the ultimate liability with respect to these claims and legal actions, if any, will not have a material effect on Acacia's consolidated financial position, results of operations or cash flows.

Certain of Acacia's operating subsidiaries are often required to engage in litigation to enforce their patents and patent rights. In connection with any of Acacia's operating subsidiaries' patent enforcement actions, it is possible that a defendant may request and/or a court may rule that an operating subsidiary has violated statutory authority, regulatory authority, federal rules, local court rules, or governing standards relating to the substantive or procedural aspects of such enforcement actions. In such event, a court may issue monetary sanctions against Acacia or its operating subsidiaries or award attorney's fees and/or expenses to a defendant(s), which could be material, and if required to be paid by Acacia or its operating subsidiaries, could materially harm the Company's operating results and financial position.

Fiscal year 2015 operating expenses included expenses for court ordered attorney fees and settlement and contingency accruals totaling $4,141,000. Fiscal year 2014 operating expenses included an expense accrual for court ordered attorney fees related to matters initiated in 2010 and 2011 totaling $1,548,000. Operating expenses for the year ended December 31, 2013 included a one-time, non-recurring charge related to the resolution of a dispute concerning legal fees associated with a prior matter totaling $3,506,000.

Guarantees and Indemnifications

Certain of Acacia's operating subsidiaries have made guarantees and indemnities under which they may be required to make payments to a guaranteed or indemnified party, in relation to certain transactions, including revenue transactions in the ordinary course of business. In connection with certain facility leases, Acacia and certain of its operating subsidiaries have indemnified lessors for certain claims arising from the facilities or the leases. Acacia indemnifies its directors and officers to the maximum extent permitted under the laws of the State of Delaware. However, Acacia has a directors and officers insurance policy that may reduce its exposure in certain circumstances and may enable it to recover a portion of future amounts that may be payable, if any. The duration of the guarantees and indemnities varies and, in many cases is indefinite but subject to statute of limitations. The majority of guarantees and indemnities do not provide any limitations of the maximum potential future payments that Acacia could be obligated to make. To date, Acacia has made no payments related to these guarantees and indemnities. Acacia estimates the fair value of its indemnification obligations to be insignificant based on this history and therefore, have not recorded any liability for these guarantees and indemnities in the accompanying consolidated balance sheets. Additionally, no events or transactions have occurred that would result in a material liability at December 31, 2015.

Bank Guarantee

In March 2015, an operating subsidiary of Acacia entered into a standby letter of credit and guarantee arrangement ("Guarantee") with a bank in the amount of $10,721,000, for purposes of enforcing a court ruling in a German patent court granting an injunction against the defendants in the related patent infringement case. An injunction is an equitable remedy in the form of a court order that compels the defendant(s) to cease marketing, offering for sale or importing applicable infringing products into applicable jurisdiction(s).

Under German law, in order to enforce the injunction granted by the court, a Guarantee is required to be furnished by the operating subsidiary, the plaintiff in the case, for potential payment to the defendants of any applicable claims which may be incurred by the defendants as a result of the enforcement of the injunction, only in the event that the aforementioned court ruling is subsequently successfully appealed by the defendants or otherwise amended. The Guarantee is required to be issued unlimited with respect to time, until appropriately extinguished in accordance with German law. The Guarantee will be extinguished when a relevant extinguishment order by the court having jurisdiction takes effect, typically occurring when the related infringement case has been settled or a final non-appealable decision has been issued by the court.

The Guarantee is secured by a cash deposit at the contracting bank totaling $10,721,000, which is classified as restricted cash in the accompanying balance sheet. The Guarantee expires on April 10, 2016, however, it is automatically extended without amendment for a period of one (1) year from the present or any future expiration date, unless at least 30 days prior to any expiration date, the Guarantee is extinguished in accordance with German law. The Guarantee facility fee is 1.15% per year, and the related expense is included in the consolidated statement of operations.

Other

In August 2010, a wholly owned subsidiary of Acacia became the general partner of the Acacia IP Fund, which was formed in August 2010. The Acacia IP Fund is authorized to raise up to $250,000,000. The Acacia IP Fund invests in, licenses and enforces intellectual property consisting primarily of patents, patent rights, and patented technologies. Refer to Note 2 to these notes to consolidated financial statements for information regarding the consolidation of majority-owned subsidiaries and the presentation of related noncontrolling interests. At December 31, 2015 and 2014, the Acacia IP Fund net assets and net loss were primarily comprised of the following (in thousands):

	2015	2014
Cash and other assets	$ 7,740	$ 2,823
Patents, net of accumulated amortization	147	967
Investments - noncurrent	5,829	8,281
Total assets	$ 13,716	$ 12,071
Accrued expenses and contributions	$ 7,436	$ 1,876
Total liabilities	7,436	1,876
Net assets	$ 6,280	$ 10,195

	2015	2014
Revenues	$ 18	$ 1,560
Operating expenses	1,617	1,724
Gain from operations	(1,599)	(164)
Net gain (loss) in equity method investments	6,922	(1,807)
Net income (loss)	$ 5,323	$ (1,971)

12. RETIREMENT SAVINGS PLAN AND EXECUTIVE SEVERANCE POLICY

Retirement Savings Plan. Acacia has an employee savings and retirement plan under section 401(k) of the Code (the "Plan"). The Plan is a defined contribution plan in which eligible employees may elect to have a percentage of their compensation contributed to the Plan, subject to certain guidelines issued by the Internal Revenue Service. Acacia may contribute to the Plan at the discretion of the board of directors. There were no contributions made by Acacia during the periods presented.

Executive Severance Policy. Under Acacia's Amended Executive Severance Policy, full-time employees with the title of Senior Vice President and higher ("SVP and higher") are entitled to receive certain benefits upon termination of employment. If employment of an SVP and higher employee is terminated for other than cause or other than on account of death or disability, Acacia will (i) promptly pay to the SVP and higher employee a lump sum amount equal to the aggregate of (a) accrued obligations (i.e., annual base salary through the date of termination to the extent not theretofore paid and any compensation previously deferred (together with any accrued interest or earnings thereon) and any accrued vacation pay, and reimbursable expenses, in each case to the extent not theretofore paid) and (b) three (3) months of base salary for each full year that the SVP and higher employee was employed by the Company (the "Severance Period"), up to a maximum of twelve (12) months (eighteen (18) months for executive officers of Acacia Research Corporation) of base salary, and (ii) provide to the SVP and higher employee, Acacia paid COBRA coverage for the medical and dental benefits selected in the year in which the termination occurs, for the duration of the Severance Period.

13. SUPPLEMENTAL CASH FLOW INFORMATION

Federal taxes paid totaled $0, $0 and $3,000,000 for the years ended December 31, 2015, 2014 and 2013, respectively. At December 31, 2013, prepaid expenses and other current assets included federal and state income taxes receivable totaling $3,251,000. Cash paid for state income taxes totaled $211,000, $172,000 and $516,000 for the years ended December 31, 2015, 2014 and 2013, respectively. Foreign taxes withheld totaled $4,421,000, $5,159,000 and $4,605,000 for the years ended December 31, 2015, 2014 and 2013.

Refer to Note 6 to these notes to consolidated financial statements for information regarding noncash investing activity related to the investment in patent portfolios for the periods presented.

14. QUARTERLY FINANCIAL DATA (unaudited)

The following table sets forth unaudited consolidated statements of operations data for the eight quarters in the period ended December 31, 2015. This information has been derived from Acacia's unaudited condensed consolidated financial statements that have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the information when read in conjunction with the audited consolidated financial statements and related notes thereto. Acacia's quarterly results have been, and may in the future be, subject to significant fluctuations. As a result, Acacia believes that results of operations for interim periods should not be relied upon as any indication of the results to be expected in any future periods.

	Quarter Ended							
	Mar. 31, 2015	Jun. 30, 2015	Sept. 30, 2015	Dec. 31, 2015	Mar. 31, 2014	Jun. 30, 2014	Sept. 30, 2014	Dec. 31, 2014
	(Unaudited, in thousands, except share and per share information)							
Revenues	$ 34,210	$ 40,336	$ 12,994	$ 37,497	$ 12,578	$ 50,076	$ 37,192	$ 31,030
Operating costs and expenses:								
Cost of revenues:								
Inventor royalties	9,325	1,265	116	7,756	951	10,694	4,667	4,358
Contingent legal fees	4,784	5,512	1,972	3,901	1,527	7,077	7,663	7,296
Litigation and licensing expenses - patents	8,675	9,012	10,345	11,341	8,994	10,820	9,592	8,208
Amortization of patents	13,038	13,228	13,688	13,113	11,906	15,532	13,511	12,796
Marketing, general and administrative expenses (including non-cash stock compensation expense)	10,575	9,587	9,442	8,572	11,693	13,181	11,636	12,044
Research, consulting and other expenses - business development	997	732	802	860	992	1,003	1,208	637
Impairment of patent-related intangible assets	—	—	—	74,731	2,566	—	—	931
Impairment of goodwill	—	—	—	30,149	—	—	—	—
Other	426	—	3,465	250	—	—	1,548	—
Total operating costs and expenses	47,820	39,336	39,830	150,673	38,629	58,307	49,825	46,270
Operating income (loss)	(13,610)	1,000	(26,836)	(113,176)	(26,051)	(8,231)	(12,633)	(15,240)
Total other income (expense)	228	(104)	(180)	—	109	(196)	(57)	(451)
Income (loss) before (provision for) benefit from income taxes	(13,382)	896	(27,016)	(113,176)	(25,942)	(8,427)	(12,690)	(15,691)
Benefit from (provision for) income taxes	(170)	(119)	(337)	(4,174)	1,372	(4,689)	(145)	(450)
Net income (loss) including noncontrolling interests	(13,552)	777	(27,353)	(117,350)	(24,570)	(13,116)	(12,835)	(16,141)
Net (income) loss attributable to noncontrolling interests in operating subsidiaries	422	(4,463)	43	1,440	149	167	420	(103)
Net loss attributable to Acacia Research Corporation	$ (13,130)	$ (3,686)	$ (27,310)	$ (115,910)	$ (24,421)	$ (12,949)	$ (12,415)	$ (16,244)
Net loss per common share attributable to Acacia Research Corporation:								
Basic and diluted income (loss) per share	$ (0.27)	$ (0.08)	$ (0.55)	$ (2.33)	$ (0.51)	$ (0.27)	$ (0.26)	$ (0.34)
Weighted-average number of shares outstanding, basic and diluted	49,212,207	49,423,472	49,630,369	49,749,941	48,329,375	48,543,334	48,806,334	48,944,914

EXHIBIT INDEX

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated November 22, 2011, by and among Acacia Research Group LLC, Apollo Patent Corp., Adaptix, Inc., and Baker Communications Fund II (QP), L.P., solely in its capacity as representative for the shareholders of Adaptix, Inc.(15)
3.1	Amended and Restated Certificate of Incorporation (1)
3.2	Amended and Restated Bylaws
10.1*	Acacia Research Corporation 1996 Stock Option Plan, as amended (2)
10.2*	Form of Option Agreement constituting the Acacia Research Corporation 1996 Executive Stock Bonus Plan (3)
10.3*	2002 Acacia Technologies Stock Incentive Plan (4)
10.4*	2007 Acacia Technologies Stock Incentive Plan (5)
10.5*	Form of Acacia Technologies Stock Option Agreement under the 2007 Acacia Technologies Stock Incentive Plan (6)
10.6*	Form of Acacia Technologies Stock Issuance Agreement under the 2002 Acacia Technologies Stock Incentive Plan (6)
10.7*	Form of Acacia Technologies Stock Issuance Agreement under the 2007 Acacia Technologies Stock Incentive Plan (6)
10.8	Office Space Lease dated January 28, 2002, between Acacia Research Corporation and The Irvine Company (7)
10.9	Form of Indemnification Agreement (8)
10.10	Third Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (9)
10.11*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Edward Treska (10)
10.12	Fourth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10)
10.13	Fifth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (10)
10.15*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Robert L. Harris (20)
10.16*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Clayton J. Haynes (20)
10.17*	Acacia Research Corporation Amended and Restated Executive Severance Policy (12)
10.18	Sixth Amendment to Lease dated January 28, 2002 between Acacia Research Corporation and the Irvine Company (14)
10.19	Form of Purchase Agreement (16)
10.20*	2013 Acacia Research Corporation Stock Incentive Plan (18)
10.21*	Form of Stock Issuance Agreement under the 2013 Acacia Research Corporation Stock Incentive Plan (19)
10.22*	Employment Agreement, dated September 22, 2015, by and between Acacia Research Group LLC and Matthew Vella (20)
18.1	Preferability Letter dated February 25, 2010 from Grant Thornton LLP, independent registered public accounting firm, regarding change in accounting principle (13)
21.1	List of Subsidiaries
23.1	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included in the signature page hereto).
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934

32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350
101	Interactive Date Files Pursuant to Rule 405 of Regulation S-T.

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* The referenced exhibit is a management contract, compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K pursuant to Item 15(c) of Form 10-K.

(1) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on June 5, 2008 (File No. 000-26068).

(2) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 20, 2000 (File No. 000-26068).

(3) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 26, 1996 (File No. 000-26068).

(4) Incorporated by reference to Annex E to the Proxy Statement/Prospectus which formed part of Acacia Research Corporation's Registration Statement on Form S-4 (File No. 333-87654) which became effective on November 8, 2002.

(5) Incorporated by reference to Acacia Research Corporation's Registration Statement on Form S-8 (File No. 333-144754) which became effective on July 20, 2007.

(6) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2007, filed on November 2, 2007 (File No. 000-26068).

(7) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 27, 2002 (File No. 000-26068).

(8) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed on July 30, 2012 (File No. 000-26068).

(9) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q for the period ended March 31, 2006, filed on May 10, 2006 (File No. 000-26068).

(10) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2007, filed on March 14, 2008 (File No. 000-26068).

(11) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on April 2, 2008 (File No. 000-26068).

(12) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 26, 2009 (File No. 000-26068).

(13) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2009, filed on February 26, 2010, as amended on March 1, 2010 (File No. 000-26068)

(14) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 28, 2011, as amended on March 24, 2011 (File No. 000-26068).

(15) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K/A filed on January 19, 2012 (File No. 000-26068). Portions of this exhibit have been omitted pursuant to a request for confidential treatment under Rule 24-b-2 of the Securities Exchange Act of 1934, as amended. The omitted material has been separately filed with the Securities and Exchange Commission.

(16) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on February 16, 2012 (File No. 000-26068).

(17) Incorporated by reference to Acacia Research Corporation's Annual Report on Form 10-K for the year ended December 31, 2012, filed on February 28, 2013 (File No. 000-26068).

(18) Incorporated by reference to Appendix A to Acacia Research Corporation's Definitive Proxy Statement on Schedule 14A filed on April 24, 2013 (File No. 000-26068).

(19) Incorporated by reference to Acacia Research Corporation's Current Report on Form 8-K filed on May 22, 2013 (File No. 000-26068).

(20) Incorporated by reference to Acacia Research Corporation's Quarterly Report on Form 10-Q filed on November 9, 2015 (File No. 000-26068).